PROSPECTUS

30 OCTOBER 2024

This document comprises a prospectus for the purposes of Article 6 of Regulation (EU) 2017/1129 (as it forms part of retained European Union ("**EU**") law as defined in the European Union (Withdrawal) Act 2018) (the "**Prospectus Regulation**"), relating to Canal+ SA (the "**Company**") and has been approved by the Financial Conduct Authority of the United Kingdom ("**FCA**"), as competent authority under the Prospectus Regulation, in accordance with section 87A of the Financial Services and Markets Act 2000, as amended ("**FSMA**"), and prepared and made available to the public in accordance with the Prospectus Regulation Rules of the FCA made under section 73A of FSMA (the "**Prospectus Regulation Rules**"). The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the issuer that is, or the quality of the securities that are, the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities. This Prospectus is not an offer or invitation to the public to subscribe for or purchase fully paid ordinary shares in the capital of the Company ("**Canal+ Shares**") but is issued solely in connection with the admission of Canal+ Shares to the equity shares (commercial companies) category of the Official List of the FCA and to the London Stock Exchange's (the "**LSE**") main market for listed securities ("**Admission**"). It is proposed that Admission will take place shortly following the Partial Demerger and, unless the context requires otherwise, this Prospectus has been prepared on the assumption that the Partial Demerger Resolution will be passed at the Vivendi General Meeting and that the Partial Demerger will become effective as proposed.

Application will be made to the FCA for all Canal+ Shares to be admitted to the equity shares (commercial companies) category of the Official List of the FCA and to the LSE for Canal+ Shares to be admitted to trading on the LSE's main market for listed securities. It is expected that Admission will become effective, and that dealings in the Canal+ Shares will commence on the LSE, at 8.00 a.m. on 16 December 2024 (International Security Identification Number: FR001400T0D6).

Investors are able to settle interests in the Canal+ Shares through the CREST system. The Canal+ Shares, as securities issued by the Company, a company not incorporated in the United Kingdom, cannot be directly held in uncertificated form or transferred electronically in the CREST system. In order for the Canal+ Shares to be traded on the LSE, CREST depository interests ("**CDIs**") representing the underlying Canal+ Shares will be issued by the CREST Depository (on a one-for-one basis) to persons who wish to hold the Canal+ Shares in electronic form within the CREST system. Any CDIs issued will be independent securities constituted under English law, which may be held and transferred directly through the CREST system operated by Euroclear UK. CDIs have the same ISIN as the underlying Canal+ Shares and do not require a separate admission to trading on the LSE. Investors should note that it is the CDIs which will be settled through CREST and not the Canal+ Shares.

This Prospectus is issued solely in connection with Admission. This Prospectus does not constitute or form part of an offer or invitation to sell or issue, or any solicitation of an offer to purchase or subscribe for, any securities by any person. No offer of Canal+ Shares is being made in any jurisdiction.

This Prospectus should be read in its entirety. In particular, investors should take account of the section entitled "Risk Factors" which contains a discussion of certain risks relating to the business of the Company. Investors should not solely rely on the information summarised in Part I (*Summary*). Capitalised terms not otherwise defined herein have the meaning set forth in Schedule I (*Definitions and Glossary*).

CANAL+

Canal+ SA

(Incorporated and registered in France with identification number 835 150 434)

Introduction to the equity shares (commercial companies) category of the Official List and Admission to trading on the main market of the London Stock Exchange

Barclays — BNP PARIBAS

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Other Financial Advisers

Barclays Bank PLC ("**Barclays**") and BNP Paribas, London branch (together, the "**Joint Sponsors**"), which are authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Prudential Regulation Authority and the Financial Conduct Authority, are acting exclusively for the Company and no one else in connection with Admission and they will not regard any other person (whether or not a recipient of this Prospectus) as a client in relation to Admission and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to Admission. BNP Paribas, London branch is a branch of BNP PARIBAS, a French credit institution authorised and regulated by the European Central Bank ("**ECB**") and the French *Autorité de Contrôle Prudentiel et de Resolution* ("**ACPR**").

Bank of America Europe DAC, Paris Branch, Barclays Bank Ireland PLC, BNP Paribas, London branch, BNP PARIBAS, Evercore GmbH and Lazard Frères SAS are acting as joint financial advisers (the "**Lead Financial Advisers**"). Banque Hottinguer, Crédit Industriel et Commercial, Citigroup Global Markets Europe AG, Crédit Agricole Corporate and Investment Bank, Goldman Sachs Bank Europe SE, Succursale de Paris, HSBC Continental Europe, Natixis and Société Générale are acting as financial co-advisers (the "**Co-Financial Advisers**"). Banco Santander S.A., COMMERZBANK Aktiengesellschaft, Intesa Sanpaolo S.p.A – IMI Corporate Investment Banking, J.P. Morgan SE and Mizuho Securities Europe GmbH are acting as other financial advisers (the "**Other Financial Advisers**" and, together with the Lead Financial Advisers and the Financial Co-Advisers, the "**Financial Advisers**").

The Financial Advisers are acting exclusively as financial advisers to the Company and no one else in connection with Admission and will not be responsible to anyone other than the Company for providing the protections afforded to the respective clients of the Financial Advisers or for providing advice in relation to Admission. The Financial Advisers or any of their affiliates do not owe or accept any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of the Financial Advisers in connection with this document, any statement contained herein or otherwise.

The Joint Sponsors, the Financial Advisers and/or certain of their respective affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Joint Sponsors or the Financial Advisers (or their respective affiliates) may from time to time acquire, hold or dispose of Canal+ Shares. None of the Joint Sponsors or Financial Advisers (or their respective affiliates) intends to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Each of the Joint Sponsors, the Financial Advisers and/or certain of their respective affiliates may have engaged in, or be engaged in, transactions with, and provided, or be providing, various commercial banking, investment banking, financial advisory transactions and services in the ordinary course of their business to, the Company and/or Vivendi and/or their affiliates for which they would have or may receive customary fees and commissions. Each of the Joint Sponsors, the Financial Advisers and their respective affiliates may engage in such transactions, or provide such services, to the Company and/or Vivendi and/or their affiliates in the future.

In the ordinary course of their various business activities, the Joint Sponsors, the Financial Advisers and their respective affiliates may hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) in the Company, the Group, Vivendi and their respective affiliates for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Therefore, the Joint Sponsors, the Financial Advisers and their respective affiliates may engage in transactions in relation to the Canal+ Shares and/or related instruments for their own account for the purpose of hedging their exposure or otherwise. In addition, certain of the Joint Sponsors, the Financial Advisers or their affiliates are, or may in the future be, lenders, and in some cases agents or managers for the lenders, under certain of the Group's credit facilities and other credit arrangements, or its respective affiliates. In their capacity as lenders, such lenders may, in the future, seek a reduction of a loan commitment to the Company or its respective affiliates, or impose incremental pricing or collateral requirements with respect to such facilities or credit arrangements, in the ordinary course of business. In addition, certain of the Joint Sponsors, the Financial Advisers or their affiliates that have a lending relationship with the Company may routinely hedge their credit exposure to the Company consistent with their customary risk management policies; a typical hedging strategy.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Joint Sponsors or the Financial Advisers by FSMA or the regulatory regime established thereunder or under the regulatory regime of any other applicable jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither the Joint Sponsors nor the Financial Advisers nor any of their affiliates accept any responsibility whatsoever for the contents of this Prospectus including its accuracy, completeness and verification or for any other statement made or purported to be made by them, or on their behalf, in connection with the Company or its subsidiaries, the Canal+ Shares, Admission or the Partial Demerger. The Joint Sponsors and the Financial Advisers and their respective affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this Prospectus or any such statement. No representation or warranty, express or implied, is made by the Joint Sponsors or the Financial Advisers or any of their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this Prospectus, and nothing in this Prospectus will be relied upon as a promise or representation in this respect, whether or not to the past or future. Nothing in this Prospectus excludes, or attempts to exclude, any responsibilities or liabilities which the Joint Sponsors or the Financial Advisers may have under FSMA or the regulatory regime established thereunder.

The release, publication or distribution of this Prospectus or any related materials in certain jurisdictions may be restricted by law and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions in relation to the Canal+ Shares or this Prospectus, including those in the paragraphs that follow. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Except in the United Kingdom, no action has been taken or will be taken in any jurisdiction that would permit possession, release, publication or distribution of this Prospectus in any country or jurisdiction where action for that purpose is required. Accordingly, this Prospectus may not be released, published or distributed in any jurisdiction where to do so would breach any securities laws or regulations of any such jurisdiction or give rise to an obligation to obtain any consent, approval or permission, or to make any application, filing or registration. Failure to comply with these restrictions may constitute a violation of the securities laws or regulations of such jurisdictions.

European Economic Area

In relation to each member state of the European Economic Area (each a "**Member State**"), no Canal+ Shares have been offered or will be offered to the public or otherwise in that Member State. No arrangement has been made with the competent authority in any Member State for the use of this Prospectus as an approved prospectus in such jurisdiction.

Accordingly, any person making or intending to make an offer in a Member State of the Canal+ Shares may only do so in circumstances in which no obligation arises on the Company or Vivendi to publish a prospectus pursuant to Article 3 of the Regulation (EU) 2017/1129 or supplement a prospectus pursuant to Article 23 of Regulation (EU) 2017/1129, in each case, in relation to such offer. Neither the Company nor Vivendi has authorised, nor does it authorise, the making of any offer of the Canal+ Shares in circumstances in which an obligation arises for the Company or Vivendi to publish or supplement a prospectus for such offer in accordance with the Regulation (EU) 2017/1129.

France

This Prospectus is not intended to and does not constitute, represent or form part of and should not be construed as an offer or invitation to exchange or sell, or solicitation of an offer to subscribe for or buy, or an invitation to exchange, purchase or subscribe for, any Canal+ Shares, any part of the Company's business or assets, or any other interests or the solicitation of any vote or approval in France. This Prospectus should not be construed as a recommendation to any reader of this Prospectus.

This Prospectus has not been approved by the French Financial Markets Authority (*Autorité des marchés financiers*).

United States

THE CANAL+ SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER FOR VALUE OF ANY CANAL+ SHARES.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("**SEC**"), NOR ANY STATE SECURITIES COMMISSION IN THE UNITED STATES, HAS APPROVED OR DISAPPROVED OF THE CANAL+ SHARES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THE DISCLOSURE IN THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

The Canal+ Shares will not be listed on any US national securities exchange or interdealer quotation system in connection with the Partial Demerger. Since the Canal+ Shares will not be listed on any US securities exchange or quoted on any interdealer quotation system in the United States, it is unlikely that an active trading market will develop in the United States for the Canal+ Shares. Furthermore, the Company will not issue any ADSs in the United States in connection with the Partial Demerger and does not intend to consent to the creation of any unsponsored ADS program in connection with the Partial Demerger.

The Company intends to comply with the provisions of Rule 12g3-2(b) under the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**"). As a result, the Canal+ Shares will also be exempt from registration under the US Exchange Act, and the Company will not be required to file periodic or current reports with the SEC. Pursuant to Rule 12g3-2(b), an English translation of certain financial and business information that the Company publicly files or that it makes available to its shareholders in France will be published by the Company on its website.

This Prospectus is dated 30 October 2024.

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PART I
SUMMARY

1. INTRODUCTION AND WARNINGS

1.1 Details of the issuer

The issuer is Canal+ SA (the "**Company**"), a *société anonyme* (limited company), registered with the French *Registre du commerce et des sociétés* in Nanterre (Nanterre Registry of Trade and Businesses) under number 835 150 434.

The Company's registered and head office is at 50 Rue Camille Desmoulins, 92863 Issy Les Moulineaux Cedex 9, France. The telephone number of the Company's registered office is +33 (0)1 71 35 35 35 and the legal entity identifier (the "**LEI**") of the Company is 9695000537F9F73BXN18.

1.2 Details of the securities

The securities being admitted to listing on the equity shares (commercial companies) category of the Official List of the FCA and to trading on the LSE's main market for listed securities are the fully paid ordinary shares in the capital of the Company (the "**Canal+ Shares**"). On Admission, the Canal+ Shares will be registered with an ISIN of FR001400T0D6 and SEDOL of BRS9F13. It is expected that the Canal+ Shares will be traded on the main market for listed securities of the LSE under the ticker symbol "CAN".

1.3 Identity and contact details of the competent authority approving this Prospectus

This Prospectus has been approved by the FCA, as competent authority, with its head office at 12 Endeavour Square, London E20 1JN and telephone number: +44 (0)20 7066 1000, in accordance with the Prospectus Regulation.

This Prospectus was approved by the FCA on 30 October 2024.

1.4 Warnings

This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and should be read as an introduction to this Prospectus. Any decision to invest in the Canal+ Shares should be based on consideration of the Prospectus as a whole by the investor. Any investor could lose all or part of their invested capital and, where any investor's liability is not limited to the amount of the investment, it could lose more than the invested capital.

Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Canal+ Shares.

2. KEY INFORMATION ON THE ISSUER

2.1 Who is the issuer of the securities?

The Company's corporate and trading name is Canal+ SA. The Company was incorporated on 5 February 2018 under the laws of France as a French *société par actions simplifiée* (simplified joint-stock company) and subsequently transformed into a *société anonyme* (limited company) on 24 October 2024. It was registered on 5 February 2018 for a period of 99 years, expiring on 5 February 2117. The LEI number for the

Company is 9695000537F9F73BXN18. The Company operates in conformity with the Articles of Association and is subject to French law.

(A) *Principal activity*

The principal activity of the Company is to act as the ultimate holding company of the Group.

A French subscription-TV channel upon its formation 40 years ago, the Group is now a global media and entertainment company with a brand recognised worldwide amongst the Top 50 Most Valuable French Brands (source: Kantar Brandz, 2023). It generates revenues in 195 countries and operates directly in 52 countries across Europe, Africa, Asia, and to a lesser extent in the United States, with a total of approximately 9,000 employees worldwide. The Group is one of the largest market players in Europe in terms of both revenues and subscribers and is the undisputed leader in French-speaking Sub-Saharan Africa (where the Group is present in almost half of the electrified households); the successful completion of its ongoing mandatory takeover offer for MultiChoice would make it the largest European-based market player worldwide as well as the leader across the African continent. The Group also operates one of the world's largest short-form video streaming platforms with Dailymotion.

As of 31 December 2023, the Group totalled approximately 26.8 million subscribers worldwide, compared to 11 million as of 31 December 2014, illustrating its significant growth over the last decade, despite intensified competition from streaming platforms and other new market entrants, whilst sustaining profitability. In 2023, the Group also achieved a global audience of over 400 million monthly active users on its OTT and video streaming platforms.

The Group's various businesses include: subscription-TV (live and on-demand, mostly through Canal+ premium offers, including its Canal+ over-the-top or "OTT" platform (referred to herein as the "Canal+ platform"), but also its stakes in MultiChoice in Africa, Viaplay in Europe, and Viu in Asia); advertising-supported television (through free-to-air or "FTA" channels) and video streaming (through Dailymotion and Viu); content production and distribution (mostly through Studiocanal, its in-house studio) and telecommunication services (through Group Vivendi Africa ("**GVA**") and Canal+ Telecom in the French overseas departments and territories (the "**French Overseas**"). It also operates the iconic performance venues *L'Olympia and Théâtre de l'Œuvre* in France and CanalOlympia in Africa where it can capitalise on its artist relationships.

(B) *Partial Demerger*

The Partial Demerger will be implemented by way of a partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*), whereby Vivendi will contribute to the Company all of the ordinary shares Vivendi holds in the share capital of Groupe Canal+ S.A., and shares of the Company issued as consideration for such contribution will be allocated directly to the shareholders of Vivendi on the Effective Date, in accordance with Article L. 236-27, para. 2 of the French Commercial Code. Vivendi Shares directly or indirectly held by Vivendi, the Company or any persons acting in their own name but on behalf of Vivendi or the Company on the Effective Date (the "**Excluded Vivendi Shares**") and any shares of the Company held before the Partial Demerger by Vivendi will not be eligible to receive shares of the Company pursuant to French law, resulting in shares of the Company being issued and allocated to all of the other Vivendi Shareholders on the Effective Date. The Canal+ Shares are expected to be admitted to the equity shares (commercial companies) category of the Official List of the FCA and to trading on the LSE's main market for listed securities, with the first trading day occurring over the days following the Vivendi General Meeting.

(C) *Major Shareholders*

As of the date of this Prospectus, the sole shareholder of the Company is Vivendi (except for four shares held by Compagnie Hoche SAS).

After the completion of the Partial Demerger, considering the 1:1 exchange ratio, each of Vivendi Shareholders at the Effective Date will have received upon completion of the Partial Demerger one (1) Canal+ Share for each share in Vivendi it holds.

Accordingly, upon completion of the Partial Demerger, the shareholding structure of the Company will mirror the shareholding structure of Vivendi, subject only to the Excluded Vivendi Shares and any shares of the Company held before the Partial Demerger by Vivendi. As at the date of the table presented below and as of the date of this Prospectus, Bolloré SE and related entities and individuals hold 29.90% of the share capital of Vivendi (with theoretical voting rights of 29.83%) and do not hold any direct interest in the Company and will not hold any direct interest in the Company prior to completion of the Partial Demerger.

Based on the ownership of Vivendi's share capital as of 30 September 2024, the table below presents the shareholding structure in Vivendi.

Name of Vivendi shareholder	Number of shares	Percentage of share capital(1)	Percentage of total theoretical voting rights(2)	Percentage of total exercisable voting rights(3)
Bolloré Group(4)	307,964,106	29.90%	29.83%	30.94%
Employees of Vivendi	26,268,962	2.55%	3.67%	3.80%
Vivendi(5)	38,106,631	3.70%	3.59%	0.00%
Public	657,578,426	63.85%	62.92%	65.26%
Total	**1,029,918,125**	**100%**	**100%**	**100%**

(1) The calculation of the percentage of ownership of Vivendi Shares is based on 1,029,918,125 Vivendi Shares outstanding as of 30 September 2024.

(2) The calculation of the percentage of theoretical voting rights of Vivendi is based on 1,061,278,659 Vivendi theoretical voting rights as of 30 September 2024. Theoretical votes represent the exercisable voting rights and the non-exercisable votes, e.g. voting rights attached to treasury shares.

(3) The calculation of the percentage of exercisable voting rights of Vivendi is based on 1,023,172,028 Vivendi exercisable voting rights as of 30 September 2024.

(4) Including, pursuant to Article L. 233-10 of the French Commercial Code, 301,869,191 shares held by Bolloré SE, 5,995,559 shares held by Compagnie de l'Odet SE, 48,000 shares held by Mr. Vincent Bolloré, 22,356 equivalent shares underlying to the Vivendi SE FCPE shares subscribed by Mr. Vincent Bolloré, 24,000 shares held by Mr. Cyrille Bolloré and 5,000 shares held by Mr. Sébastien Bolloré.

(5) Shares held directly by Vivendi in treasury and for which the voting rights are suspended in accordance with Article L. 225-210 of the French Commercial Code.

Based on Vivendi's shareholding structure as presented in the above table and subject to any changes prior to the date of Admission, and in accordance with the 1:1 exchange ratio determined for purposes of the Partial Demerger (and assuming there will be no Excluded Vivendi Share), the table below presents the expected ownership of the Canal+ Shares upon completion of the Partial Demerger.

Company shareholder	Number of Canal+ Shares	Percentage of share capital	Percentage of total voting rights
Vivendi(1)	148,000	0.01%	0.01%
Bolloré Group(2)	307,941,750	31.04%	31.04%
Public	683,869,744	68.94%	68.94%
Total	**991,959,494**	**100%**	**100%**

(1) The 147,996 Canal+ Shares held by Vivendi and four Canal+ Shares held by Compagnie Hoche SAS at the date of this Prospectus will be sold on the market following completion of the Partial Demerger, on or after Admission.

(2) Including, pursuant to Article L. 233-10 of the French Commercial Code, 301,869,191 shares held by Bolloré SE, 5,995,559 shares held by Compagnie de l'Odet SE, 48,000 shares held by Mr. Vincent Bolloré, 24,000 shares held by Mr. Cyrille Bolloré and 5,000 shares held by Mr. Sébastien Bolloré.

(D) Management Board and Supervisory Board

The members of the Management Board are, and as from Admission will be:

Member	Position
Maxime Saada	Chairman of the Management Board and Chief Executive Officer
Jacques du Puy	Canal+ Deputy CEO, in charge of International
Anna Marsh	Canal+ Deputy CEO, Chief Executive Officer of Studiocanal
Amandine Ferré	Group Chief Financial Officer

The members of the Supervisory Board are (save where indicated), and as from Admission will be:

Member	Position
Yannick Bolloré	Non-Executive Chair
Jean-Christophe Thiery	Non-Executive Director
Arnaud de Puyfontaine	Non-Executive Director
Philippe Bénacin*	Independent Non-Executive Director
Xavier Mayer*	Vice-Chair Independent Non-Executive Director
Robert Bakish*	Independent Non-Executive Director
Pierre-Ignace Bernard*	Independent Non-Executive Director
Emmanuelle Malecaze-Doublet*	Independent Non-Executive Director
Christel Heydemann*	Non-Executive Director
Ségolène Gallienne-Frère*	Independent Non-Executive Director
Maud Bailly*	Independent Non-Executive Director
Martine Studer*	Independent Non-Executive Director

* Indicates those persons who will be members of the Supervisory Board on Admission.

(E) Statutory auditor

The auditor of the Company is Deloitte & Associes ("**Deloitte France**").

Deloitte France has its registered office at Tour Majunga, 6 place de la Pyramide, 92908 Paris - La Défense Cedex, France and is a member of the Compagnie régionale des Commissaires aux Comptes de Versailles et du Centre.

Deloitte France is also one of the auditors of Vivendi (with Grant Thornton) and has audited the statutory consolidated annual accounts of Vivendi as of and for the years ended 31 December and 2023, 2022 and 2021. Deloitte France, as one of the auditors of Vivendi, has been appointed to audit the Combined Financial Statements and to review the Unaudited Interim Combined Financial Statements set out in this Prospectus. Deloitte France is registered to carry out audit work in France.

2.2 What is the key financial information regarding the issuer?

(A) Selected historical key financial information

The tables below set out selected key financial information for the Group for the financial years ended 31 December 2023, 2022 and 2021 and for the six months ended 30 June 2024 and 30 June 2023:

Summary unaudited condensed interim combined statement of earnings for the six months ended 30 June 2024 and 30 June 2023

(in millions of Euros)	Six months ended 30 June	
	2024	**2023**
Revenues	**3,190**	**3,034**
Content costs	(1,909)	(1,734)
Technology, selling, general, administrative costs and others	(967)	(988)
Restructuring costs	(2)	0
Impairment losses on intangible assets acquired through business combinations	(0)	-
Amortisation of intangible assets acquired through business combinations	(23)	(24)
Operating Income (EBIT)	**289**	**287**
Income (loss) from equity affiliates	(70)	(60)
Interest expenses	(18)	(63)
Income from investments	1	-
Other financial income	1	6
Other financial expenses	(41)	(28)
	(57)	***(85)***
Earnings before income taxes	**162**	**142**
Income tax	(107)	(110)
Earnings (losses)	**54**	**32**
Of which		
Earnings (losses) attributable to Canal+ Group Owners	**23**	**5**
Earnings attributable to non-controlling interests	31	27

Summary condensed interim combined statement of financial position as of 30 June 2024 (unaudited) and 31 December 2023 (audited)

(in millions of Euros)	**30 June 2024**	**31 December 2023**
ASSETS		
Non-current assets	6,436	5,973
Current assets	2,686	2,939
TOTAL ASSETS	**9,122**	**8,912**
EQUITY AND LIABILITIES		
Canal+ Group Owner's net investment	**4,360**	**894**
Non-controlling interests	234	246
Total equity	**4,594**	**1,140**
Non-current liabilities	664	674
Current liabilities	3,864	7,098
TOTAL LIABILITIES	**4,529**	**7,772**
TOTAL EQUITY AND LIABILITIES	**9,122**	**8,912**

Summary unaudited combined statement of cash flows for the six months ended 30 June 2024 and 2023

	Six months ended 30 June	
(in millions of Euros)	**2024**	**2023**
Operating activities		
Gross cash provided by operating activities before income tax paid and other changes in net working capital	**367**	**372**
Other changes in net working capital	5	17
Income tax (paid)/received, net	(57)	(69)
Net cash provided by operating activities	**315**	**320**
Investing activities		
Net cash (used for) investing activities	**(673)**	**(523)**
Financing activities		
Net cash provided by financing activities	**375**	**199**
Foreign currency translation adjustments	1	(1)
Change in cash and cash equivalents	**17**	**(5)**
Cash and cash equivalents		
At beginning of the period	**334**	**282**
At end of the period	**350**	**278**

Summary audited combined statement of earnings for the years ended 31 December 2023, 2022 and 2021

	Year ended 31 December		
(in millions of Euros)	**2023**	**2022**	**2021**
Revenues	**6,223**	**6,010**	**5,870**
Content costs	(3,725)	(3,547)	(3,432)
Technology, selling, general, administrative costs and others	(2,021)	(2,006)	(2,013)
Restructuring costs	(5)	(13)	(23)
Impairment losses on intangible assets acquired through business combinations	(2)		(1)
Amortisation of intangible assets acquired through business combinations	(44)	(53)	(45)
Operating Income (EBIT)	**426**	**391**	**355**
Income (loss) from equity affiliates	(104)	(9)	1
Interest expenses	(158)	(33)	(27)
Income from investments	-	-	22
Other financial income	3	7	9
Other financial expenses	(65)	(39)	(45)
	(220)	***(65)***	***(41)***
Earnings before income tax	**102**	**317**	**315**
Income tax	(118)	(133)	(157)
Earnings (losses)	**(16)**	**184**	**158**
Of which			
Earnings (losses) attributable to Canal+ Group Owner	(61)	141	119
Earnings attributable to non-controlling interests	45	43	39

__Summary audited combined statement of financial position as at 31 December 2023, 2022 and 2021__

(in millions of Euros)	31 December 2023	31 December 2022	31 December 2021
ASSETS			
Non-current assets	5,973	5,632	4,879
Current assets	2,939	2,970	2,798
TOTAL ASSETS	**8,912**	**8,602**	**7,676**
EQUITY AND LIABILITIES			
Canal+ Group owners' net investment	**894**	**970**	**767**
Non-controlling interests	246	215	197
Total equity	**1,140**	**1,185**	**964**
Non-current liabilities	674	810	629
Current liabilities	7,098	6,607	6,083
TOTAL LIABILITIES	**7,772**	**7,417**	**6,712**
TOTAL EQUITY AND LIABILITIES	**8,912**	**8,602**	**7,676**

__Summary audited combined statement of cash flows for the years ended 31 December 2023, 2022 and 2021__

	Year ended 31 December		
(in millions of Euros)	2023	2022	2021
Operating activities			
__Gross cash provided by operating activities before income tax paid and other changes in net working capital__	**648**	**518**	**766**
Other changes in net working capital	(7)	54	(20)
Income tax (paid)/received, net	(141)	(167)	(92)
Net cash provided by operating activities	**500**	**405**	**654**
Investing activities			
Net cash (used for) investing activities	**(743)**	**(819)**	**(539)**
Financing activities			
Net cash provided by/(used for) financing activities	**299**	**505**	**(75)**
Foreign currency translation adjustments	(5)	-	1
Change in cash and cash equivalents	**51**	**91**	**40**
Cash and cash equivalents			
At beginning of the period	**282**	**191**	**151**
At end of the period	**334**	**282**	**191**

(B) *Trading Update*

The following table shows the breakdown of the Group's revenues by operating segment for the nine months ended 30 September 2024 and 30 September 2023:

(in millions of Euros, except percentages)	Nine-month period ended 30 September (unaudited figures)				Increase / (decrease)		
	2024		**2023**		**9M 2024 vs 9M 2023**		
		(1)		(1)	*%*	*% (at constant currency)*	*% (at constant currency and scope of consolidation)*
Europe	3,544	75.1%	3,437	75.2%	+3.1%	+2.3%	+1.6%
Africa and Asia	779	16.5%	748	16.4%	+4.2%	+4.6%	+4.6%
Content Production, Distribution and Other	482	10.2%	466	10.2%	+3.3%	+2.7%	+0.9%
Eliminations	(85)	(1.8)%	(78)	(1.7)%			
Total combined revenues	**4,720**	**100%**	**4,573**	**100%**	**+3.2%**	**+2.6%**	**+1.9%**

(1) As a percentage of combined revenues.

During the first nine months of 2024, the Group's revenue amounted to €4,720 million, reflecting an increase of 3.2% compared to the same period in 2023 (1.9% at constant currency and scope of consolidation). This growth was driven by all of the Group's operating segments. Revenue from the Europe segment for the first nine months of 2024 increased by 3.1% year-over-year (1.6% at constant currency and scope of consolidation), growing across all geographies, particularly driven by an increase in the DtoC (Direct-to-Consumer) subscriber base in France. Revenue from the Africa and Asia segment for the first nine months of 2024 increased by 4.2% compared to the same period in 2023 (4.6% at constant currency and scope of consolidation), driven by further growth in the subscriber base in Africa. Revenue from the Content Production, Distribution, and Other segment for the first nine months of 2024 increased by 3.3% from the same period in 2023 (0.9% at constant currency and scope of consolidation), driven by growth for both Dailymotion and Studiocanal (with an increase in terms of Studiocanal's films, series and catalogue revenues).

The following table shows the breakdown of the Group's revenues by operating segment for the three months ended 30 September 2024 and 30 September 2023:

(in millions of Euros, except percentages)	Three-month period ended 30 September (unaudited figures)				Increase / (decrease)		
	2024		2023		Q3 2024 vs Q3 2023		
		(1)		(1)	%	% (at constant currency)	% (at constant currency and scope of consolidation)
Europe	1,154	75.5%	1,152	74.8%	+0.2%	(0.3)%	(1.0)%
Africa and Asia	251	16.4%	248	16.1%	+1.3%	+1.5%	1.5%
Content Production, Distribution and Other	149	9.7%	165	10.7%	(9.6)%	(16.8)%	(18.0)%
Eliminations	(25)	(1.6)%	(25)	(1.6)%			
Total combined revenues	**1,529**	**100%**	**1,540**	**100%**	**(0.7)%**	**(1.0)%**	**(1.7)%**

(1) As a percentage of combined revenues.

(C) Pro forma financial information

The Company and its advisers have not had access to any material non-public information or documentation relating to MultiChoice and have not been granted access to perform any due diligence on MultiChoice. Although the Company has entered into a co-operation agreement with MultiChoice in relation to the MultiChoice Offer which, inter alia, provides for the co-operation between the parties in relation to anti-trust and other South African regulatory conditions filings, MultiChoice has not transferred (and is under no legal obligation to transfer) any information to the Company in relation to the publication of the Prospectus or Admission. The Group also remains subject to competition and securities law restrictions around inside information pertaining to MultiChoice.

As such, it has not been possible to determine whether there are significant differences between the Group's accounting policies and those adopted by MultiChoice's financial information, or to identify or quantify the adjustments necessary to present MultiChoice's financial information on a basis consistent with the Group's accounting policies. As a result, it is not possible at this time to prepare an unaudited pro forma combined statement of earnings or an unaudited pro forma combined statement of financial position to illustrate the potential effect of the MultiChoice Acquisition on the Group in accordance with Annex 20 of the UK Prospectus Delegated Regulation.

The Company has included in this Prospectus a narrative description of the potential effect of the MultiChoice Acquisition on the assets and liabilities of the Group.

The following selected financial information has been extracted without material adjustment from MultiChoice's audited financial statements for the year ended 31 March 2024, which are reported in ZAR. For the sake of comparability, the information has also been converted into Euros using the last available EUR/ZAR exchange rate reported by the European Central Bank prior to that date (€1 = ZAR 20.5226, reported as of 28 March 2024):

- Non-current assets – ZAR 22,695 million (€1,105.9 million)
- Current assets – ZAR 20,841 million (€1,015.5 million)

- Non-current liabilities – ZAR 24,262 million (€1,182.2 million)
- Current liabilities – ZAR 20,532 million (€1,000.5 million)

The potential effect of the MultiChoice Acquisition on the Group's combined statement of financial position as of 31 December 2023 on the basis of the above financial information is estimated as follows, excluding the impact of acquisition financing, costs and other acquisition-related adjustments:

- an increase in non-current assets of €206.9 million (corresponding to MultiChoice's non-current assets of €1,105.9 million as of 31 March 2024, less €899 million related to the investment in MultiChoice recognised as "Investments in equity affiliates" as of 31 December 2023 in the combined statement of financial position) and an increase in current assets of €1,015.5 million; and
- an increase in non-current liabilities of €1,182.2 million and an increase in current liabilities of €1,000.5 million.

The foregoing does not reflect any synergies associated with the MultiChoice Acquisition, and does not take account of the fact that each of the Group and MultiChoice have different financial year-ends. It also does not reflect the Group's acquisitions of all shares held by Orange in the OCS subscription-TV packages and in Orange Studio, Orange's film and series co-production subsidiary, effective 1 February 2024, which did not constitute a significant gross change for the Group.

Because of its nature, this narrative description of the potential effect of the MultiChoice Acquisition is illustrative only. It does not represent the Group's actual financial position and may not, therefore, give a true picture of the Group's financial position or be indicative of future performance.

2.3 What are the key risks that are specific to the issuer?

The following are the key risks specific to the Company that, alone or in combination with other events or circumstances, could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects:

- The Group's business and results of operations may be adversely affected by a deterioration in global or regional macroeconomic conditions.
- Intense competition in the market for external content may weigh on the margins of entertainment platforms such as the Group and/or limit their ability to access desirable content on favourable terms or at all.
- Much of the most highly-prized content (films and TV shows/series) in the Group's markets is produced by US studios which typically reserve the initial distribution windows to their own DtoC platforms.
- Competition in the global entertainment ecosystem for audience share and subscribers is continually increasing due in particular to an ongoing disintermediation phenomenon, with new players entering and existing players evolving.
- The competitive environment is being further disrupted by the growing permeability between subscription-based and advertising-supported platforms, further challenging both the Group's traditional subscription-based and its advertising-supported models.

- The Group's content may not be as attractive as competing offerings and its viewer reach may be lower than expected or may decline.
- The Group may not be able to renew its key agreements for the acquisition of content at all or on favourable terms.
- The Group is exposed to the risk of content piracy, the forms of which are constantly evolving.
- The Group's reputation and brand value are important assets which could be adversely affected by various events or trends.
- If the systems, infrastructure and technology the Group relies on for its business operations fail, become unavailable, or underperform, the Group's business and operations could be disrupted.
- The Group's licenses may be challenged or may not be renewed.
- The French tax authorities are claiming substantial amounts from the Group in respect of alleged VAT taxes due, which the Group is contesting.

3. KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the securities?

(A) Type, class and ISIN of the securities

The Canal+ Shares are fully paid ordinary shares in the capital of the Company with a nominal value of €0.25 each.

The Canal+ Shares, as securities issued by the Company, a company not incorporated in the UK, cannot be held in uncertificated form or transferred electronically in the CREST system. In order for the Canal+ Shares to be traded on the LSE, CDIs will be issued upon request by the CREST Depository to allow the Canal+ Shares to be dematerialised and to enable persons who hold Canal+ Shares from Admission to transfer and settle trades of Canal+ Shares on the LSE within CREST. The Canal+ Shares will not themselves be admitted to CREST. Any CDIs issued will be independent securities constituted under English law and held and transferred directly through the CREST system. CDIs have the same ISIN as the underlying Canal+ Shares and do not require a separate admission to trading on the LSE.

On Admission, the Canal+ Shares will be registered with an ISIN of FR001400T0D6 and SEDOL of BRS9F13. It is expected that the Canal+ Shares will be traded on the main market for listed securities of the LSE under the ticker symbol "CAN".

(B) Currency of the securities

The Canal+ Shares are and, on Admission will be, denominated in Euro and quoted in Pounds Sterling on the LSE.

(C) Number of issued and fully paid securities

On Admission, the number of Canal+ Shares in issue will be equal to the number of Vivendi Shares in issue at 13 December 2024 (excluding the Excluded Vivendi Shares) plus the 148,000 existing Canal+ Shares already in issue as of the date of this Prospectus.

(D) Rights attaching to the securities

The Canal+ Shares are fully paid ordinary shares in the capital of the Company.

The Canal+ Shares rank equally for voting purposes, dividends declared and for any distributions on a winding-up. In a Shareholders' meeting, each Shareholder has one vote per Canal+ Share held.

(E) *Rank of securities in the event of insolvency*

The Canal+ Shares rank equally in the right to receive a relative proportion of the Company's assets upon dissolution.

(F) *Description of restrictions on free transferability of the securities*

The Canal+ Shares are freely transferable subject to compliance with applicable securities laws, and there are no restrictions on transfer imposed by the Articles of Association.

(G) *Dividend policy*

Following the Partial Demerger, any decision to declare and pay dividends will depend on, among other things, applicable law, regulation, restrictions on the payment of dividends in the Group's financing arrangements, the Group's financial position, the Company's distributable reserves, regulatory capital requirements, working capital requirements, finance costs, general economic conditions and other factors the members of the Supervisory Board and the Management Board deem significant from time to time. Any such decision will be aligned with the Group's long-term earnings and cash flow potential, ensuring sufficient financial flexibility and a robust balance sheet and meeting the Group's capital allocation priorities – particularly with regard to investment in international development and strategic growth areas – while aiming to provide shareholders with a progressive distribution policy.

3.2 Where will the securities be traded?

Application will be made for all the Canal+ Shares to be admitted to the equity shares (commercial companies) category of the Official List of the FCA and to trading on the LSE's main market for listed securities. No application has been made or is currently intended to be made for Canal+ Shares to be admitted to listing or trading on any other exchange. Following Admission, the Company may consider a possible secondary listing on the Johannesburg Stock Exchange.

3.3 What are the key risks that are specific to the securities?

- Bolloré SE will retain a significant interest in the Company following Admission and its interests may differ from those of the other Shareholders.
- Future sales of Canal+ Shares, or the perception such sales might occur, could depress the market price of the Canal+ Shares.
- Shareholders will not be entitled to the protections provided by the UK Takeover Code, the French Takeover Rules or any other equivalent takeover regime.

4. KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKET

4.1 Why is this Prospectus being produced?

This Prospectus does not constitute an offer or invitation to any person to subscribe for or purchase any shares in the Company. It has been produced in connection with the application to be made to the FCA for the Canal+ Shares to be admitted to the equity shares (commercial companies) category of the Official List and to the LSE for the Canal+ Shares to be admitted to trading on its main market for listed securities. It is expected that Admission will become effective and that dealings in the Canal+ Shares will commence on the LSE by no later than 8.00 a.m. (London time) on 16 December 2024.

No application has been made or is intended to be made for the Canal+ Shares to be admitted to listing or trading on any other exchange concurrently with Admission. Following Admission, the Company may consider a possible secondary listing on the Johannesburg Stock Exchange.

PART II
EXPECTED TIMETABLE

The times and dates set out in the timetables below and throughout this Prospectus that fall after the date of publication of this Prospectus are indicative only and based on the Company's current expectations and may be subject to change without further notice.

Event	Time and date(1)
Approval of the Prospectus by the FCA; publication of the Prospectus and a related press release	30 October 2024
Extraordinary Shareholders' meeting of the Company approving the Partial Demerger	9 December 2024 (before the extraordinary Shareholders' meeting of Vivendi held on the same day)
Extraordinary Shareholders' meeting of Vivendi approving the Partial Demerger	9 December 2024 (following the extraordinary Shareholders' meeting of the Company held on the same day)
Partial Demerger becoming effective ("**Effective Date**") Issuance of new Canal+ Shares directly to Vivendi's shareholders Cut-off date for shareholders being allowed to receive Canal+ Shares	13 December 2024, at 11:59 p.m. (Paris time)
Admission and commencement of trading of the Canal+ Shares under the ticker symbol "CAN"	16 December 2024, at 8 a.m.
Record date for Euroclear France	17 December 2024, after market close
Settlement date for Canal+ Shares issued pursuant to the Partial Demerger	18 December 2024

(1) Unless otherwise indicated, all references to time in this timetable are to UK time.

The Company and Vivendi reserve the right to adjust the dates, times and periods given in the above timetable and throughout the Prospectus.

PART III
RISK FACTORS

The risks and uncertainties relating to the Canal+ Shares, the Group's business and the industry in which it operates, described below, together with all other information contained in this Prospectus, should be carefully considered in light of Admission.

The risks and uncertainties relating to the Canal+ Shares, the Group's business and the industry in which it operates summarised in the part of this Prospectus headed "Summary" are the risks that the members of the Management Board and the Supervisory Board believe to be the most essential to an assessment of the Canal+ Shares. However, as the risks which the Group faces relate to events and depend on circumstances that may or may not occur in the future, you should consider not only the information on the key risks summarised in the part of this Prospectus headed "Summary" but also, amongst other things, the risks and uncertainties described below.

The risks and uncertainties described below represent those the members of the Management Board and the Supervisory Board consider to be material as of the date of this Prospectus. However, these risks and uncertainties are not the only ones the Group faces. Additional risks and uncertainties not presently known to the members of the Management Board and the Supervisory Board, or that the members of the Management Board and the Supervisory Board currently consider to be immaterial, may individually or cumulatively also materially and adversely affect the business, results of operations, financial condition and/or prospects of the Group. If any or a combination of these risks actually occurs, the business, results of operations, financial condition and/or prospects of the Group could be materially and adversely affected. In such case, the market price of the Canal+ Shares could decline. You should carefully consider the information in this Prospectus in light of your personal circumstances.

The Company and its advisers have not had access to any material non-public information or documentation relating to MultiChoice and have not been granted access to perform any due diligence on MultiChoice. Although the Company has entered into a co-operation agreement with MultiChoice in relation to the MultiChoice Offer which, inter alia, provides for the co-operation between the parties in relation to anti-trust and other South African regulatory conditions filings, MultiChoice has not transferred (and is under no legal obligation to transfer) any information to the Company in relation to the publication of the Prospectus or Admission. The Group also remains subject to competition and securities law restrictions around inside information pertaining to MultiChoice. The information in relation to MultiChoice has been sourced from publicly available information and has not been subject to comment or verification by MultiChoice or the Company or their respective directors. Nothing in this paragraph limits or qualifies the Company or the responsibility of the members of the Management Board and the Supervisory Board for this Prospectus.

Disclosure of certain risks relating to MultiChoice, as set out in the section entitled "Opportunities and risks" on pages 61-62 of MultiChoice's Integrated Annual Report for the year ended 31 March 2024 is incorporated by reference into, and form part of, this Part III (Risk Factors). Please refer to Part XIX (Information Incorporated by Reference) of this Prospectus. To the extent that the relevant section referred to in MultiChoice's Integrated Annual Report for the year ended 31 March 2024 contains outlook information and other forward-looking statements, such statements shall not be incorporated by reference into this Prospectus.

1. MARKET RISKS

1.1 The Group's business and results of operations may be adversely affected by a deterioration in global or regional macroeconomic conditions.

The Group's revenues and cash flows are driven by the overall demand for its products and services. This demand may be affected by a deterioration in macroeconomic conditions globally or in the Group's markets to the extent it reduces consumers' disposable income, its business being essentially Business-to-Consumer ("**B2C**"). Since entertainment is a discretionary expenditure, certain customers may, when faced with lower disposable income, reduce or cease altogether their use of the Group's services or decide not to commence (or to defer commencing) their use (knowing that this requires also the acquisition of access devices, i.e., television sets, computers and smart phones). This risk could be increased by the expanded availability of lower cost, advertising-supported or free competitive services, as well as no-commitment subscriptions, and also by content piracy.

Inflation in the cost of goods and services, such as that experienced in many economies in the post-COVID period, is an exacerbating factor in this respect, as the increase in the cost of living and the consequential decrease in disposable income, to the extent not compensated by wage increases (or where wage increases lag or only partially compensate for the increase in costs), may be particularly impactful for consumers leading to cuts in discretionary spending. These impacts may be particularly acute in the Group's emerging markets, where consumers' income is considerably lower and therefore price elasticity is higher.

In addition to its subscription revenues, the Group's advertising and film distribution revenues may be sensitive to a deterioration in macroeconomic conditions to the extent that it leads to a reduction in the overall advertising market spend, which is a discretionary corporate expenditure, or in movie theatre attendance. Deteriorated economic conditions marked or accompanied by inflation could affect the Group's profitability (in addition to its revenues) to the extent that it might not be able to pass input (e.g. wages, electricity) cost increases on to its customers, in particular through higher subscription prices.

Macroeconomic conditions globally and in the Group's regional markets are affected by myriad factors principally amongst which monetary policy, trends in public spending, geopolitical factors, international trade relations and trends in all relevant markets (financial, credit, labour and commodity). The global economy has been characterised in the recent years by periods of volatility, higher interest rates, inflation, higher unemployment, lower growth (and even recession), and diminished consumer confidence. There is therefore a risk that macroeconomic conditions do not improve or remain stable in the near, medium or longer-term or that a sustained deterioration in the economic conditions in the countries in which the Group operates (including in France, the Group's current principal country market) could lead to an increase in churn rates, a reduction in gross additions or a decrease in advertising revenue. This could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

1.2 The Group's business and results of operations may be adversely affected by a deterioration in global or regional geopolitical conditions.

Global or regional geopolitical tensions or crises can have direct and indirect adverse effects on the Group's business. As noted above, they can adversely affect global and regional macroeconomic conditions and therefore potentially the level of demand for the

Group's services. Restrictions on the free trade of goods and services, including tariffs, other protectionist measures and trade disputes or actual trade wars, could adversely affect the global economy or regional economies in which the Group operates, and therefore demand for its services. There could also be a negative effect on supply chains and hence the Group's ability to secure important inputs (e.g., set-top boxes).

The Group is also subject to risks specific to the political environment of the countries and regions where it operates. In mature markets this includes elections that could affect, potentially to a significant extent, the regulatory or fiscal environment framing the Group's business. In the Group's emerging markets the risk of political instability and consequential adverse effects on the operating environment may be heightened; examples include the series of military coup d'état in African countries, rising anti-French sentiment in the Sahel region of Africa (the Group being associated with France) and the recent resignation of Vietnam's president.

Geopolitical tensions may have repercussions on the Group's content creation, acquisition and distribution due to changing global, regional or local sensitivities toward politically or societally charged topics as well as government policy toward content. The repercussions may be particularly acute for Studiocanal's production and distribution businesses, as its addressable markets could be reduced (e.g., authorities in certain markets blocking or censoring content or limiting its distribution, for example the significant reduction in recent years in the number of foreign films released in theatres in China).

Finally, an increase of geopolitical tensions to the point of military conflict raises additional potential risks for the Group, ranging from the direct or indirect impact of economic sanctions imposed by the international community on belligerents, to asymmetric warfare conducted by them (e.g., cyber-attacks on the industry or infrastructure – potentially affecting, e.g., internet access or speed – of third party countries supporting adversaries), to digital retaliation measures such as geo-blocking of platforms or media, to direct harm to the Group's personnel and physical assets located in affected regions.

The realisation of one or more of the above types of risks could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

Accelerated climate change could adversely affect the Group's operations in several respects. First, severe weather conditions and natural disasters, which are becoming more frequent, could damage physical assets of the Group or ones that it relies on in providing its services (such as transmission equipment, servers and data centres, fibre networks, and DTH customer residence installations) or otherwise disrupt its services (such as satellite signal loss). While the Group has business continuity and disaster recovery plans, these could prove inefficient to prevent service disruptions, with consequential adverse effects on the Group's business, results of operations, financial condition, prospects and/or reputation. Second, the effects of accelerated climate change could have a variety of adverse consequences on the economies and populations of the Group's markets including in the most severe cases population displacements in the regions most affected, which could include some of the Group's emerging markets. This could reduce the Group's addressable market and therefore its business, results of operations, financial condition and/or prospects.

Corporations are increasingly under the microscope of investors, consumers and non-governmental organisations in terms of their contribution to the fight against accelerated climate change. As an entertainment platform whose content may influence public opinion, the Group may be perceived as having a particular responsibility to lead in the fight. A failure by the Group to meet its own decarbonisation and sustainable development goals or a perception that such goals are insufficiently ambitious or that it is not playing the leading role in the fight that may be expected of it could adversely affect its reputation and potentially its business, results of operations, financial condition and/or prospects.

2. RISKS RELATING TO THE GROUP'S INDUSTRY

2.1 Intense competition in the market for external content may weigh on the margins of entertainment platforms such as the Group and/or limit their ability to access desirable content on favourable terms or at all.

The Group's business model is built around its ability to provide premium content, especially films, series and sports events, to its subscribers. The Group acquires a large part of this content from third parties including film studios, audiovisual production companies, streaming platforms, thematic television channels, sports organisations and sports' rights holders. The supply/demand dynamic is generally favourable to content sellers since there is a limited universe of the most popular sports events and many of the most popular series and films globally are produced by the US major studios while the demand for it is high and may continue to increase. As discussed below, a portion of the supply is reserved by the audiovisual and film producers themselves for priority use on their own delivery platforms (most have one). Moreover, certain platforms, including ones with financial resources exceeding those of the Group or market share buyers paying excessive amounts for content, lock-in content supply over long periods through exclusivity arrangements (e.g., Netflix' arrangement with Shondaland). On the demand side, many actors, both incumbents and newer, disruptive entrants, vie for the content: free-to-air (FTA) and subscription-TV broadcasters, video aggregators, Subscription Video On Demand (SVOD) players, streaming platforms and other over-the-top (OTT) players, including ones coming from outside the traditional media space. Competition for premium content is therefore intense, and recent years have seen substantial inflation in the cost of content across all categories of audiovisual rights: retransmission rights for sports competitions, TV shows, series, and feature films.

Content is typically put out to bid periodically and the audiovisual rights are generally (although not always) granted for multi-year periods. Given the competitive environment, the Group may not be able to secure new desirable content or to renew on favourable terms the rights that it currently has to key content. Specifically, the Group could be priced out of desirable content or, in order to succeed in acquiring it, may have to agree to terms embedding a financial risk such as remuneration provisions involving multi-year guaranteed minimum payments or imbalanced revenue sharing, lengthy lock-in periods, including extensions at the provider's discretion, or more generally not achieving the underlying projected ROI. The value of acquired content, in particular of sports, may also depreciate during the term of the purchase period due to specific factors outside the Group's control (e.g., the loss of a key player, such as Kylian Mbappé's transfer from Paris Saint-Germain to Real Madrid reducing the appeal of Ligue 1).

The competitive environment around content acquisition could increasingly weigh on the Group's margins in the future. A failure to offset this input cost increase by other cost reductions or to pass it on to subscribers, or the realisation of the financial risks embedded in content acquisition contracts, could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

2.2 Much of the most highly-prized content (films and TV shows/series) in the Group's markets is produced by US studios which typically reserve the initial distribution windows to their own DtoC platforms.

Most of the US major studios have launched their own streaming platforms, including Disney with Disney+, Paramount with Paramount+ in France and SkyShowtime (a joint venture with Comcast operating in various countries including Poland), and Warner Bros. Discovery with MAX. These studios typically reserve the initial distribution windows of their content to their own streaming platforms. Accordingly, outside of France where the Group benefits from the "French exception" described below and to some extent outside the Group's African markets where the US major studios do not (yet) distribute their streaming platforms, the Group is typically unable under its output deals with these studios to include their films in its subscription packages until subsequent (and hence less prized) distribution windows and does not have access to their series (although it might negotiate audiovisual rights during attractive windows on a case-by-case basis). The Group's subscribers outside of France are therefore able to access such content, during the initial distribution window for films or at all for series, only through the aggregation of the major's streaming platform into the Group's subscription packages (either on an app-to-app basis – such that the Group does not have access to usage data – or through "ingestion", the latter being preferred by the Group for customer user-friendliness and data collection).

By way of exception, in France, access to the distribution of films is determined by the so-called "media chronology" (*Chronologie des médias*), which assigns the exclusive right to distribution on television of films that were initially released in movie theatres during an initial window from six to 15 months after their initial release in movie theatres in France to subscription-TV services that satisfy certain conditions, primarily to finance the French film industry at set minimum amounts. This mechanism exists pursuant to an "interprofessional" agreement entered into between representatives of television operators and entertainment platforms and the film industry, the application of which is extended to the entire sector by a decree (*arrêté*) of the French Cultural Ministry adopted under applicable French law. As the Group meets the requirement for distribution during the initial distribution window on television, the Group is able to distribute the US major studios' films released in theatres in France only six months after their theatrical release under its output deals with them as well as rights relating to OEF films for distribution during the same window. However, the agreement with respect to "media chronology" may not be renewed on the same terms or at all in the next round of negotiations (the current agreement ends in January 2025) and there is therefore a risk that the Group will not continue to benefit indefinitely from such exclusive initial distribution window in France, the Group's largest market. The end or substantial limitation of this agreement could adversely affect the Group's business, results of operations, financial condition and/or prospects.

In addition, despite the "media chronology", the Group could face increased competition with respect to the acquisition of rights for the first distribution window (as other entertainment platforms could increasingly bid for them defensively even if unable to distribute during the window, or begin to invest so as to be able to do so) or subsequent distribution windows in France, which could also adversely affect the Group's business, results of operations, financial condition and/or prospects.

2.3 Competition in the global entertainment ecosystem for audience share and subscribers is continually increasing due in particular to an ongoing

disintermediation phenomenon, with new players entering and existing players evolving.

The Group's market has been fundamentally transformed in recent years by an ongoing disintermediation phenomenon with global OTT players disrupting the pre-existing local markets. Global and local content creators, rights holders (including sports leagues and sports rights holders), streaming platforms, distributors, FTA operators, linear broadcasters and large video programming services have launched, and may continue to launch, their own DTC streaming or other OTT services and provide their content directly to consumers. This has led to a multiplication of competitors in the market in recent periods and the trend is expected to continue.

In addition to incumbent FTA, subscription-TV publishers and SVOD providers, players in the Group's market now include streaming platforms, film studios (specifically the US major studios, with their own OTT delivery platforms), smart-TV manufacturers (e.g., LG, Sony and Panasonic), technology players (e.g., Amazon and Apple) and self-publishing platforms (e.g., YouTube and TikTok). Certain of these players may bring more financial firepower or other structural attributes to the table than the Group. For example, most of the US major studios, as well as Internet-based e-commerce, streaming platforms or entertainment video providers, are part of large diversified corporate groups with a variety of other operations that can provide both the means to distribute their products and stable sources of earnings that may allow them to better offset fluctuations in their financial performance. Other players may have structural advantages; for example, traditional providers of free TV, who are increasing their streaming video offerings, often have strong brand recognition locally, exclusive rights to certain content and large content libraries. The content offerings and platforms of Amazon and Apple leverage their strong brand recognition and existing infrastructure; they are also developing devices embedding or pre-loading their content streaming service, providing a powerful distribution channel. Moreover, smart-TV manufacturers and ISPs are assuming a new role as gatekeepers or arbiters of the competition, aggregating offers of streaming platforms and OTT services in their devices and packages, respectively. Going forward, the expansion of widely accessible software development tools could favour the emergence of new players and increase competitive pressure across the Group's various business segments, particularly in mature markets where the penetration rate is already very high. Further, consolidation of, or cooperation between, existing or new competitors may increase competition in all of these areas. For example, cooperation between competitors may allow them to offer free or lower cost DTC streaming and other OTT services, potentially on an exclusive basis, through unlimited data-usage plans for internet or wireless phone services or to bundle DTC streaming and other OTT services on their platform. Finally, and more generally, as the market for entertainment on the internet and mobile and connected devices increases, new competitors, business models, and solutions are likely to emerge. Companies with a combination of technical expertise, brand recognition, financial resources, and digital media experience may respond better to new or emerging technologies and changes in market requirements, succeed in product development and marketing, or adopt more aggressive pricing policies than the Group. Already fully developed in the Group's mature markets, competition is expected to develop increasingly in the Group's higher-growth markets. For example, access to OTT is currently limited in Sub-Saharan Africa due to the underdevelopment of the fibre network and the relatively high price of mobile data. Development of broadband internet and other high-speed networks will foster the entry of global OTT platforms and other digital players.

The currently low level of digital adoption in Africa also creates a risk of OTT short-video saturation before longer-form consumption habits develop.

Successfully navigating in the rapidly evolving media ecosystem will require continued agility, adaptability, foresight and financial resources, amongst other things. If the Group is not able to bring these to bear sufficiently and stay ahead of the competition, it may fail to achieve its growth objectives, keep its share of a growing market or even lose market share (in the form of subscribers or audience share/views), which could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

2.4 The competitive environment is being further disrupted by the growing permeability between subscription-based and advertising-supported platforms, further challenging both the Group's traditional subscription-based and its advertising-supported models.

The most recent period has seen a proliferation of advertising-supported offerings in the subscription-TV market. Most of the global streaming platforms (Netflix, Disney, MAX, Prime Video and Paramount +) have recently implemented advertising-supported plans with a substantially lower subscription price than their original advertising-free "premium" plans, while maintaining the latter (usually at prices higher than in the recent past). In addition, a new paradigm, free advertising-supported streaming TV (FAST), has emerged, with new players such as Pluto TV, Ruko or Tubi, penetrating the market. All of these offerings seek to capture a share of the larger audiovisual advertising market (including at the expense of traditional FTA players) and, in the case of the streaming platforms, both to retain subscribers (including premium ones often at a higher price point) and recruit new subscribers at a lower price point (as well as to accompany and support their strategy to reduce content spend). A consequence of this shift for the streaming platforms is a diversification and broadening of their content offering to include, for example, live entertainment and sports (e.g., Netflix' acquisition of NFL rights), in part to monetise their advertising inventories; this both increases competition for content and makes the platforms more directly competitive with the Group for subscribers. Finally, traditional FTA players are reacting to these and other market trends by expanding their free streaming platforms and deploying paid options. The hybridisation of the offerings in the market and the breaking down of barriers between subscription-based and advertising-supported offerings and players create opportunities (such as increased access to a larger and supply-driven advertising market) but also risks, particularly for traditional subscription-based, generalist players like the Group and also for its advertising-based businesses such as Dailymotion. A failure to adapt and respond sufficiently to this emerging market trend could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

2.5 There is an ongoing structural change, particularly pronounced in the younger generation, in the way people consume video content which threatens the Group's traditional business in subscription-TV and its subscription-based model and is more generally driving changes in the market requiring constant adaptation.

The means by which screen-based content is delivered and the way people consume it has been rapidly evolving and continues to evolve. There are two principal drivers of this ongoing evolution: the increasing prevalence of streaming services (itself facilitated by the generalisation of high-speed internet and telephony networks), and the multiplication of connected screen-based devices (e.g., laptops, smartphones, game consoles) beyond traditional television sets. This has fostered the development and now prevalence of on-demand and replay viewing as opposed to live or linear viewing.

The new consumption habits are particularly ingrained amongst younger audiences who, in addition, tend to consume more short-form videos on platforms like YouTube or Tik-Tok. To the extent they consume longer form content such as films and series, their choice of distribution platform for it tends to be influenced by social media, to which they are native, through the algorithmic push of advertising on it.

The ongoing change in consumption habits directly threatens the Group's traditional subscription-based business model and requires constant adaptation to stay ahead of the curve. The Group's various strategic initiatives in recent years such as the creation and roll-out of Canal+'s OTT platform and becoming a full content aggregator, as well as the evolution of Dailymotion's strategy, including to roll out an algorithm to better target user content preference, are concrete measures to adapt to changing consumption patterns and the new environment more generally, but the Group will need to continue to anticipate and adapt proactively to market changes, and a failure to do so could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

2.6 The change in consumption habits has also fuelled the rise and increasing adoption of "no-commitment" subscription models which may undermine the Group's preferred commitment model in certain of its key markets.

A corollary of these changing consumption habits is the increasing prevalence of short-term, no-commitment subscription models offered by streaming platforms such as Netflix and Amazon. This model allows consumers full flexibility; accordingly, they often subscribe to multiple platforms and cancel their subscriptions to one or more platforms if they lose interest in the content or find content they prefer elsewhere. The increasing consumer adaptation of this model may lead subscribers increasingly to opt for paid subscriptions with no commitment rather than a commitment where platforms (such as the Group) offer both, despite the cost savings of the latter. This may require platforms to focus increasingly on and invest more in subscriber retention and acquisition and may render even more uncertain the ROI of multi-year content acquisition commitments taken by the Group. Moreover, managing a high turnover of subscribers can increase operational costs related to customer services and billing and therefore weigh on the Group's results.

The pre-paid (often monthly) no-commitment subscription model is predominant in certain of the Group's markets, Africa and Asia in particular, and is developing rapidly in other territories. Its propagation would be detrimental to the Group's overall business model.

Finally, even in the case of committed subscriptions there may be circumstances that release subscribers from their commitment, without penalties. Such circumstances include, for example in Poland, a channel included and guaranteed in a subscription package no longer being available.

All of the above may undermine the Group's preferred commitment model in certain of its key markets and have a material adverse effect on its business, results of operations, financial condition and/or prospects.

2.7 The Group has to continue adapting its business to the structural decline in satellite TV in favour of OTT and SVOD ("cord-cutting"), failing which it could experience subscriber and audience share attrition.

The Group's subscription-TV offering is delivered primarily via satellite (DTH). In recent years and in mature markets satellite TV has experienced a structural decline in favour of IPTV and OTT platforms: e.g., a reduction over the 2019-2023 period of 10% in France, and of 23% in Poland. The Group's aggregation and digitalisation strategy is designed both to moderate this trend and to benefit from it, in the latter sense of riding the IPTV and OTT wave. IPTV services, however, have a structurally lower ARPU than satellite TV services due to a larger number of competitors as well as the imbedded commissions (or discounts when bundled with telecommunications services) of the ISPs. Volume is therefore important yet the competition for audience share is stiff.

M7 is particularly exposed to the declining trend in DTH/satellite services due to its original business profile and positioning as a low-cost aggregator of third-party linear TV channels broadcast mainly via DTH. The Group is deploying various initiatives, including premium content procurement and bundling and selected rebranding under Canal+, to make M7's commercial offering more premium. A failure to do so effectively and expeditiously could lead to subscriber attrition and therefore have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

2.8 The Group's FTA and subscription-TV businesses are confronted with the decline in linear channel audiences and the related impact on advertising and subscription revenues.

The change in consumption habits and the multiplication of consumption means has led to an ongoing decline in linear television, both FTA and subscription-TV. For example, the average viewing time of linear television in France stood at 3h19 per day in 2023 compared to 3h46 hours per day in 2018. The Group's FTA channels generate revenues primarily from advertising and advertising sales are largely dependent on audience measurement. The ongoing market decline in the FTA audience therefore points to a decrease in this revenue stream.

The impact of this trend is compounded by the increase in the number of channels in the market leading to fragmentation of the audience and hence the advertising spend. The sources of competition for the audiovisual advertising spend are increasing (e.g., advertising on self-publishing platforms such as YouTube, on SVOD/streaming platforms with advertising-supported plans such as Amazon Prime, Netflix or Paramount and free advertising-supported streaming TV (FAST) services). Some of these actors may enjoy a privileged ranking position amongst search engines and therefore increased attractiveness for advertisers. A steep decline in the Group's advertising revenues would weigh on the Group's results of operations. The decline in the FTA audience also potentially threatens the Group's subscription revenues to the extent the FTA television components of its subscription-TV packages continue to contribute to subscriber retention. Lastly, increasing competition in the advertising-supported market also affects subscription-TV linear channels, the audience of which is declining.

For the reasons described above, the decline in linear channel audiences and the related actual or potential impact on advertising and subscription revenues could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

2.9 Competition for talent in the industry is increasing and could lead to higher input costs or the loss of key talents; the talent pool essential to content creation may also be affected by labour relations matters.

The Group relies on a wide array of external talents (producers, actors, comedians, athletes) in producing its in-house programs and content, including certain key talents. The Group either employs them directly or relies on third-party production companies that create original programming. Some of these talents and production companies create content that is so popular that they may have portable audiences. The market for top talent is highly competitive. The talent pool is finite and must factor in evolving societal criteria. This leads to increasing costs and flight risk. Should the Group experience attrition of top talents or should their popularity decline for whatever reason, the Group's offers could become less attractive with potential adverse consequences for its business, results of operations, financial condition, prospects and/or reputation.

This risk particularly affects Studiocanal's production business, which has experienced a sharp increase in production costs (talent, as noted above, but also technicians and production studios), as well as the Group when it commissions third-party content. A continued increase in production costs, including as a result of a further increase in competition for talent and/or technical expertise, would weigh on Studiocanal's and potentially the Group's margins.

The Group is also indirectly dependent upon highly specialised professionals and technicians who are essential to the production of films and audiovisual content, including writers, directors, actors and technicians of various types, who are typically unionised and subject to collective bargaining agreements. A labour action by the relevant unions, such as the 2023 Hollywood screenwriters and actors strikes, could delay or halt the Group's ongoing production activities or delay or interrupt the availability of content to be distributed by the Group, which could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

2.10 The decline in theatre attendance and certain evolving trends regarding content sourcing amongst leading SVOD players poses challenges for the Group's content (live and screened entertainment, film and series) distribution businesses.

Attendance at live and screened entertainment venues, and specifically movie theatres, has been declining in recent years due in particular to the changes in entertainment and video consumption habits discussed above. This trend was accelerated by terrorist attacks at entertainment venues and particularly by the lock-downs during the Covid-19 pandemic, and attendance has not since recovered to pre-pandemic levels. The trend affects the growth prospects of the Group's live and screened entertainment venues as well as Studiocanal's theatre distribution and production business as its end market is in part movie theatres, so declining attendance affects box office receipts and in turn the generation of financing for new content production. This can be compensated in principle by the increase in content demand coming from the rise of SVOD players but, first, they have been reducing their content spend in the recent period and this is expected to continue as they focus increasingly on profitability and, second, they have started integrating vertically to have captive studios (e.g., Amazon's acquisition of MGM). In addition to shrinking Studiocanal's addressable market as a producer, this latter trend, were it to accelerate and to the extent the acquired studios are indeed treated as captive, could increasingly limit the universe of content available for integration or aggregation by the Group in its subscription-TV and OTT businesses. For all of these reasons, the decline in theatre attendance and trends regarding content sourcing could negatively impact the Group's distribution and production businesses as well as its business more broadly, which could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

3. RISKS RELATING TO THE GROUP'S BUSINESS AND OPERATIONS

3.1 The Group's content may not be as attractive as competing offerings and its viewer reach may be lower than expected or may decline.

The Group's business model relies on the ability to develop, produce or provide access to compelling and premium content and package it in a way that attracts and retains a large audience and subscriber base. Viewer preferences change continuously, however, and the Group may not be able to anticipate and react effectively and swiftly to shifts in tastes and interests. Mismatches between the Group's content and editorial proposal and consumer expectations or changes in the Group's offering during the subscription period could adversely affect its ability to maximise viewer share and its subscriber base could stagnate or diminish.

The Group must therefore seek to anticipate changes in customer viewing preferences (both in general and in relation to customer segments and local market specifics) and react effectively and swiftly to such changes. Several factors could impede the Group's ability to do so. First, there is necessarily a time lag between defining the editorial line and distributing the related content, i.e., the time of production, which may be more or less long depending on the type of content. Intervening shifts in consumer preferences, which are increasingly volatile, could adversely affect the Group's viewer share. Second, the Group acquires premium content (such as sports rights, films and series) under contracts with multi-year terms. It targets content that it expects to be attractive over the period covered so as, in particular, to amortise its investment and achieve targeted ROI. A shift in consumer preferences away from the content during the period in question could, absent the ability of the content producer itself to adapt quickly and fully to the shift, cause the Group's content package to become less attractive, with the potential adverse consequences on viewer share and subscriber base as noted above. It could also increase the Group's exposure to the financial risk potentially embedded in its multi-year content acquisition agreements as its cost structure (typically fixed under the agreements) may be less variable than the related revenues. Finally, popular programmes carried on the Group's channels could be discontinued for reasons outside of the Group's control.

The Group operates in a dynamic rather than a static environment and consumers have many content consumption options and increasing flexibility to pick and choose amongst them due in particular to the rise of the no-commitment subscription model. The Group is subject to the further risk that its competitors adapt more quickly to changes in consumer preferences than it does. They may be more agile than the Group because they have more flexible programming arrangements, more content available, greater financial resources or are subject to less strict regulation, amongst other things. They may also deliver a more focused or specialised (i.e., thematic) content offering than the Group, which deploys a holistic entertainment model covering films, series, sports etc.; this could enable competitors to focus content spend on more targeted content with potentially greater appeal to specific customers and/or at a lower overall input cost and hence price to customers.

A failure by the Group to keep its editorial line (and its content more generally) aligned with prevailing consumer preferences in its various markets or to adapt as quickly as its competitors to shifting consumer preferences could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

This risk is particularly acute for Studiocanal's production business as it invests in films and series with no certainty of a return on its investment. While it generally pre-finances the production costs to a large extent through distribution deals, it can nonetheless be exposed to a loss on its investment. The commercial success of a film or series depends on many factors, including ones outside of its control (such as intervening shifts in consumer preferences, as noted above, competing content offerings upon release, and swings in the reputation of the talents associated with the content). A failure to achieve profitable ROI would affect Studiocanal's results of operations and, depending on the amounts and frequency, its ability to pre-finance its production costs for films and series in the future.

3.2 The Group may not be able to renew its key agreements for the acquisition of content at all or on favourable terms.

The Group's business model and strategy is centred around providing a mix of tailored local content and international content to subscribers in its various markets. The international content (as well as some of the premium local sports content) is sourced largely from output deals with US major studios, agreements to acquire rights to broadcast major sports events with rights holders and thematic subscription-TV channels and distribution agreements with third-party streaming platforms or third-party channels to include them in the Group's packages. This content is an inherent and important component of the Group's overall offering and is also central to its aggregation strategy and the commercial appeal of its offerings and the Canal+ OTT platform.

The Group's content acquisition and aggregation agreements have a fixed, multi (typically three to five)-year term and are therefore subject to periodic renegotiation. The relative bargaining power of the Group and the content provider depends on various factors including the competitive environment. Areas of negotiation include, amongst others: (i) financial terms, such as the remuneration structure and amount; (ii) legal terms, such as the duration and the scope of the license granted both in terms of geography and exclusivity; and (iii) technical terms, such as the "app-to-app" or "ingestion" mechanism of aggregating a streaming platform. The Group may not be able to renew key content acquisition agreements at all or on favourable terms. The risk of the latter and the consequences of the former are heightened in the case of any content that may be (or perceived by the Group as) particularly accretive to its offers (e.g., certain sports events in certain markets or content from US major studios) such that its loss could be seen to threaten customer stickiness or undermine new customer acquisition. The failure to renew key content acquisition agreements or their renewal on terms that are not favourable to the Group could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

3.3 The Group's content acquisition agreements typically cover a multi-year period and are based on a fixed-cost structure, exposing the Group to the risk of margin compression as well as reducing its ability to adapt its content offering rapidly.

The Group's content acquisition agreements cover a multi-year period (typically three to five years but sometimes longer) during which it is committed to purchase the relevant content. The cost of the content is largely fixed. The price/fee structures vary but can include guaranteed minimum payment amounts (either flat or as a percentage – which may be progressive as a function of the box office – of a pre-determined minimum subscriber base denominator) without regard to (or mechanisms designed to measure or link to) the actual consumption of the content or its impact on the Group's viewer share or subscriber retention/acquisition. This structure exposes the Group to a risk of margin compression and even losses, should its underlying expectations of the ROI prove overly optimistic. The guaranteed minimum payment amounts may also, typically in the case of streaming services aggregated by the Group, be pegged to the service's own retail offering price; accordingly, if the latter is raised the Group would need to increase the subscription price of its offering that bundles the streaming service or suffer margin compression. Combined with the long-term nature of the contracts, these structures create the risk of the Group carrying long-term onerous contracts, which could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

Moreover, by definition the long-term nature of the Group's content acquisition commitments reduces its flexibility – of its own initiative and under its sole control – in reacting to changes in customer preferences and competing offers. The fixed-price nature of these contracts, with no link to the commercial success of the specific content during their term, limits the ability of the Group to influence the provider's content production or selection.

3.4 The Group's traditional subscription-TV business is subject to the risk of margin compression due to the ongoing evolution of the market.

The evolution of the global entertainment ecosystem in recent years created a challenging environment for the Group's traditional subscription-based model. Chief amongst the contributing factors have been the rise in content cost, the multiplication of actors (including in particular the streaming platforms), the trend to migration from DTH/satellite to IPTV (SVOD) content distribution, and the increased availability and proliferation of free content, including through content piracy, as well as the evolution of macroeconomic conditions. This has put pressure on prices charged to consumers. In recent years, there has been a significant and ongoing shift in the streaming industry towards low-cost or free advertising-supported models.

The effect of the ARPU decreases on profitability has been compounded to some extent by a trend from fixed to variable remuneration structures in the Group's DtoC distribution agreements with ISPs while, as noted above, its content cost is largely fixed.

The Group has been evolving, indeed transforming, its business model in light of changes in its ecosystem. The market backdrop is nonetheless challenging and a failure to continue to evolve could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

3.5 The Group may not be able to renew its current, or enter into new, DtoC distribution agreements with ISPs or other distribution partners on favourable terms or at all.

The Group has agreements with major telecommunication operators/ISPs in its markets under which they include the Group's offers in their own marketing channels in return for a commission. Such agreements are a key component of the Group's DtoC distribution strategy as, in addition to being a powerful distribution means, they enable the Group to maintain a direct contractual relationship with the subscriber. These agreements are entered into for a fixed term (typically three to five years) and are therefore subject to periodic renewal and renegotiation and, depending on the circumstances and relative bargaining power at the time, they may be renewed on terms not favourable to the Group or not be renewed at all. The Group also has in place agreements with smart TV-manufacturers to secure a ranking in their embedded subscription-TV references (e.g., LG, Hisense, Philips). The cost of this distribution method is on an upward curve, and the Group is also competing with global players, e.g., Netflix with worldwide distribution and hence lower cost per market and scale effect in reference purchasing. A failure to renew the Group's distribution agreements with ISPs or on favourable economic terms, or a lower ranking in smart-TVs, could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

3.6 The Group is exposed to the risk of content piracy, the forms of which are constantly evolving.

The Group is exposed to the risk of piracy of the content that it produces, broadcasts and distributes and in particular "marquee" content such as live sports events and blockbuster films and series in the initial distribution windows. Piracy is native to the audiovisual landscape as it enables content consumption for free or a lower cost than through legitimate means, so there are always suppliers and consumers and human ingenuity (aided by evolving technology) is boundless. The risk prevails in all of the markets where the Group operates such that the Group considers piracy to be one of its most significant competitors worldwide. The proliferation of unauthorised use and piracy of the Group's content or the content it licenses from third parties can erode the commercial value of the Group's self-produced or licensed content.

Recent technological evolutions have enabled new forms of piracy of content such as IPTV piracy, which has substantially developed and gained viewers in the recent years. IPTV piracy consists of the counterfeit use of legitimate objects such as decoders, smartphones, computers or connected TVs, through the addition of an illegal app layer, downloaded to provide access to content illegally broadcast. This form of piracy is implemented through platforms that offer various subscription packages and focus in particular on the illegal consumption of sports content. Another downside of this type of piracy is the use by these platforms of a subscription model, which may lead some consumers to believe that it's legal since paid for; this type constitutes a threat not only in respect of the Group's content but more generally to its economic model. IPTV piracy enhances the risk of erosion of the subscriber base and of the negative impact on the Group's revenues as, in this case, not only content is being illegally accessed but these platforms also threaten the Group's business model by offering subscriptions at a lower price.

The Group faces the further risk of counterfeiting of the smartcards it provides to its subscribers, or otherwise the bypassing of their security features, which may also lead to unauthorised viewing and use of the Group's content.

The Group has anti-piracy policies and procedures in place and closely collaborates with governmental and regulatory authorities in the combat against content piracy, but there is a risk that these policies and procedures will not be able to prevent all content piracy. Moreover, the effectiveness of these policies and procedures depends in part on the actions of governmental, regulatory bodies and business partners (e.g., ISPs and Google) in the Group's markets and, in particular, their determination to deploy effective methods to combat piracy. Continued or increased piracy of the Group's content could have a material adverse effect on its business, results of operations and/or financial condition.

3.7 A cyberattack or data breach may disrupt the Group's operations and compromise confidential information of the Group, its customers, employees or business partners.

Cybersecurity is an area of substantial risk across industries and particularly the media industry. The risk is heightened in the current geopolitical environment. The types of threat are evolving and mutating in line with technology. The trend is of increasing sophistication rendering defence increasingly challenging and costly. Cyberattacks that penetrate defences can cause business disruption and compromise the confidentiality of the Group's data and that of its business partners and customers.

The Group's exposure to this risk has been increasing in line with the digital transformation of its industry. The fact that the Group, by the nature of its DtoC business, collects and processes a significant amount of customer data (including personal data and payment-related data, such as bank account and credit card details), makes it particularly exposed to the consequences of a data breach resulting from a cyberattack. The Group's exposure results in particular from its use in the ordinary course of its business of cloud services, networks, software, information systems and various other technologies. The exposure is compounded by the fact that in some cases these are provided by third-parties who in turn could themselves be relying on other third-party services. Accordingly, while the Group has cybersecurity defences and back-up plans in place, it is also dependent on those of the third parties whose products or systems it uses or embeds.

The Group has experienced and may continue to experience cyberattacks designed to disrupt its services and operations and/or exfiltrate, delete, corrupt or prevent access and/or use of its data, proprietary information or intellectual property. These attacks could take various forms such as computer viruses, malware, ransomware, denial of service attacks, phishing, pre-positioning or insider threats, as well as misconfigurations in information systems, networks, software or hardware. While the cyberattacks experienced by the Group in the past have not had a material impact on its services or operations, such attacks could in the future adversely affect the Group's ability to conduct its business due to, amongst other things, total or partial system outages, broadcasting and streaming outages or the failure of payment processing capabilities. They could also result in the loss or leakage of confidential data (including personal data and customer payment-related data) of the Group, its business partners or its customers; the latter being particularly problematic for a DtoC business such as the Group as well as the unauthorised leakage of content (films, series) not already distributed or broadcast by the Group or distributed only on its subscription-based channels or platforms.

While the Group has an information security program in place designed amongst other things to protect against cyberattack, no system is bullet proof and, as noted above, cyber threats are constantly evolving and increasing in frequency, amongst other things with the emergence of AI, requiring constant adaptation and upgrading of defences. Should the Group experience cyberattacks that it is unable to prevent or remediate promptly or fully, it could, in addition to suffering operational disruption and data loss or leaks, be subject to litigation, incur fines or penalties, incur substantial remediation costs or lose subscribers, all of which could have a material adverse effect on its business, results of operations, financial condition, prospects and/or reputation.

3.8 The Group's reputation and brand value are important assets which could be adversely affected by various events or trends.

The Group's reputation and globally recognised brands are critical to its success. This reputation depends on a number of factors, including but not limited to the quality and pertinence of the Group's commercial offering and its public image more generally. Adverse publicity regarding the Group or entities or persons associated with the Group (such as well-known film or series directors, actors or television hosts, whether in relation to the Group's content or not, and including in relation to their personal conduct or public statements) or content delivered by the Group may damage the Group's brands or reputation. Due to the international scope and renown of the Group's brands, any damage to them locally may spread to other markets.

A specific way in which the Group's reputation and brand image could suffer is as a result of controversies related to the content that it broadcasts or distributes which could lead to negative publicity, and even subject the Group to claims. For example, in France, certain of the Group's channels have in the past been subject to sanctions from the ARCOM for misconduct and controversial and offensive opinions on several of its programmes; incidents of this type could harm the Group's reputation (see Note 27 to the Combined Financial Statements). Furthermore, the increasingly polarised political climate in various of the Group's markets, including France, could lead consumers to migrate away from content delivery platforms they associate with viewpoints they do not share. The Group could also come under criticism in local markets for its perceived positioning in the political spectrum and perceived support for (or opposition to) local regimes or authorities, even though it does not publish its own news channels outside of France and the French Overseas.

Adverse publicity around the Group or an adverse perception of it, amongst other things due to its editorial line, particularly in respect of sensitive political or societal topics, could lead to targeted or generalised boycotts by advertisers or calls for boycotts by influencers. This could adversely affect the Group's advertising business and revenues and, potentially, its subscriber acquisition and retention.

Finally, there is increasing focus on ESG matters from regulators, investors, and stakeholders. The Group is committed to addressing these and has announced various ESG initiatives and goals. Perceptions of these initiatives may vary amongst stakeholders and could present reputational risks. Failure to meet ESG goals or align with stakeholder expectations could negatively impact advertising revenue, subscriber retention or acquisition or business opportunities. Additionally, compliance with emerging environmental regulations is increasingly costly for companies and could potentially weigh on the Group's business, results of operations, financial condition and/or prospects.

If the Group is not successful in maintaining or enhancing the image or awareness of its brands, or if its reputation is harmed for any reason, this could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

3.9 The Group has grown to date in part through acquisitions, is currently engaged in a material acquisition transaction, MultiChoice in South Africa, and its strategy envisages future external growth; as such the Group is subject to risks inherent in M&A.

The Group has acquired 45 companies since 2015. The Group is in the midst of a tender offer to acquire the shares that it does not already own in MultiChoice (at 30 June 2024 the Group held 45.20% of the share capital), a company listed on the Johannesburg Stock Exchange. The Group's strategy envisages future external growth. Acquisitions expose the Group to various risks including but not limited to: execution difficulties or delays (and resulting business disruptions) due in particular to extended authorisation timeframes; onerous conditions to authorisations (e.g., business divestments); unanticipated inherited contingent liabilities; overestimation of synergies and/or benefits and hence overpayment; integration difficulties; excessive debt incurrence; the recording of goodwill with the attendant impairment risk; and management distraction.

The Group has and may in the future take minority, non-controlling stakes, with or without path-to-control options, in businesses or create joint ventures with third parties with varying degrees of ownership and influence. In particular, and in addition to its non-controlling stake in MultiChoice, the Group has a substantial minority interest in Viaplay in Europe and Viu International in Asia. Non-control stakes and joint ventures carry risks of majority-shareholder abuse, partner disagreements and stalemate which could impair value. The occurrence of the above risks could adversely affect the Group's business, results of operations, financial condition and/or prospects.

3.10 The Group's pending mandatory tender offer for MultiChoice shares carries several risks for the Group.

The Group's pending tender offer to acquire the shares that it does not already own in MultiChoice (the "**MultiChoice Acquisition**"), which is a major step in the Group's international development, carries a variety of risks.

The completion of the MultiChoice Acquisition is subject to several conditions, including receipt of certain required merger control approvals and consents, and the Group cannot ascertain when or if such conditions will be satisfied or (if permissible under applicable law) waived. The tender offer has a stated "long-stop date" (i.e., the date as of which it becomes wholly unconditional) of 8 April 2025. The Group can, in its sole discretion, extend such long-stop date on up to two occasions for a period of six calendar months each and may, in agreement with MultiChoice, extend it on one or more additional occasions. Delays in satisfying applicable conditions and, therefore, in closing could have adverse effects both as a business matter (for example, prolonged uncertainty leading to business disruptions) and from the perspective of continued availability of financing and the terms thereof. Management's focus may also be diverted from pursuing other opportunities that could be beneficial to the Group.

As the MultiChoice Acquisition is a takeover bid for MultiChoice shares that the Group does not yet hold on the Johannesburg regulated stock market, the Group is not in a position to determine precisely and in advance what fraction of MultiChoice's capital it will hold after completion of this process and indeed whether it will have control over MultiChoice.

Moreover, the Group has not had access to material information beyond that published by MultiChoice and has therefore not been able to carry out the analyses and due diligence that it would typically have carried out in the context of a private M&A transaction on the group. Consequently, if the Group were to take control of the company at the end of the mandatory public offer, it cannot rule out the possibility of discovering unforeseen liabilities, long-term onerous commitments or other risks that could be materially adverse to MultiChoice's operations or results. It also cannot be ruled out that completion of the transaction and the resulting change of control could trigger certain contractual rights for the company's counterparties under change of control or other contractual clauses, such as the possibility of early termination or renegotiation of the terms of commercial or financing agreements. Such counterparties could include commercial suppliers, capital-intensive partners or minority shareholders in jointly-held subsidiaries of the company.

The Group expects that the MultiChoice Acquisition will generate synergies for the combined group. A failure to successfully integrate MultiChoice's operations with the Group's or a delay in doing so may impede, reduce the amount or delay the realisation of such synergies. Furthermore, the Group may incur substantial, and higher than anticipated, costs to integrate MultiChoice.

Furthermore, compliance with the provisions of the South African Electronic Communications Act (the "**ECA**") that place certain restrictions on control by foreign entities (such as the Group) of entities (such as MultiChoice) holding "commercial broadcasting licenses" will need to be ensured. The ECA and other sector-based regulation in force in South Africa also maintain Broad-Based Black Economic Empowerment ("**BBBEE**") credentials for MultiChoice's operations in South Africa. The Group and MultiChoice are assessing and finalising suitable structuring options and potential transactions to be implemented upon closing (which may include, inter alia, a corporate restructuring, local BBBEE partner participation, or mechanisms to limit the voting rights of foreigners and/or to limit MultiChoice's voting rights over the licensed entities in the MultiChoice Group) to ensure full compliance with the above-mentioned provisions while maintaining MultiChoice's BBBEE credentials. These arrangements may have implications in terms of operational control by, and/or flexibility in respect of certain business segments of MultiChoice for the Group.

After completion, the MultiChoice Acquisition would substantially increase the Group's exposure to the African market. While the Group views this market as a promising one with substantial growth opportunities, it nonetheless carries specific market risks such as electricity shortages and load-shedding as well as potential delays in infrastructure (e.g. electricity and high bandwidth internet) build out, the latter being important to realise the expected growth. Conversely, the high bandwidth infrastructure roll-out enables increasing competition from telecom operators, SVOD platforms and piracy.

MultiChoice also faces a wide range of risks specific to its business, as set out in its published annual report and financial statements for the fiscal year ended 31 March 2024. While many of these overlap with ones faced by the Group in its current operations in Africa, certain are either in addition or more acute such as the currency risk given MultiChoice's substantial operations in several countries (including Nigeria) whose currencies have been particularly volatile and have experienced sharp depreciation in recent periods. In terms of operations, MultiChoice has encountered headwinds in recent periods with subscriber attrition and a decrease in ARPU in certain markets. In terms of financial condition, MultiChoice had a negative equity balance at 31 March 2024, as stated in the Director's report to shareholders: "The group incurred a number of non-cash charges during the year including ZAR4.6bn in losses on the translation of non-quasi inter-group loans between MultiChoice Africa Holdings B.V. and MultiChoice Nigeria Limited, a ZAR1.2bn impairment charge on the group's Technology Modernisation programme, and the recognition of the ZAR2.7bn fair value of the Comcast put option relating to its 30% shareholding in Showmax (estimated in terms of IFRS 9 – Financial instruments). This has left the group with a negative equity balance of ZAR1.1bn at year-end. This has no impact on the liquidity of the group". MultiChoice also has business lines that the Group does not currently operate, i.e. sports betting, payment processing, insurance, pay-tv equipment manufacturing, cybersecurity advisory services, and consumer technologies; this strategy of diversification may generate value but also carries certain risks, especially in respect of those activities that are outside the Group's core expertise.

The pending MultiChoice Acquisition is central to the Group's growth strategy; accordingly, the manifestation of one or more of the risks noted above or the failure of or delay in completing the MultiChoice Acquisition could have a material adverse effect on the Group's business, results of operation, financial condition, and prospects.

3.11 The Group may experience difficulties in hiring or retaining key employees.

The Group owes its success to date in substantial part to its highly experienced and effective senior management team. This team has also developed and is implementing the Group's growth strategy. The loss of members of the Group's senior management team could harm its prospects. Furthermore, the Group operates in a specialised and tech-based industry requiring experienced and highly-qualified employees in various areas. Such employees are in high demand and the Group may therefore encounter key workforce attrition and/or wage inflation.

In addition to its recruitment efforts, the Group places an ongoing emphasis on strong corporate values and workplace culture as critical components of employee satisfaction and organisational success. Over the years, the Group has invested substantial time and resources into building collaborative teams with an emphasis on shared values and a commitment to diversity and inclusion. A deterioration in this workplace environment could increase the risk of key talent attrition.

The loss of key employees and attrition or recruitment difficulties in key areas could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

3.12 The Group operates in many markets, including emerging ones, and is strategically focused on expanding and deepening its geographic reach; this subjects it to risks endemic to diversified geographic operations and specifically to operating in emerging markets.

The Group operates globally, and increasingly in emerging markets, which are a focus of its growth strategy. This exposes the Group to risks that may be specific to, or more prevalent in, emerging markets than in more mature markets. Examples of risks affecting widespread international operations, particularly in emerging markets, include, but are not limited to:

- Difficulties in interpreting and complying with local laws and regulations and unpredictability of regulatory interpretation and enforcement generally speaking;
- Inconsistent and unpredictable enforcement of laws and contractual rights affecting the Group's ability to enforce its rights;
- Protectionist measures and adverse changes in or interpretations of trade laws;
- Adoption of or changes in investment laws affecting the Group's investments, including in respect of the repatriation of funds (raising a "cash trap" risk);
- Adoption of or changes in tax laws affecting the Group's investments, including in respect of withholding taxes;
- Laws and regulations on anti-corruption, money-laundering, and economic sanctions;

- Differing laws and customs around piracy;
- Reduced or varied protection for intellectual property rights or practical difficulties of enforcing intellectual property rights in countries with varying laws and standards;
- Local law requirements on content and programming that may circumscribe the Group's editorial line;
- Low usage and/or penetration of internet-connected consumer electronic devices; different and more stringent user protection, data protection, privacy, and other laws, including data localisation and/or restrictions on data export, and local ownership requirements;
- Infrastructure limitations such as the availability of reliable broadband connectivity and wide area networks and delays in the buildout of this infrastructure; and
- Inability to adapt programming successfully and durably to differing languages, cultural tastes, and preferences.

While the Group has a long history of operating in emerging markets and particularly in Africa and Asia, this does not make it immune to such risks, the occurrence of which could have a material adverse effect on its business, results of operations, financial condition, prospects and/or reputation.

4. RISKS RELATING TO INTELLECTUAL PROPERTY

4.1 Third parties may infringe the Group's intellectual property which could adversely affect the Group's business or reputation or require substantial attention and expense to prevent or stop with no certainty of success.

The Group's intellectual property is an important asset of its business, with its various brands in particular having substantial value. As noted above, the nature of the Group's business embeds the risk of intellectual property infringement, in particular by third parties of the Group's intellectual property, and this risk is increasing in line with the evolution of the market environment. A contributing factor is the increasing use of AI, around which the legal landscape is still evolving and may not always allow the Group to protect its rights efficiently, as the development of AI-produced content increases the risk of infringement of the Group's intellectual property and also the difficulty for the Group to combat such infringement. The unauthorised use of the Group's intellectual property by third parties in various ways, including content production or delivery, and foremost amongst them content piracy, could deprive the Group of revenue to which it is entitled, negatively affect its reputation (for example if its brand is associated with content not meeting its ethical, societal or quality standards), or sow confusion in the marketplace hence adversely affecting its marketing efforts. The Group takes proactive measures to protect its intellectual property such as securing trademarks for its brands, domain name registration of its websites and patents for its technological innovations. Further, the Group is highly committed to combating content piracy and collaborates with the relevant public authorities in this respect. It also actively polices its intellectual property through marketplace monitoring and targeted litigation and such policing can be difficult, time-consuming, and expensive. These measures may not suffice, however, to prevent or stop infringements of the Group's intellectual property, which could have a material adverse effect on the Group's business, results of operations, financial condition, prospects and/or reputation.

4.2 The Group may become subject to third party claims of intellectual property infringement resulting in substantial expenses and payments and, potentially, affecting its business.

The nature of the Group's business involving technology and creative processes embeds the risk of disputes around intellectual property ownership and consequentially infringement, including (amongst other things) with respect to technology developed by the Group and its use of distinctive trademarks. This risk is evolving and increasing in line with the evolution of the competitive environment and in particular the means of video content delivery, including the multiplication of actors and the importance of innovation. Third parties have asserted, and may in the future assert, that the Group has infringed, misappropriated, or otherwise violated their copyrights, patents, and other intellectual property rights. Defending against such claims is expensive and may divert management's attention. Settlements of, or adverse judgments in, such claims could result in substantial payments by the Group (either as a lump sum or on a continuing basis in the case of royalties required for continued use of the intellectual property deemed infringed) or even cessation or modification of aspects of its business (such as the content that it provides or the means by which the Group delivers it). This could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

5. RISKS RELATING TO INFORMATION TECHNOLOGY AND TECHNOLOGY GENERALLY

5.1 If the systems, infrastructure and technology the Group relies on for its business operations fail, become unavailable, or underperform, the Group's business and operations could be disrupted.

The Group's internal and external operating systems and infrastructure (including software, hardware and communications satellites and other transmission equipment, networks and other technical infrastructure) are subject to operational vulnerability. The Group depends on its own and third parties' technical infrastructure and services to operate, including to transmit its programmes and achieve high security standards, and failures in any of these infrastructures or services could disrupt the Group's services. Failures could result, amongst other things, from natural disasters (such as heat waves, storms or floods), fire or acts of vandalism or terrorism, or technical faults or accidents. Despite the Group moving increasingly to cloud-based infrastructure (providing flexibility, scalability and reduced management overhead), in particular for the Canal+ and Dailymotion platforms, it remains reliant on the cloud service provider's infrastructure and its handling of maintenance, security updates, backups and disaster recovery measures. The Group is also subject to the risk of electricity shortage or interruption and significant inflation in electricity prices in all its various markets, in particular for the technical infrastructures used for transmission purposes, including CAST centre and data centre, and in particular in Africa in a context of persisting load shedding. Should such infrastructure challenges and shortages continue to materialise, the Group's business could be adversely affected.

In terms of transmission risk specifically, the Group broadcasts its channels, packages and programs to subscribers via transmission using DTT, DTH (satellite), IPTV, OTT and cable. The Group is exposed to the risk of signal transmission interruptions by (i) satellite operators (mainland France and abroad) for which a constellation of satellites (or in certain cases – Africa, French Overseas and M7, a single satellite on which the Group relies entirely for DTH transmission) may not always be available for various unpredictable reasons such as climatic events, natural disasters or system failure, (ii) uplink providers which transmit data from a ground-based station to a satellite, (iii) ISPs who provide IPTV transmission, (iv) a limited number of operators who enable DTT transmission of the Group's channels and (v) the Group's own and third-party cable/FTTH operators through which the Group's broadcasts are delivered in certain markets. Notwithstanding measures implemented by the Group designed to limit the risk of broadcasting interruptions (signal routing redundancy when possible, uplink emission on various sites and back-up, using a constellation of satellites rather than relying on a single satellite where possible), there is a risk in case of transmission failures that the Group will not always be able to deploy effective alternative solutions fully or promptly.

The Group relies on technical services provided by various third party providers in order to deliver its content and services, including amongst others providers of satellite capacity, data centres, uplink infrastructure and conditional access solutions. Some of these services may not be easily replaced or their replacement could entail significant migration costs. Moreover, the financial terms of the supply agreements are not always fixed on a long-term basis and price increases could weigh on the Group's margins.

Failures of or breakdowns in IT systems or equipment, either owned and operated by the Group or by third parties with whom the Group contracts or when it relies, that affect the quality of its services could adversely affect customer satisfaction, particularly during peak viewing times, and could lead to an increase in churn or a decrease in new subscriber acquisition, due in particular to the resulting degradation of the Group's reputation for quality service. It could also require the Group to expend significant amounts on remediation and/or on compensation of subscribers or partners. These impacts could have a material adverse effect on the Group's business, results of operations, financial condition, prospects and/or reputation.

5.2 Failures or inadequacies in the interoperability of the Group's systems with third party systems or amongst the Group's various entities may create operational difficulties or inefficiencies, and remediation or harmonisation efforts could themselves encounter difficulties or generate substantial costs.

The Group's products and services need to integrate and interact smoothly and seamlessly with a variety of third party operating systems, software and devices. Any changes or failures in these systems that raise obstacles to integration and interoperability may degrade the functionality of the Group's products and services or impose additional costs or requirements and therefore could affect their adoption and use by customers. As an example, the Group's aggregation strategy involves including and making available third-party content in its offers and providing access to third-party platforms through its own platforms. Some of this, for example the "ingestion" of third-party streaming platforms into the Canal+ platform, requires complex and costly adaptation of or add-ons to the Group's technological infrastructure. It also requires continued modification and enhancement to adapt to changes and updates in hardware, software and browser technologies to ensure integration with a variety of third party products. The extent of the requisite initial set-up and ongoing adaption and enhancement may vary by geographic region (e.g., the M7 markets) or platform (e.g., the Canal+ platform) in terms of development, costs or difficulty. In addition, the Group provides product and service offerings across a variety of mobile systems and devices in addition to traditional television and it is therefore dependent on the interoperability of its services with popular mobile devices and mobile operating systems that it does not control, such as Google's Android and Apple's iOS. If any changes in such mobile operating systems or devices were to degrade the functionality of the Group's services or give preferential treatment to competing services (such as captive ones), and if the Group is not able to adapt its services to such changes, the usage of the Group's services could be adversely affected.

Moreover, the Group has made a number of acquisitions in recent years and the technology stack of the acquired entities often differs from the Group's. Aligning IT systems is part of the post-acquisition integration process. Misalignment or imperfect harmonisation could lead to operational inefficiencies, increased integration costs, and even disruptions in service delivery.

Any of the above could result in operational difficulties or substantial expenditures and as such have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

5.3 The Group will need to stay abreast or ahead of technological developments affecting its industry in order to remain competitive.

The Group conducts its business in an environment that is subject to rapid technological changes which cannot be easily anticipated and which could affect the way in which it carries out its business. Its ability over time to attract new customers, retain existing customers and increase revenue depends largely on its ability to enhance and improve its existing products and services, as well as to introduce new and compelling products or product features that reflect the changing nature of the entertainment industry. The success of any new offer or product enhancement depends on several factors, including completing the necessary technological development and its delivery on time, competitive pricing, integration with existing technologies and market acceptance.

Technological progress has been and continues driving changes in content consumption methods towards more interactive and on demand media especially by younger audiences (such as YouTube, TikTok or Instagram). More generally, technological progress has in recent periods affected the manner in which the Group's services are distributed to consumers, ways it is able to charge for and receive revenue for its entertainment products and the stability of those revenue streams, the sources and nature of competing content offerings, the time and manner in which consumers acquire and view the Group's content and the options available to advertisers for reaching their desired audiences.

The Group's prospects for continued growth and success are therefore affected by its ability to acquire, develop, adopt and leverage existing and new technologies, and to successfully adapt to shifting patterns of content consumption and new ways in which content is generated. Continued advances in low-cost AI-generated content, virtual and augmented reality, and/or viral social media platforms, provide more competition for viewers' attention and time and their spending choices. If the Group chooses technology or equipment that is not as effective or attractive to consumers, nor as productive as that employed by its current (and future) competitors, if the Group fails to employ technologies or delivery formats desired by consumers or that enhance its business operations or the customer experience, introduces new services that are not favourably received by them, or if consumers do not perceive the Group's service offering to be of high quality or competitively priced, the Group's ability to retain or attract users and monetise its products and services may be adversely affected.

Technological innovations may also require substantial capital expenditures in product development as well as in modification of products, services or infrastructure. The Group may not have the resources to make such expenditure or be able to obtain financing for such expenditure on favourable terms or at all.

The use of the latest technologies such as artificial intelligence (AI) have given rise to the generation of content by competitors or new players at a lower cost and with a shorter production time than the content produced or licensed by the Group. Technological progress and the use of AI have enhanced the way consumer data can be collected and exploited, enabling more targeted subscriber content analysis and marketing. The use of AI for the collection and exploitation of such data has also optimised customer preferences knowledge, allowing customer experience customisation, ex-post modelling and ex-ante prediction of ROI of the content offered by the Group, and production choice arbitration. If the Group fails to acquire, develop, adopt and leverage new technologies, including technologies that are based on AI, its ability to offer competitive services, in particular an attractive user interface and a customised client experience, and to offer compelling and competitive content, may be adversely affected. This could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

6. RISKS RELATING TO LEGAL, REGULATORY AND TAX MATTERS

6.1 The Group's licenses may be challenged or may not be renewed.

The Group's broadcasting and transmission of television services (including subscription-TV and FTA channels) require the granting of licenses by regulatory authorities. It is also subject to their supervision during the term of the license. These licenses may be revoked before the end of their term if the Group fails to comply with its regulatory or contractual obligations, which may also result in fines or penalties, or they may not be renewed.

The French regulatory authority for audiovisual and digital communication (*Autorité de régulation de la communication audiovisuelle et numérique*, the "ARCOM", formerly the *Conseil supérieur de l'audiovisuel* or "CSA") requires providers of DTT broadcasting services in France to obtain licenses to use the relevant radio frequencies. The granting of these licenses subject the Group to compliance with certain obligations and commitments under applicable laws and regulations as well as agreements entered into with the ARCOM and with third parties.

Given the temporary nature of broadcasting licenses issued by the ARCOM to DTT channel operators, there is a risk of not being selected in a license renewal tender process and therefore losing one or more licenses to operate a DTT service. The Group's licenses could also be renewed under less favourable conditions due to evolving regulatory requirements or competitive conditions. For example, the minimum requirements in terms of film or audiovisual production financing could increase.

Currently, the Group holds DTT broadcasting licences in France for four subscription-TV channels (Canal+, Canal+ Cinema(s), Canal+ Sport and Planète+ channels) and three free-to-air channels (C8, CNews, and CStar channels). All such licenses are due to expire in 2025 (between 28 February and 31 August 2025). In this respect, on 28 February 2024, the ARCOM launched a competitive tendering process for these seven licenses and eight additional licensed channels, belonging to other audiovisual companies, also due to expire in 2025. On 24 July 2024, the ARCOM announced that all applications for DTT broadcasting licenses for the Group's channels, except for C8, have progressed to the second phase of the licensing process. Accordingly, C8's DTT broadcasting license (also referred to as “TNT” license) will expire on 28 February 2025. The Group has brought an action to annul the ARCOM's decision not to include C8 in the second stage of the selection procedure; a decision is currently anticipated to be rendered in November 2024. The selection process in respect of the Group’s other applications for DTT broadcasting licenses is ongoing and could result in some of the applications made by the Group not being successful. In the event that a decision is taken no longer to broadcast C8, this will have only a marginal impact on the Group’s Adjusted EBIT (EBITA) and CFFO in 2025 (excluding potential one-off cash restructuring charges and non-cash goodwill impairment).

In Poland, the operations of the Group carried out in the broadcasting sector are regulated activities that require a license granted by the Chairperson of the National Broadcasting Council (*Krajowa Rada Radiofonii i Telewizji*, the “**KRRiT**”). Canal+ Polska currently holds twenty-three fixed-term broadcasting licenses for satellite transmission and one fixed-term license for broadcasting through telecommunications networks (other than the networks used for terrestrial or satellite broadcasting).

More generally, the Group’s broadcasting and telecommunication operations (e.g., via GVA in Sub-Saharan Africa) in its other markets are subject to various licenses from, and notifications made to, the relevant local regulatory authorities.

The Group may in the future fail to secure renewals of broadcasting licenses in the markets in which it operates, either at all (as has occurred with the C8 channel license in France) or on favourable terms. A failure to do so could have a material adverse effect on the Group’s business, results of operations, financial condition and/or prospects.

6.2 The French tax authorities are claiming substantial amounts from the Group in respect of alleged VAT taxes due, which the Group is contesting.

As described in Note 7.4 to the Audited Combined Financial Statements, in several proposed tax adjustments (“*propositions de rectification*”), the French tax authorities challenge the right of the Group to benefit from super reduced value-added tax (“**VAT**”) rates (2.10% and 5.5%) over the 2016-2019 period while not disputing the 10% VAT rate applied to television services (resulting in a €131 million proposed tax adjustment). With respect to the 2020 and 2021 fiscal years the French tax authorities allege that the Group is not entitled to the 10% VAT rate but instead apply the standard 20% rate to the entire revenue, based on an allegation that the Group does not provide television services, resulting in a €457.8 million proposed tax adjustment. For Groupe Canal Plus (“**GCP**”) on the same ground a separate adjustment has been proposed for the 1 May - 31 December 2019 period, resulting in a €66.8 million proposed tax adjustment.

Starting 1 January 2021, French VAT legislation changed so Canal+ adjusted its VAT policy to comply with the change while defending the 10% VAT rate on television services.

The Group vigorously contests the proposed tax adjustments in particular the 20% VAT rate application since it considers that the French tax authorities have provided no legal evidence that the 2021 change in VAT law can apply retroactively to prior periods or that Canal+ is no longer providing television services. The Group considers that taking the position that Canal+ is no longer providing television services conflicts with the exact opposite position of the French National Centre of Cinema (CNC) which is a public administrative institution responsible for conceiving and implementing government policy in the fields of cinema and other arts and industries related to animated images, namely audiovisual, video, digital creation, and video games. In addition, in a decision rendered on 26 March 2024, the first level Tax Court of Paris ruled in favour of OCS, a wholly-owned subsidiary of Canal+ in a case similar to the Canal+ case. The French tax authorities appealed the first level Tax Court decision. The hearing before the Appeals Court was held on 24 October 2024; a decision is expected in the course of November 2024. Should the Appeals Court reverse the first level Tax Court decision, the case will be heard by the French Tax Supreme Court. Should this happen a decision from the Supreme Court cannot be expected before the second half of 2026.

Due to statute of limitation rules the French tax authorities will have to issue a collection notice before the end of 2024 to collect the €131 million described above. In connection with making the payment the Group will bring a legal proceeding before the Tax Court to request its reimbursement. No decision can be expected before the second half of 2027.

Should the above-described VAT risk materialise then any VAT assessment will be deductible for corporation income tax purposes, thus possibly resulting in corporate income tax savings.

6.3 The Group operates in a heavily regulated environment that generates compliance costs and potential non-compliance fines and is subject to change.

The Group's operations are subject to specific laws and regulations and to supervision by regulatory or administrative authorities (the ARCOM and the CNC in France, KKRiT in Poland, SMC and ALIA in Luxembourg, etc.). The Group's multi-faceted business model entails compliance with a variety of stringent regulatory obligations including, for example in France contributing to the financing of the film industry, obtaining DTT frequency licences and their renewal from the ARCOM, complying with the "media chronology" (which defines the permissible broadcast windows for films by different categories of broadcasting services and platforms), complying with production and broadcasting quotas, and assuming overall editorial responsibility for the content of programs broadcast on air. The Group has the exclusive right amongst subscription-TV operators to the first broadcast window post-theatre release of films in France under the existing media chronology; this may not be the case under subsequent media chronologies or the regulation may change. More generally, the legal and regulatory environment, and particularly the conditions for broadcast license renewals or the powers of the ARCOM, is subject to change, and any such change could be unfavourable to the Group.

The Group has previously been the subject of monetary sanctions for regulatory violations in respect of one or more of the channels that it publishes, including by the ARCOM in France (relating to C8 and CNews) and the KRRiT in Poland (including for advertising/other commercial communications or accessibility of programmes for people with visual and hearing disabilities). Should the Group be sanctioned for such regulatory violations in the future, this could damage its reputation, affect its ability to renew its DTT frequency licences, cause it to incur fines and result in losing subscribers or advertising revenue and more generally disrupt its business.

Television advertising is another area that is regulated and where regulatory change could adversely affect the Group. For example, changes to advertising slot regulations for certain industries or a tightening of TV advertising rules could impact the Group's advertising revenues.

While it has in place internal processes designed to ensure compliance with European and local regulations applicable to its activities, in an environment where TV publishers face numerous challenges and need to adapt to a changing environment (increase in the number of DTT channels, increase in viewing media, insufficient revenue growth, competition from powerful global and/or new business players), the growing complexity of the audiovisual and, more generally, commercial regulatory frameworks could negatively impact the ability of industry players, including the Group, to adapt and innovate and to be at all times in full compliance with the relevant legal and regulatory framework. In addition, future regulations, or changes in laws and regulations or their existing interpretations or applications could hinder the Group's operational flexibility, raise compliance costs, and result in additional liabilities for the Group, resulting in a material adverse effect on its business, results of operations, financial condition and/or prospects.

Further, in various geographies where the Group operates, such as in Asia and Africa, growing levels of scrutiny, ad hoc assessment, and increase in regulatory and legislative interventions by regulators or public authorities have led to growing operational constraints and costs of compliance with applicable local legal requirements. For instance, in Vietnam a majority of content must be reviewed by Government press agencies prior to broadcast and the Group may therefore have to change its planned content or incur significant costs to adapt its content to press agencies requirements. In Africa, various challenges faced by governments, such as increasing budget deficits and other financial or social pressures, have led them to adopt a more assertive or competitive approach towards businesses operating within the continent, which may involve implementing stricter regulations, seeking more significant contributions from corporations, or fostering a more rigorous business environment to address these pressures. Businesses, including the Group, that offer multiple services, or that may be vertically integrated and offer both video distribution and programming content, may face closer regulatory review from competition authorities in the countries in which they operate. This could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

Additionally, the continued growth and development of the market for online commerce may lead to more stringent consumer protection laws both domestically and internationally, which may impose additional burdens on the Group. If authorities increase enforcement actions related to regulations governing perceived unfair or deceptive acts and practices, the Group could suffer additional costs, complaints and/or regulatory investigations or fines. Furthermore, various legislative initiatives at both the national and European levels aim to strengthen consumers' interests by way of modern online regulation. For example, as part of the "New Deal for Consumers", the EU Omnibus Directive provides for changes to withdrawal rights, new transparency regulations for online marketplaces. These provisions came into force at national level on 28 May 2022. In the event of certain violations, a provider could face fines of up to 4% of its annual revenues. Another component of the "New Deal for Consumers" package includes the Directive EU 2020/1828 of the European Parliament and of the Council of 25 November 2020, on representative actions for the protections of the collective interests of consumers and repealing Directive 2009/22/EC, which strengthens consumers' collective legal protection. Additionally, new regulations could further restrain the marketing actions of the Group. For example if the French legislature adopts the 8 March 2022 abusive telemarketing proposal – replacing the current opt-out system with an opt-in system – a presumption of refusal to be solicited would be established and prior consent would be required to contact the recipient absent a preexisting relationship.

Moreover, the DSA applies to the activities carried out by Dailymotion. The DSA came into force in November 2022 and its provisions have taken effect on 17 February 2024.

The DSA establishes a uniform legal framework for dealing with illegal and other harmful content on intermediary platforms and also regulates the relationship between providers of intermediary services and their users. In addition, the DSA includes provisions on exemption from liability, due diligence obligations tailored to certain categories of intermediary services, and regulatory provisions on the implementation and enforcement of these requirements, including sanctions. The DSA may increase the Group's compliance costs and require changes to its user interfaces, processes, and operations, which may adversely affect the Group's business, results of operations, financial condition and/or prospects. Failure to comply with the DSA can result in fines of up to 6% of total annual worldwide turnover and recipients of services have the right to seek compensation from providers in respect of damage or loss suffered due to infringement by the provider of obligations under the DSA. Other jurisdictions outside the EU have enacted, or may seek to enact in the future, regulations that mirror the DSA or conflict with it.

The amended Consumer Rights Directive was adopted at EU level at the end of November 2023. Amongst other things, it introduces an obligation to implement an online withdrawal button for all distance contracts for the sale of goods and provision of services in order to make it easier for consumers to exercise an existing right of withdrawal, such function, labelled "withdraw from contract here", should be continuously available throughout the withdrawal period and enhanced information requirements, including to provide clear and comprehensible information to consumers before binding them to a distance contract. It also enhanced consumer protection with respect to payment obligations, whereby consumers must pay only for services provided before withdrawal, without penalties. EU Member States must transpose the directive's provisions into national law by 19 June 2026. These changes are expected to affect the Group in its business operations.

Lastly, the existing French regulatory system, and to a lesser extent the European system, provides significant advantages to Studiocanal. In particular, the requirement for French television channels to purchase and broadcast a minimum portion of content produced in Europe and in the French-language underpins demand for Studiocanal's films, facilitating the pre-sale of audiovisual rights to television channels and contributing to the financing of the films it produces. These legal requirements, which are regularly challenged by various market participants, could evolve unfavourably for Studiocanal, which could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

6.4 The Group is currently challenging the rules applicable for the determination of the tax basis of the French tax on television services (*Taxe sur les services de television*).

Société d'Edition de Canal Plus ("**SECP**") and GCP are challenging the rules applied by the CNC when collecting the tax on television services (*Taxe sur les services de television*) (the "**French TST**") with respect to fiscal years 2017 to 2019. After having unsuccessfully challenged those rules before the CNC, the Group filed a claim before the first level Tax Court of Paris to obtain a refund of a portion of the amounts paid (amounting to €87.4 million). On 20 September 2024 the first level Tax Court denied the Group's request. The Group will appeal the decision no later than 20 November 2024. The amount claimed has been paid and booked as a receivable against the CNC for which no provision has been recorded in the Group's financial statements.

With respect to fiscal year 2020 the Group paid the disputed amount and asked for a refund which has not been granted by the CNC. The Group therefore filed a claim to obtain a refund of the disputed amount (€31 million). The amount claimed has been paid and booked as a receivable against the CNC for which no provision has been recorded in the Group's financial statements.

With respect to fiscal year 2021 the Group paid the disputed amount and requested a refund which was received in May 2022 (€28.7 million).

The Group was then subject to an audit by the CNC for fiscal years 2020 and 2021. On 26 December 2023, the CNC issued two notices of proposed adjustments in the aggregate amount of €44.3 million for which no provision has been recorded in the Group's financial statements. The Group challenged these proposed adjustments before the CNC, before which the dispute remains pending. For collection purposes, this amount might be paid by the end of 2024. In connection with making the payment the Group will bring a legal proceeding before the Tax Court requesting reimbursement. No decision can be expected before the second half of 2027.

For fiscal years 2022 and 2023, the Group capped the amount paid in respect of the French TST at the amount determined in accordance with its interpretation of the rules, as defended by the Group before the Paris Administrative Court.

Fiscal years 2022 and 2023 have not yet been audited by the CNC.

As from 1 January 2024, rules governing the French TST have been changed. Although the way this modification has been introduced in the French TST law could be disputed, starting 1 January 2024, the Group will apply the law as amended. This will result in an additional annual amount estimated at €20 million for the year ended 31 December 2024. The Group considers that this change demonstrates the merits of the Group's position when challenging the rules for fiscal years prior to 2024.

Should this risk materialise then any French TST assessment will be deductible for corporation income tax purposes, thus possibly resulting in corporate income tax savings.

6.5 The Group is subject to tax audits, proposed tax adjustments and other tax procedures in several African jurisdictions.

The Group is regularly subject to tax audits, proposed tax adjustments and other tax procedures in the African jurisdictions where it operates. Several jurisdictions and several tax matters (e.g., corporate income tax, VAT, turnover taxes, withholding tax) are concerned. The Group maintains and regularly updates a provision in its consolidated financial statements that reflects its best estimate of the actual tax risk, considering its prior history of resolution of the procedures.

6.6 Shareholding in companies that hold a broadcasting license is subject to regulatory restrictions.

Certain of the Group's subsidiaries hold various broadcasting licenses in France, including the Société d'Edition de Canal Plus (SECP), in respect of the Canal+ channel, and several other channels and SESI, in respect of CNews.

Pursuant to Article 40 of the French Law No. 86-1067 of 30 September 1986, concerning freedom of communication, restrictions apply to the ownership of share capital by non-EU nationals in companies holding a broadcasting license, which would apply in respect of the Group as long as the Group holds DTT broadcasting licenses in France. In particular, transactions that would result in non-EU persons directly or indirectly holding more than 20% of the share capital or voting rights in companies holding such licenses are prohibited.

The French Council of State (*Conseil d'Etat*) issued an administrative opinion on this article in 2002.

Pursuant to this interpretation, non-EU foreign nationals cannot exercise power over a company holding a broadcasting license, even indirectly, through a company over which they may have control. This notion of control is understood to mean the ownership of shares representing a majority of the voting rights (50% plus one share) at ordinary general shareholders' meetings. Thus, in the French Council of State opinion, only a company that is majority-owned by non-EU nationals is prohibited from owning more than 20%, directly or indirectly, of the share capital or voting rights of a French television company. Accordingly, a non-EU national may not acquire control of the Company; this limitation may weigh on the market price of the Company's shares. To date, no other court has ruled on the question of indirect holdings exceeding 20% of the share capital or voting rights in a French television company. This lack of judicial or administrative precedent in interpreting these restrictions is a source of uncertainty, and if a decision from a judicial or administrative authority were to uphold a diverging interpretation, this could affect the liquidity of the Company's shares and weigh further on their market price.

6.7 The Group will exit the Vivendi French tax consolidation group in connection with Admission.

Vivendi is the parent company of a French tax consolidation group that includes certain Group entities, including (among others) Dailymotion, CanalOlympia, L'Olympia and certain production companies, that have been transferred to the Group before the Partial Demerger, and will include GVA if and when its agreed transfer to the Group, which is subject to certain conditions and remains pending, is completed. The Partial Demerger will trigger the exit of such entities from Vivendi's French tax consolidation group, with retroactive effect as of 1 January 2024. Vivendi will retain the benefit of the tax loss carry forwards and other tax attributes transferred to it as parent company of the tax group, without any indemnity being paid to the exiting entities. Starting as of 1 January 2025, a new Canal+ French tax group is expected to be established by the Company with any eligible French Group entities.

6.8 The Group is subject to international tax regimes that are subject to change.

The Group conducts business and financing activities between its entities in various jurisdictions and it determines the amount of taxes it is required to pay based on its interpretation of applicable treaties, laws and regulations in the jurisdictions in which it operates. The tax and social security regimes applied to its business activities and past or future reorganisations involving Group companies, shareholders, employees and/or managers are or may be interpreted by relevant French or foreign authorities in a manner that is different from the assumptions used by the Group in structuring such activities and transactions. Based on its international activity and its expansion, the Group is subject to evolving tax legislation which may be subject to different interpretations in the various countries in which it operates. The Group is exposed to the risk that the relevant tax authorities will not always agree with the Group's interpretation of the applicable legislation in their jurisdictions.

The Group is subject to transfer pricing regulations in the countries in which it operates. Although uniform transfer pricing standards are emerging in many of the countries in which it operates, there is still a relatively high degree of uncertainty and inherent subjectivity in complying with these rules.

Further, the Group's future effective tax rates could be affected by changes in tax laws or their interpretation in any of those jurisdictions. Tax laws, including tax rates, in the jurisdictions in which the Group operates, may change as a result of macroeconomic or other factors outside the Group's control. Changes in tax laws, treaties, or regulations or their interpretation or enforcement are unpredictable. Any of these occurrences could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

The Group may be subject to examination of its income tax returns in numerous jurisdictions. It regularly assesses the likelihood of outcomes resulting from possible examinations to determine the adequacy of its provision for income taxes. In making such assessments, it exercises judgment in estimating provision for income taxes. While the Group believes its estimates are reasonable, the final determinations from any examinations could be materially different to those reflected in its historical income tax provisions and accruals. Any adverse outcome from any examinations may have an adverse effect on its business, results of operations, financial condition and/or prospects.

Additional complexity has also arisen with respect to state aid: i.e., state resources used to provide recipients an advantage on a selective basis that has or could distort competition and affect trade between EU Member States. In recent years the European Commission has increased their scrutiny of state aid and has deviated from historical EU state aid practices. The Group receives financial incentives for conducting content production activities in various jurisdictions that offer such incentives, such as subsidies from the CNC in France. If the EU were to restrict its ability to receive these incentives, such restrictions could have a material impact on its business, results of operations, financial condition and/or prospects.

6.9 Transactions in the Canal+ Shares are likely to be subject to French transfer taxes and transactions on Canal+ Shares and/or CDIs could be subject to the French financial tax (the "French FTT") or the European financial transaction tax, if adopted.

Pursuant to Article 726 of the French Tax Code (the "**FTC**"), a 0.1% French transfer tax (*droit d'enregistrement*) applies to transfers of non-listed shares, irrespective of whether such transfer of shares is evidenced by a deed or not. The sale must be registered within 30 days with the French tax authorities. Unless otherwise agreed by the parties, transfer taxes are borne by the purchaser but both the purchaser and the seller are jointly and severally liable for the payment of the tax.

For such purposes listed shares are defined as shares traded on a trading platform, which is defined by the administrative guidelines as (i) a regulated market for financial instruments governed by the provisions of Chapter I of Title II of Book IV of the Legislative Part of the French Monetary and Financial Code, (ii) a multilateral trading facility governed by the provisions of Chapter IV of Title II of Book IV of the Legislative Part of the French Monetary and Financial Code, or (iii) any equivalent foreign market or multilateral trading facility operating under similar conditions.

Unless the French tax authorities would be prepared to consider that (i) the Canal+ Shares can be deemed listed as a result of the CDIs being traded on the LSE and (ii) the LSE can be deemed an "*equivalent foreign market*" for the purposes of the administrative guidelines (in which case French transfer taxes would only apply to sales of Canal+

Shares evidenced by a deed signed in France), transfers of Canal+ Shares will be subject to a 0.1% French transfer tax (unless such sale were subject to the French financial transaction tax described below). This could possibly apply to transfers of Canal+ Shares to CREST International Nominee for the purposes of the creation of CDIs. Shareholders must consult with their usual tax advisor before considering such conversion, in particular if such conversion is to take place outside the context of a sale of CDIs on the market.

The Canal+ Shares and CDIs might fall within the scope of the French FTT provided by Article 235 *ter* ZD of the FTC, which is applicable, under certain circumstances, to the acquisition of equity securities or assimilated securities admitted to trading on a French, European or foreign regulated market (within the meaning of the provisions of Articles L.421-4, L.422-1 or L.423-1 of the French Monetary and Financial Code), which are issued by a company whose registered office is located in France and whose market capitalisation as of 1 December of the preceding year exceeds EUR 1 billion, as well as to securities representing any such shares (such as the CDIs), irrespective of the location of the registered office of the issuer of such securities. Transactions on the Canal+ Shares or CDIs undertaken in 2024 or 2025 will not be subject to the French FTT (provided the Partial Demerger occurs after 1 December 2024). A list of the companies within the scope of the French FTT has been updated and published by the French tax administration (BOI-ANNX-000467) on an annual basis since 2015. Trades on the Canal+ Shares and CDIs would be subject to the French FFT (subject to available exemptions) with effect as from 1 January of a given year (and potentially as soon as 2026, provided the Partial Demerger occurs after 1 December 2024), if (x) the LSE were to be recognised as a foreign regulated market (which is currently not the case based on the latest list published by the French *Autorité des marchés financiers,* but such list may be updated at any time in accordance with the provisions of Article L. 423-1 of the French Monetary and Financial Code), (y) the Canal+ Shares are deemed admitted to trading on the LSE as a result of the CDIs being traded on the LSE and (z) the market capitalisation of the Company as of 1 December of the preceding year exceeds EUR 1 billion. In this case, the French FTT will be due in an amount equal to 0.3% of the consideration paid for the equity instruments of the Company and/or CDIs acquired on the secondary market (subject to certain exceptions). Acquisitions of equity or similar/assimilated securities subject to this tax are exempt from registration taxes provided for by Article 726 of the FTC. As part of the ongoing discussions on the draft finance law for 2025, several proposals emerged to amend the scope of the French FTT and its rate; it cannot be excluded that the rules governing the application of the French FTT will change in the future.

On 14 February 2013, the European Commission published a proposal for a Directive (the "**Commission's Proposal**") for a common financial transaction tax (the "**European FTT**") in Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovenia, Slovakia and Spain (the "**Participating Member States**") and which, if enacted, could apply under certain circumstances, to transactions involving the Canal+ Shares. The issuance and subscription of the Canal+ Shares should be exempt. However, Estonia has since stated that it will not participate. The mechanism by which the tax would be applied and collected is not yet known.

Following the lack of consensus in the negotiations on the 2013 European Commission's Proposal, the Participating Member States (excluding Estonia which withdrew) and the scope of such tax are uncertain. Based on public statements, the Participating Member States (excluding Estonia) have agreed to continue negotiations on the basis of a new proposal based on the French model of the tax that would reduce the scope of the

European FTT and which would only concern listed shares of European companies with a market capitalisation exceeding €1 billion on 1 December of the year preceding the taxation year. According to this revised proposal, the applicable tax rate would be at least 0.2%.

Such proposal remains subject to change until a final approval and it may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate and/or certain of the Participating Member States may decide to withdraw. No agreement has been reached between the Participating Member States (excluding Estonia, which withdrew) on this revised proposal. Subsequently, the European Commission declared that, if there was no agreement between the Participating Member States by the end of 2022, it would endeavour to propose a new FTT (as part of its "own resource" proposal in connection with financing the EU budget), by June 2024 with a view to its introduction by 1 January 2026. Any proposal remains subject to change until a final approval and it may therefore be altered prior to any implementation, the timing of which remains unclear. Notwithstanding the fact that the European Parliament has asked the EU Commission and the Member States involved in the negotiations on the enhanced cooperation to do their utmost to reach an agreement on the FTT, the Commission stated in June 2023 that there was "*little expectation that any proposal would be agreed in the short term*".

The French transfer taxes, the French FTT and the European FTT (if implemented) that may be due could increase the transaction costs associated with purchases and sales of the Canal+ Shares and/or CDIs and could reduce the liquidity of the market for the Canal+ Shares and/or CDIs. Prospective holders of the Canal+ Shares and/or CDIs are advised to consult their own tax advisor on the potential consequences of the French FTT and transfer taxes.

6.10 CDIs will not be eligible for the French PEA regime and Canal+ Shares will be considered non-listed shares for the purposes of the PEA regime

French tax law provides for a favourable tax regime for capital gains and other income derived from eligible shares held through a share savings plan (*Plan d'épargne en actions – PEA*).

CDIs will not be eligible for the PEA. Investors acquiring CDIs will not be permitted to credit the underlying Canal+ Shares on their PEA.

Shareholders of Vivendi holding their shares through a PEA should therefore make sure that their account holder only credits Canal+ Shares and not CDIs on their PEA, whether in connection with the Canal+ Demerger or thereafter. If CDIs were credited on the PEA, this would trigger the anticipated closure of the PEA, which could entail adverse tax and financial consequences for the holders. In addition, Canal+ Shares will be deemed non-listed shares for the purposes of the PEA regime, which entails certain limitations to the effects of the favourable PEA tax regime.

Shareholders of Vivendi who hold their shares through a PEA must consult with their account holder and their usual tax advisor to assess the consequences for them.

6.11 The Group is subject to data protection and privacy laws in its various markets.

The Group processes personal data, including personal data about its customers and users as well as personal data about its employees. The Group's operations are global, its group companies are operating out of several jurisdictions and its customers can be located in a wide range of jurisdictions around the world. As a result, the Group is subject to various data protection and privacy laws, regulations and industry standards. Compliance with data protection and privacy laws and regulations is a rigorous, ongoing process. Laws, regulations and industry standards regarding the protection of personal data are constantly evolving, and are subject to differing regulatory authority interpretations and significant change, continuously increasing the extent of the Group's responsibilities. Moreover, the Group may be required to expend capital and other resources to ensure ongoing compliance with its obligations under such laws and regulations; the constantly increasing and evolving rules may also expose the Group to additional regulatory and litigation risk.

For instance, the Group is subject to the GDPR, and the Swiss Federal Act on Data Protection. The GDPR imposes obligations with respect to the processing of personal data by the Group, and certain restrictions on transfers of personal data outside of the European Economic Area and the UK (including, the United States). The validity of the data transfer mechanisms currently relied upon by the Group remain subject to legal, regulatory, and political developments, which may require it to adapt its existing arrangements and incur additional compliance costs. On 10 July 2023, the European Commission adopted an adequacy decision for a new transatlantic EU-US data privacy framework, allowing European data controllers and processors to freely transfer personal data that is subject to the GDPR to participating companies located in the United States. However, there remains a degree of legal uncertainty, as critics and privacy advocacy groups have already commenced challenges to the validity of such decision before the Court of Justice of the EU.

In October 2023, the Group was fined €600,000 by the French data protection authority, the *Commission Nationale de l'Informatique et des Libertés* (CNIL), for violating GDPR regulations. Any future failure by the Group to comply with the GDPR may result in the imposition of further sanctions (for example, under the EU GDPR, fines of up to the higher of EUR 20 million and 4% of the total worldwide annual turnover), which may adversely affect the Group's business, results of operations, financial condition and/or prospects.

The Group, and especially its platform Dailymotion, which is accessible in 191 countries, may also be subject to other data privacy laws. For example, in Vietnam, since April 2023, a regulation, inspired by the GDPR, covers the processing of personal data and transfer of personal data outside the country. Regulated parties must in particular obtain the consent of the data subject (e.g., subscribers) for personal data processing activities and submit to the Ministry of Public Security of Vietnam impact assessment files regarding their use or transfer of personal data. Similarly, in almost every country in Africa where the Group operates, specific regulations on personal data protection are in place, generally inspired by the EU regime, the violation of which is subject to administrative, civil and criminal penalties, depending on the type of breach and the territory in question. Additionally, the Group is for example subject to the California Consumer Protection Act as amended by the California Privacy Rights Act.

In addition, evolving laws and regulations on cookies and e-marketing, such as the EU ePrivacy Directive, also apply to certain operations of the Group. Under the ePrivacy Directive, prior consent is required for the placement of cookies or similar technologies on a user's device and for direct electronic marketing, unless certain limited exceptions apply. In the EU, regulators are increasingly focusing on compliance with requirements in the online behavioural advertising ecosystem, and proposed changes to the ePrivacy Directive could significantly increase fines for non-compliance. Such changes could significantly impact the operational results of Group companies whose revenues primarily come from digital advertising, as is the case for Dailymotion. Regulation of cookies and similar technologies may lead to broader restrictions and impairments on the Group's marketing and personalisation activities and may negatively impact its ability to understand users and cater to their preferences, which could harm the quality and operation of the Group's products and services.

Despite its best compliance efforts, there is an ongoing risk that a regulatory authority or court could deem the Group's data protection compliance measures insufficient, thus exposing the Group to any of the above-mentioned fines, payment of damages to affected persons or obligations to modify its activities or suspend certain processing of personal data. Any of this, or any actual or perceived failure to comply with the GDPR or other data privacy laws and regulations, could adversely affect the Group's business, results of operations, financial condition, prospects and/or reputation.

6.12 The Group is subject to legal disputes and governmental investigations.

The Group may be subject in the ordinary course of its business to legal, tax, administrative or arbitration proceedings or investigations by regulatory authorities. Those that constitute contingent liabilities for accounting purposes are described in Notes 7.4 and 27 to the Audited Combined Financial Statements and certain particularly significant tax proceedings are the subject of separate risk factors in this section. These matters could result in the Group incurring substantial payment obligations. The Group has recorded provisions in this respect in accordance with applicable accounting principles: such provisions amounted to €300 million at 30 June 2024. Should such provisions prove insufficient to cover actual payment obligations incurred or should new matters arise with a similar effect, this could have a material adverse effect on the Group's results of operations or financial condition. Should such matters, or new matters that arise in the future, result in judgments affecting the Group's operations this could have a material adverse effect on its business, results of operations, financial condition or prospects.

7. FINANCIAL RISKS

7.1 The Group is exposed to fluctuations in currency exchange rates.

Currency exchange rate fluctuations may affect the Group's results at two levels:

- The Group's financial statements are presented in Euros, its functional currency, but a portion of its revenues, expenses, assets and liabilities of local entities is denominated in other currencies, exposing the Group's results of operations and financial condition to foreign exchange translation risk.

  In 2023, currencies other than the Euro in which the Group recorded revenues related primarily to entities with functional currencies in Zloty, Czech Krona, GBP and the CFA Franc. The combined statement of financial position is translated at the exchange rate at the end of the period, and the combined statement of earnings and the combined statement of cash flows are translated using average monthly exchange rates for the period. The resulting translation gains and losses are recorded as foreign currency translation differences in charges and income directly recognised in equity. As a result, any adverse fluctuations in these currencies against the Euro could negatively impact the Group's equity and result in currency translation risks.

- The Group and its subsidiaries enter into various agreements (including content sales, content acquisition, industrial investments (decoders) and third-party services) in currencies other than Euro, the Group's functional currency, or local currencies, exposing them to a mismatch between the currency of income and the currency of costs. In line with its hedging policy to mitigate foreign exchange risks, the Group may enter into the following financial instruments: forward exchange contracts (to secure significant firm commitment obligations in foreign currencies) and currency swaps (to mitigate foreign exchange risk associated with treasury positions and Group cash pooling balances). All instruments are either listed on organised markets or traded over-the-counter with highly-rated counterparties (see Note 2.3.6.3 and Note 23.4 to the Combined Financial Statements). The Group's hedging activity may not offset the negative financial impact of exchange rate fluctuations to a substantial extent and is not expected to offset all such negative financial impact. In addition, economic or political conditions in countries outside the EU also have reduced, and could continue to reduce, the Group's ability to hedge certain exposures to currency fluctuations under favourable conditions or at all.

The Group is subject to risks specific to the CFA Franc, due to its substantial operations in French-speaking African countries in which it is the functional currency. Although the CFA Franc is at fixed parity against the Euro, the exchange rate is subject to change due to macro-economic or political considerations. The CFA could also be replaced in the future; in particular, a proposal was announced in 2019 to replace it with a new currency called "ECO" in 8 out of the 15 countries currently using in the CFA Franc zone. This replacement is uncertain but could take place if various obstacles are overcome. It is envisaged that the ECO currency be pegged to the Euro at the same exchange rate as the CFA Franc currently, but this rate could be devalued due, amongst other things, as a result of changes in economic conditions in the new common monetary zone.

The value of the Zloty is subject to economic and geopolitical conditions in Central and Eastern Europe, with risks relating to Russia's war with Ukraine.

While the Group's current borrowing are primarily denominated in Euros, including borrowings under the Facilities Agreement and the Bridge Facility Agreement, in respect of the latter, the Company set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount up to a maximum of €1,200 million (see Note 23 to the Combined Financial Statements) it may borrow in other currencies in the future and may be subject to translation risk.

For the reasons described above, exchange rate fluctuations may have a negative effect on the Group's business, results of operations, financial condition and/or prospects.

7.2 The Group is subject to risks related to reliance on government financial support for film financing.

The French regulatory system, and to a lesser extent the European system, provide significant advantages to the cinema and audiovisual series industries, including financial aids and tax credit measures. In France, Studiocanal and other producers receive significant amounts of subsidies from the French CNC (*Centre National du Cinéma et de l'Image Animée*) as part of its efforts to support the French cinema and audiovisual industries. In 2023, 10% of the budgets of French films released by Studiocanal were funded by CNC subsidies.

The cinema and audiovisual tax credits are major components of production support in most countries. They take the form of a direct cash contributions to cinematographic and audiovisual works that meet certain conditions, such as being produced on a particular territory. The rates of the tax credits vary amongst the countries and can range from 10% to 40% of certain expenses incurred and is periodically revised. As an example, 19% of the budgets of Studiocanal-produced English-speaking films released in 2024, and 15% of the budgets of French-speaking films released by Studiocanal in 2023 were funded by tax credits.

Other financial support measures exist at the EU level, in particular the MEDIA programs, which aim to strengthen the competitiveness of the European audiovisual industry through a series of incentives and provide financial support to production and distribution companies. Lastly, producers may receive financial support for cinema and audiovisual production under programs established by regions, departments, and municipalities.

In France, eligibility for such subsidies is subject to conditions specific to the recipient and the nature of the content produced. One of the conditions is for the company to be French or European, including in terms of control over the company, which may raise interpretive questions or challenges for listed companies. Such subsidy programs could be amended or discontinued due to changes in the regulatory environment, which could result in Studiocanal no longer being eligible for subsidies and/or the amount of the subsidies being reduced. In this respect, it should be noted that the European Commission closely monitors the subsidy programs under EU state aid rules.

Any modification of the regulations supporting the film and audiovisual industries through subsidies or tax mechanisms could negatively affect the Group’s business, results of operations, financial condition and/or prospects. It would also make non-US producers and distributors such as Studiocanal less able to compete with the US major studios, with their much greater financial resources.

7.3 The Group is subject to risks related to goodwill and other intangible assets carried on the balance sheet.

The Group has in the recent years acquired several businesses worldwide as part of its geographical expansion strategy in Europe, Africa and other emerging markets. As a result, the Group carries a substantial amount of goodwill on its balance sheet, relating to intangible assets acquired and to the portion of price of acquired businesses allocated to goodwill (see Note 10 to the Combined Financial Statements). Further amounts of goodwill will be generated from the proposed acquisition of MultiChoice upon completion and from other future M&A transactions as part of the Group’s external growth strategy. In addition, the Group also carries other intangible assets, such as broadcasting rights.

Under IFRS, goodwill and other intangible assets are subject to periodic impairment testing (see Note 10.2 to the Combined Financial Statements). Impairments may be of substantial amounts. Goodwill impairments can result from various factors such as significant negative industry or economic trends, disruptions to the Group’s business, inability to effectively integrate acquired businesses, and underperformance of acquired businesses as compared to management’s initial expectations. Impairments of the Group’s other intangible assets, such as broadcasting rights, can result from various factors such as changes in viewer preferences, market conditions or regulations. Substantial impairment charges, while not affecting the Group’s cash flow, could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

7.4 The Group is subject to interest rate risk.

As of 31 December 2023, the Group's borrowings at a fixed interest rate had a nominal value of approximately €2 million while the Group's borrowings at a floating interest rate had a nominal value of €4.171 billion (see Note 23.3 to the Combined Financial Statements). These borrowings primarily consisted of shareholder loans from Vivendi.

On 16 April 2024, €3.4 billion of Groupe Canal+ SA's shareholder loan from Vivendi was capitalised. Additional shareholder loan capitalisations followed in an aggregate amount of €1,257 million relating to CanalOlympia, Dailymotion and Groupe Canal+ SA effected on 23 July 2024, 25 July 2024 and 30 September 2024, respectively. These capitalisations, among other things, offset the costs of entity transfers from Vivendi to the Group. The remaining shareholder loan balance will be repaid prior to Admission (in November and December 2024) through funds drawn under the Facilities Agreement described below.

In July 2024, Groupe Canal+ SA entered into the Facilities Agreement which comprises a €400,000,000 term loan facility and a €750,000,000 revolving credit facility; these facilities are immediately available for drawing and will mature in July 2029, subject to two 12 months extension options available to the borrower for the revolving credit facility. In addition, in the context of the mandatory tender offer for the MultiChoice shares that it does not already own, in April 2024 Groupe Canal+ SA entered into the Bridge Facility Agreement under which a €1,900,000,000 bridge facility has been made available to it which will mature in July 2025 with two six-months extension options available to the borrower. The rate of interest on each loan drawn under the Facilities Agreement and the Bridge Facility Agreement is floating, specifically a percentage rate per annum equal to the aggregate of EURIBOR (with a floor at zero) and a margin, such margin being adjusted (i) with respect to the Bridge Facility Agreement, upwards throughout its maturity, and (ii) with respect to the Bridge Facility Agreement and the Facilities Agreement, upon the occurrence of certain rating events relating to the borrower or Vivendi or the New Parent (as such term is defined therein), as applicable.

If interest rates were to increase, the Group's debt service obligations on existing and future variable rate indebtedness would increase even though the amount borrowed remained the same, and the Group's net income and cash flows, including cash available for servicing its indebtedness, would correspondingly decrease. Although the Group may use interest rate swaps to manage and limit the volatility of future cash flow related to interest payments on borrowings, it may not be able to do so at all or on favourable financial terms.

The Group may incur further debt in the longer term to finance its business or growth (including through M&A). Its cost of borrowing will depend on the interest rate environment at the time of each interest period; in addition high interest rates could affect its ability to access financing or refinancing in the longer term, which inter alia may impact the Group's business, results of operations, financial condition and/or prospects. To the extent the interest on such additional debt is at a floating rate, the Group's exposure to the above risk will increase.

7.5 The Group is subject to risks related to financing/refinancing.

Financing risk is the risk of not being able to meet the need for future funding requirements. The Group's sources of funding are primarily shareholders' equity, cash flows from operations and borrowings. In order to reduce such financing risk, the Group aims to diversify its funding sources and has secured financing which, along with its anticipated cash flow, the Company believes is sufficient for its present requirements, that is, for at least the next 12 months from the date of this Prospectus. The Group cannot guarantee that, beyond its present requirements, it will always generate sufficient cash flow from operations or that future borrowings will be available to it on acceptable terms and in an amount sufficient to enable the service or the refinancing of its debt or to fund its other liquidity needs.

As of the Listing, the Group's principal financing facilities will be the Facilities Agreement and the Bridge Facility Agreement. The Group's ability to service these facilities in the longer term is dependent on its operating cash flow and, if this is not sufficient, the Group could be forced to postpone or reduce investments, sell assets, relinquish commercial opportunities or opportunities for external growth (including acquisitions), thereby limiting its operational flexibility. Moreover, if the Group is not able to meet its financing obligations in the longer term it could be forced to refinance or restructure its debt under less favourable terms or may have difficulty refinancing itself, all of which would have a material adverse effect on the Group's liquidity, business, results of operations, financial condition and/or prospects.

8. RISKS RELATING TO THE VIVENDI SPIN-OFF

8.1 The combined post-Vivendi Spin-Off value of the ordinary shares of Vivendi, the Company, Havas and Louis Hachette Group may not equal or exceed the aggregate pre-Vivendi Spin-Off value of the Vivendi Share.

After the Vivendi Spin-Off, Vivendi Shares will continue to be traded on Euronext Paris. The Canal+ Shares will be traded under the symbol "CAN" on the LSE. The Company has no current plans to apply for listing on any additional stock exchanges, but may consider a possible secondary listing of its shares on the Johannesburg Stock Exchange further to the ongoing MultiChoice Acquisition.

As a result of the Vivendi Spin-Off, Vivendi expects the trading price of the Vivendi Share at market open on 16 December 2024 to be lower than the trading price at market close on 13 December 2024, because the trading price will no longer reflect the respective values of the ordinary shares of the Company, Havas and Louis Hachette Group which will commence trading on different stock exchanges as of such date. However, the aggregate market value of the ordinary shares of Vivendi, the Company, Havas and Louis Hachette Group following the Vivendi Spin-Off may be lower than the market value of Vivendi Shares if the Vivendi Spin-Off had not occurred. This means, for example, that the combined trading prices of one Vivendi Share, one Canal+ Share, one ordinary share of Havas and one ordinary share of Louis Hachette Group after the relevant stock exchanges on which such shares are admitted to trading open on 16 December 2024 may be higher than, equal to, or less than the trading price of one Vivendi Share upon 13 December 2024.

In addition, following the close of business on 13 December 2024, but before the commencement of trading on 16 December 2024, Vivendi Shares will reflect an ownership interest solely in Vivendi and will not include the right to receive any ordinary share of the Company or Louis Hachette Group in the partial demergers nor any ordinary share of Havas in the Havas Distribution, but may not yet accurately reflect the value of such Vivendi Shares excluding the ordinary shares of the Company, Havas and Louis Hachette Group.

8.2 The Group may not achieve some or all of the expected benefits of the Vivendi Spin-Off, and the Vivendi Spin-Off may adversely affect its business.

The Group may not be able to achieve the full strategic and financial benefits that Vivendi expected to result from the Vivendi Spin-Off, or such benefits may be delayed or not occur at all. The Group may not achieve these and other anticipated benefits for a variety of reasons, including, amongst others:

- the implementation of the Vivendi Spin-Off and the process of becoming an independent public company may distract the Group's management from focusing on its business and strategic priorities;
- following the Vivendi Spin-Off, the Group will be less diversified than the Vivendi Group before the Vivendi Spin-Off, and thus may be more susceptible to market fluctuations and other adverse events than if it had remained a part of the Vivendi Group; and
- the other actions required to separate the Group from the Vivendi Group could disrupt operations.

If the Group is unable to achieve some or all of the benefits expected to result from the Vivendi Spin-Off, or if the Vivendi Spin-Off has adverse consequences on the Group's business, results of operations, financial condition and/or prospects could be adversely affected.

8.3 The Company will incur new costs in its transition to a standalone public company and its management team will be required to devote substantial time to new compliance matters.

Following the Vivendi Spin-Off, the Company will need to operate as an independent publicly listed company.

The Group's operations have historically benefited from certain Vivendi central office resources, including, among other things, access to its larger finance and treasury, corporate secretariat, legal, procurement, information technology, investor relations and human resources teams. As a standalone public company, the Company will incur additional legal, accounting, financing and other expenses, including the costs of recruiting and retaining non-executive directors, costs resulting from public company reporting obligations and the rules and regulations regarding corporate governance practices, including the listing requirements of the LSE.

There is a risk that, under a changed governance structure and ownership, and in an environment where it is subject to greater scrutiny and disclosure requirements, the Group will not be able to manage its operations in the same manner as it has done as part of the Vivendi Group. In particular, the Group will be subject to increased regulatory obligations as a result of being listed, and its management team will need to devote a substantial amount of time to ensure that the Group complies with all of these requirements. In addition, the reporting requirements, rules and regulations will increase the Group's legal and financial compliance costs and make some activities more time-consuming and costly.

These additional costs and the need for management to devote substantial time to compliance matters could require significant time and energy that would otherwise be devoted to the business' operating activities and strategy and, as such, could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

8.4 As an independent, publicly traded company, the Group may not enjoy the same benefits that the Group did as a part of the Vivendi Group.

Upon completion of the Vivendi Spin-Off, the Group will be a smaller and less diversified group than the Vivendi Group, and there is a possibility it may not have access to financial and other resources comparable to those available to the Vivendi Group prior to the Vivendi Spin-Off.

For instance, as part of the Vivendi Group, the Group was able to take advantage of the Vivendi Group's reputation, creditworthiness, size and purchasing power in procuring goods, services and technology, and in seizing business opportunities. The Group cannot predict the effect that the Vivendi Spin-Off will have on its relationship with clients, suppliers, employees or other stakeholders.

The Group may incur higher costs due to a decline in purchasing scale if it is unable to continue to obtain the same or similar terms as prior to the Vivendi Spin-Off, or to obtain goods, services and technologies at prices or on terms as favourable as those obtained prior to the Vivendi Spin-Off.

Furthermore, as a less diversified group, the Group may be more likely to be negatively impacted by changes in global market conditions, regulatory reforms, and other industry factors, which could have a material adverse effect on its business, results of operations, financial condition and/or prospects.

8.5 The transitional services Vivendi has agreed to provide the Group may not be sufficient for its needs. In addition, the Group may fail to have necessary systems and services in place when the Transitional Services Agreement expires.

In connection with the Vivendi Spin-Off, the Company intends to enter into a transitional services agreement with Vivendi (the "**Transitional Services Agreement**"). The Transitional Services Agreement will provide for the performance of key business services by the Vivendi Group for the Group's benefit for a period of time after the completion of the Vivendi Spin-Off, including in relation to finance, accounting and legal and compliance related services. These services may not be sufficient to meet the Group's needs and the terms of such services may not be equal to or better than the terms the Group may have received from unaffiliated third parties, including its ability to obtain redress.

The Group will rely on the Vivendi Group to satisfy its obligations under the Transitional Services Agreement. If the Vivendi Group is unable to satisfy its obligations under the Transitional Services Agreement, the Group could incur operational difficulties or losses. If the Group does not have in place its own systems and services, or if the Group does not have agreements with other providers of these services once the Transitional Services Agreement expires or is terminated, it may not be able to operate its business effectively and this may have an adverse effect on its business, results of operations, financial condition and/or prospects. In addition, after the Transitional Services Agreement expires, the Group may not be able to obtain these services at as favourable prices or on as favourable terms as they were obtained under the Transitional Services Agreement. There is a risk that the actual costs of the standalone arrangements the Group will need to enter into could be higher than expected, that there could be unanticipated dis-synergies and/or that the Group will need to further invest in new services and functions. These risks, individually or together, could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

9. RISKS RELATING TO THE CANAL+ SHARES

9.1 There is no existing market for the Canal+ Shares and an active trading market for the Canal+ Shares may not develop or be sustained.

Prior to Admission, there has been no public trading market for the Canal+ Shares. Although the Company intends to apply to the FCA for admission to the equity shares (commercial companies) category of the Official List and to the LSE for admission to trading on its main market for listed securities, an active trading market for the Canal+ Shares may not develop or, if an active trading market does develop, it may not be sustained following the listing. Further, because the Company will have a lower market capitalisation than Vivendi before completion of the Partial Demerger, there may be less liquidity in the market for the Canal+ Shares than in the current market for Vivendi Shares. If an active trading market is not developed or maintained, the liquidity and trading price of the Canal+ Shares could be materially and adversely affected.

9.2 Bolloré SE will retain a significant interest in the Company following Admission and its interests may differ from those of the other Shareholders.

As at the date of this Prospectus Bolloré SE and related entities and individuals hold 29.90% of the share capital of Vivendi (with theoretical voting rights of 29.83%) and do not hold any direct interest in the Company and will not hold any direct interest in the Company prior to completion of the Partial Demerger.

Bolloré SE and related entities and individuals will retain a significant interest in the Company following Admission, including, on the basis of the current holding in Vivendi, 31.04% of the Canal+ Shares and thus of the voting rights of the Company. As a result, Bolloré SE may possess sufficient voting power to exercise significant influence (and, if and for so long as it will hold more than 30% of the share capital and voting rights of the Company, it will be considered a "controlling shareholder" within the meaning of the UK Listing Rules but this will not give Bolloré SE control within the meaning of the French Commercial Code) over all matters requiring Shareholder approval, including the election or removal of directors and advisers, the declaration of dividends and other matters to be determined by Shareholders' meetings. In addition, such stake meets the applicable quorum requirement for Shareholders' meetings.

In exercising its voting rights, Bolloré SE may be motivated by interests that differ from those of the other Shareholders and the interests of Bolloré SE could conflict with or differ from the Company's interests.

The concentration of ownership in Bolloré SE may have the effect of delaying, deferring or preventing a change of control of the Company or impeding a merger, takeover or other business combination which may otherwise be favourable for the Company or the Group. This in turn could have a material adverse effect on the trading price of the Canal+ Shares.

So long as Bolloré SE continues to own, whether directly or indirectly, a significant amount of the equity of the Company, Bolloré SE will continue to be able to substantially influence the Group's ability to enter into any corporate transactions.

Any of the foregoing could have a material adverse impact on the market price of the Canal+ Shares.

9.3 There can be no assurance that dividends will be paid on the Canal+ Shares.

The Company may determine not to pay dividends. If it determines that it will pay dividends, there can be no assurance that it will be able to pay dividends in the future. As a holding company, the Company's ability to pay dividends in the future will be affected by a number of factors, including having sufficient distributable reserves and its ability to receive sufficient dividends from subsidiaries. The ability of companies within the Group to pay dividends and the Company's ability to receive distributions from its investments in other entities are subject to restrictions, including, but not limited to, the existence of sufficient distributable reserves and cash. Any of the foregoing could have a material adverse impact on the market price of the Canal+ Shares.

9.4 The market price of the Canal+ Shares may fluctuate and the market price of the Canal+ Shares may decline disproportionately in response to developments that are unrelated to the Company's operating performance.

Shareholders should be aware that the value of an investment in the Group may fluctuate and could be highly volatile. The price at which the Canal+ Shares may be quoted and the price which investors may realise for their Canal+ Shares will be influenced by a large number of factors, some specific to the Group and its operations, and some which may be unrelated to the Group's operating performance or prospects, such as factors that may affect the Group's industry as a whole, other comparable companies or publicly traded companies as a whole.

The sentiments of the public market regarding the Partial Demerger will be one such factor. Following Admission of the Canal+ Shares, there may be a period of relatively high-volume trading in the Canal+ Shares as the Company's Shareholder register finds its natural composition. For example, the Canal+ Shares may become less attractive to certain classes of existing investors in Vivendi. The Company is unable to predict whether substantial amounts of the Canal+ Shares will be sold in the open market following Admission. Sales of a substantial number of the Canal+ Shares in the public market after Admission, or the perception that these sales might occur, could depress the market price of the Canal+ Shares.

This potential factor, together with other factors including actual or anticipated fluctuations in the financial performance of the Group and its competitors, market fluctuations and/or factors generally affecting consumers could lead to the market price of the Canal+ Shares fluctuating.

9.5 Future sales of Canal+ Shares, or the perception such sales might occur, could depress the market price of the Canal+ Shares.

As at the date of this Prospectus Bolloré SE and related entities and individuals hold 29.90% of the share capital of Vivendi (with theoretical voting rights of 29.83%) and do not hold any direct interest in the Company and will not hold any direct interest in the Company prior to completion of the Partial Demerger.

Following Admission, Bolloré SE and related entities and individuals will hold, on the basis of the current holding in Vivendi, 31.04% of the Company's share capital.

Bolloré SE is not subject to lock-up obligations and will therefore be able to sell its Canal+ Shares at any time. The market price for the Canal+ Shares may fall in anticipation of a sale of the Canal+ Shares. The perception that such sales could occur may also materially and adversely affect the market price of the Canal+ Shares. This may make it more difficult for Shareholders to sell the Canal+ Shares at a time and price that they deem appropriate, and could also impede the Company's ability to issue equity securities in the future.

9.6 The Company may decide to offer additional Canal+ Shares in the future, diluting the interests of existing Shareholders and potentially materially and adversely affecting the market price of Canal+ Shares.

Other than in connection with Admission or pursuant to employee share plans, the Company has no current plans for an offer of Canal+ Shares. However, if the Company decides to offer additional Canal+ Shares or other securities convertible into Canal+ Shares in the future, including as consideration for any acquisitions, this could dilute the interests of existing Shareholders and/or have an adverse impact on the market price of the Canal+ Shares as could the public perception that an offering may occur.

9.7 Shareholders may not be able to exercise pre-emption rights or participate in certain future issues of Canal+ Shares and overseas Shareholders may not be able to participate in future issues of Canal+ Shares.

In the case of a future allotment of new Canal+ Shares for cash, existing Shareholders have certain statutory pre-emption rights, unless those rights are disapplied pursuant to a resolution of Shareholders at a general meeting. An issue of new Canal+ Shares not for cash or when pre-emption rights have been disapplied could dilute the interests of the then-existing Shareholders.

Securities laws of certain jurisdictions may restrict the Company's ability to allow participation by Shareholders in future offerings. In particular, Shareholders in the United States may not be entitled to exercise these rights, unless either the Canal+ Shares and any other securities that are offered and sold are registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or the Canal+ Shares and such other securities are offered pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. The Company cannot assure prospective investors it will register any such offers or sales under the US Securities Act, that any exemption from such overseas securities law requirements would be available to enable US or other Shareholders to exercise their pre-emption rights or, if available, that the Company will utilise any such exemption.

All of the above could make holding the Canal+ Shares unattractive and have a material adverse impact on the market price of the Canal+ Shares.

9.8 The ability of overseas Shareholders to bring actions or enforce judgments against the Company or the members of the Supervisory Board or the Management Board may be limited.

The ability of an overseas Shareholder to bring an action against the Company may be limited under law. The Company is a limited liability company (*société anonyme*) incorporated in France. The rights of holders of the Canal+ Shares are governed by French law and by the Articles of Association. These rights differ from the rights of Shareholders in other jurisdictions, including the UK. Consequently, it may not be possible to effect service of process upon the members of the Supervisory Board or the Management Board within an overseas Shareholder's country of residence or to enforce judgments of courts of the overseas Shareholder's country of residence, based on civil or commercial liabilities under that country's securities law, against the members of the Supervisory Board or the Management Board, the majority of whom are residents of France. In addition, courts in France or other courts may not impose civil liability on the members of the Supervisory Board or the Management Board in any original action based solely on foreign securities laws brought against the Company or the members of the Supervisory Board or the Management Board in a court of competent jurisdiction in France or other countries.

As the rights and obligations of Shareholders are regulated by French law, Shareholders must follow French legal requirements in order to exercise their rights, in particular the resolutions of Shareholders in general meetings may be passed with majorities different from the majorities required for the adoption of equivalent resolutions under English law or other laws.

In addition, if an original action is brought in France, predicated solely upon US federal securities laws, French courts may not have the requisite jurisdiction to grant the remedies sought. Actions for enforcement in France of a US judgment rendered against the Company or the members of the Supervisory Board or the Management Board would require that (i) the dispute is substantially connected with the United States and that French courts do not have exclusive jurisdiction over the matter, (ii) the judgment is not contrary to the principles of French international public policy and (iii) neither the choice of applicable law nor the choice of jurisdiction is fraudulent. In addition, actions in the United States under US federal securities laws could be affected under certain circumstances by the French Law of 16 July 1980, which may preclude or restrict the obtaining of evidence in France or from French persons in connection with such actions.

All of the above could make holding the Canal+ Shares unattractive and have a material adverse impact on the market price of the Canal+ Shares.

9.9 Overseas Shareholders may be subject to exchange rate risk.

The Canal+ Shares are, and any dividends to be paid in respect of them will be, denominated in Euros. An investment in the Canal+ Shares by an investor whose principal currency is not Euro exposes the investor to foreign currency exchange rate risk. Any depreciation of the Euro in relation to such foreign currency will reduce the value of the investment in the Canal+ Shares or any dividends in foreign currency terms.

9.10 Shareholders will not be entitled to the protections provided by the UK Takeover Code, the French Takeover Rules or any other equivalent takeover regime.

The UK Takeover Code does not apply to the Company as it is incorporated in France. Therefore, although market abuse rules will apply to the Company and market participants in relation to the Company's securities, unlike companies incorporated in the UK and listed on the LSE, Shareholders will not receive the benefit of the protections provided by the UK Takeover Code (as further described below). Since the Company is not listed on a regulated market in France or another EU Member State, the French Takeover Rules do not apply to the Company either, nor does any other equivalent takeover regime apply.

The following is a brief summary of some of the most important rules of the UK Takeover Code:

- In connection with a potential offer, if following an approach by or on behalf of a potential bidder, the company is "the subject of rumour or speculation" or there is an "untoward movement" in the company's share price, there is a requirement for the potential bidder to make a public announcement about a potential offer for the company, or for the company to make a public announcement about its receipt of a potential offer.

- When a person (a) acquires, whether by a series of transactions over a period of time or not, interests in shares carrying 30% or more of the voting rights of a company when taken together with shares in which persons acting in concert with that person are interested (which percentage is treated by the UK Takeover Code as the level at which effective control is obtained), or (b) acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which they are interested when they are, together with persons acting in concert with them, already interested in shares which carry not less than 30% of the voting rights but do not hold shares carrying more than 50% of such voting rights, they must make a mandatory cash offer to all other shareholders at the highest price paid by them or any person acting in concert with them in the twelve months before the offer was announced.
- When interests in shares carrying 10% or more of the voting rights of a class have been acquired for cash by an offeror (i.e., a bidder) and any person acting in concert with it in the offer period (i.e., before the shares subject to the offer have been acquired) and the previous twelve months, the offer must be in cash or be accompanied by a cash alternative for all shareholders of that class at not less than the highest price paid by the offeror or any person acting in concert with it in that period. Further, if an offeror or any person acting in concert with it acquires for cash any interest in shares during the offer period, the offer for the shares must be in cash or accompanied by a cash alternative at a price at least equal to the highest price paid for such shares during the offer period.
- If, after a firm offer announcement is made, the offeror or any person acting in concert with it acquires an interest in shares in an offeree company (i.e., a target) at a price higher than the value of the offer, the offer must be increased to not less than the highest price paid for the interest in shares so acquired.
- The offeree company must appoint a competent independent adviser whose advice on the financial terms of the offer must be made known to all the shareholders, together with the opinion of the board of directors of the offeree company.
- Favourable deals for selected shareholders are not permitted, except in certain circumstances where independent shareholder approval is given and the arrangements are regarded as fair and reasonable in the opinion of the financial adviser to the offeree.
- All shareholders must be given the same information.
- Those issuing takeover circulars must include statements taking responsibility for the contents thereof.
- Profit forecasts, quantified financial benefits statements and asset valuations must be made to specified standards and must be reported on by professional advisers.
- Misleading, inaccurate or unsubstantiated statements made in documents or to the media must be publicly corrected immediately.

- Actions during the course of an offer by the offeree company, which might frustrate the offer are generally prohibited unless shareholders approve these plans. Frustrating actions would include, for example, lengthening the notice period for directors under their service contract or agreeing to sell off material parts of the target group.
- Stringent requirements are laid down for the disclosure of dealings in relevant securities during an offer, including the prompt disclosure of positions and dealings in relevant securities by the parties to an offer and any person who is interested (directly or indirectly) in 1% or more of any class of relevant securities.
- Employees of both the offeror and the offeree company and the trustees of the offeree company's pension scheme must be informed about an offer. In addition, the offeree company's employee representatives and pension scheme trustees have the right to have a separate opinion on the effects of the offer on employment appended to the offeree board of directors' circular or published on a website.

The lack of takeover regulatory framework may render the Company a less attractive target in a takeover. In addition, because no takeover regulations apply, minority Shareholders might not benefit from the protections provided to them if such regulations did apply, including being able to benefit from the same terms and conditions (including consideration) offered by an acquiror to selling Shareholders. This may also reduce the liquidity and value of remaining minority investors' holdings in the Company. In addition, any large Shareholder will have the ability to increase its interest in the Company without triggering any mandatory bid obligations.

9.11 Trading in the Canal+ Shares may be suspended.

In certain circumstances the LSE will have, following Admission, the right to suspend trading in the Canal+ Shares. If the Canal+ Shares are suspended from trading, the holders of the Canal+ Shares may be unable to dispose of their Canal+ Shares on the LSE.

The FCA may suspend the Canal+ Shares from trading on the LSE if it determines that the smooth operation of the market is or may be temporarily jeopardised or that it is necessary to protect investors.

The Company believes that as of the date of this Prospectus there are no circumstances which could provide grounds for the halting or suspending of the Canal+ Shares from the LSE for the foreseeable future. However, there can be no assurance that any such circumstances will not arise in relation to the Canal+ Shares in the future.

9.12 The Company is a holding company and substantially all of its operations are conducted through its subsidiaries which could impact the Company's ability to pay dividends or any other form of distribution to its Shareholders.

The Company is a holding company and conducts substantially all of its operations through subsidiaries that generate substantially all of the Group's operating income and cash flow. The Company has no direct operations or significant assets (other than the share capital of its subsidiaries), so it relies on its subsidiaries for cash flow to pay dividends or any other form of distribution to its Shareholders, if any. In addition, the Company's subsidiaries are separate and distinct legal entities, so they are not obliged to pay dividends or to lend or advance funds to the Company. All of the above could impact the Company's ability to pay dividends or any other form of distribution to its Shareholders.

PART IV
PRESENTATION OF FINANCIAL AND OTHER INFORMATION

1. GENERAL

The contents of this Prospectus are not to be construed as legal, business or tax advice. Recipients of this Prospectus should consult their own lawyer, financial adviser or tax adviser for legal, financial or tax advice, as appropriate. Furthermore, the Company and the members of the Supervisory Board and the Management Board accept no responsibility for the accuracy or completeness of any information reported by the press or other media, or the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding the Partial Demerger, Admission or the Group. The Company and the members of the Supervisory Board and the Management Board make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. Unless otherwise stated, no representation or warranty, express or implied, is made and no responsibility or liability is accepted by any person other than the Company and the members of the Supervisory Board and the Management Board, as to the accuracy, completeness, verification or sufficiency of, the information contained herein, and nothing in this Prospectus is, or may be relied upon as, a promise or representation by any of the Company's advisers (including the Joint Sponsors or the Financial Advisers) or any of their respective affiliates in this respect, as to the past or future, and any of the Company's advisers or their respective affiliates, directors, officers, employees or advisers accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this Prospectus or any such statement.

Each of the Joint Sponsors, the Financial Advisers and/or certain of their respective affiliates may have engaged in, or be engaged in, transactions with, and provided, or be providing, various commercial banking, investment banking, financial advisory transactions and services in the ordinary course of their business to, the Company and/or Vivendi and/or their affiliates for which they would have or may receive customary fees and commissions. Each of the Joint Sponsors, the Financial Advisers and their respective affiliates may engage in such transactions, or provide such services, to the Company and/or Vivendi and/or their affiliates in the future. In the ordinary course of their various business activities, the Joint Sponsors, the Financial Advisers and their respective affiliates may hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) in the Company and Vivendi and their affiliates for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments.

When considering what action you should take, you should seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under FSMA if you are in the UK or, if not, from another appropriately authorised independent financial adviser.

Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to Article 23 of the Prospectus Regulation and Rule 3.4 of the Prospectus Regulation Rules, neither the publication of this Prospectus nor any distribution of Canal+ Shares shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Group taken as a whole since the date of this Prospectus or that the information contained herein is correct as of any time subsequent to its date.

No person has been authorised to give any information or to make any representation in connection with Admission other than the information and representations contained in this Prospectus and, if any other information or representations is or are given or made, such information or representations must not be relied upon as having been authorised by or on behalf of the Company, the members of the Supervisory Board and the Management Board, the Joint Sponsors or the Financial Advisers.

Recipients of this Prospectus may not reproduce or distribute this Prospectus, in whole or in part, and may not disclose any of the contents of this Prospectus or use any information herein for any purpose other than considering Admission. Such recipients of this Prospectus agree to the foregoing by accepting delivery of this Prospectus.

This Prospectus is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the members of the Supervisory Board and the Management Board, any of the Company's advisers (including the Joint Sponsors or the Financial Advisers) or any of their affiliates or representatives regarding the securities of the Company.

This Prospectus has been approved by the FCA in accordance with section 87A of FSMA. Admission to trading on the LSE's main market for listed securities constitutes admission to trading on a regulated market.

2. NO INCORPORATION OF WEBSITE INFORMATION

Except as set forth herein, the contents of the Company's website, any website mentioned in this Prospectus or any website, directly or indirectly, linked to these websites have not been verified and do not form part of this Prospectus, and information contained therein should not be relied upon.

3. FORWARD-LOOKING STATEMENTS

Certain statements in this Prospectus relate to the future, including forward-looking statements relating to the Group's financial position and strategy. Forward-looking statements give the Group's current expectations or forecasts of future events. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including (without limitation) the terms "intend", "aim", "project", "anticipate", "estimate", "plan", "believe", "expect", "may", "should", "will", "continue" or other similar words. These statements discuss future expectations concerning the Group's results of operations or financial condition, or provide other forward-looking statements. In particular, these include statements relating to future actions, prospective products or product approvals, future performance or results of current and anticipated products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, dividend payments and financial results. Any forward-looking statements made by or on behalf of the Group speak only as of the date they are made and are based upon the knowledge and information available to the members of the Supervisory Board and the Management Board on the date of this Prospectus.

These forward-looking statements are not guarantees or predictions of future performance, may be based on a number of assumptions (which may or may not themselves prove to be correct) and, by their nature, involve known and unknown risks, uncertainties and other factors, including the risk factors set out in the section entitled "Risk Factors", many of which are beyond the Group's control, and which may cause the actual results to differ materially from those expressed in the statements contained in this Prospectus. The Group's actual results of operations, financial condition and the development of the business sectors in which the Group operates may differ materially from those expressed or implied in any forward-looking statement contained in this Prospectus due to certain factors including, but not limited to, the factors described in Part III (*Risk Factors*) of this Prospectus. In addition, even if the Group's actual results of operations, financial condition and the development of the business sectors in which it operates are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Recipients of this Prospectus are cautioned not to put undue reliance on forward-looking statements.

Other than as required by applicable law, none of the Company, its officers, advisers or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Prospectus will actually occur, in part or in whole, and undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Additionally, statements of the intentions of the Supervisory Board, the Management Board and/or their members reflect the present intentions of the Supervisory Board, the Management Board and/or their members, respectively, as of the date of this Prospectus and may be subject to change as the composition of the Supervisory Board and/or the Management Board alters, or as circumstances require.

Forward-looking statements contained in this Prospectus speak only as of the date of this Prospectus. The Company, the members of the Supervisory Board and the Management Board and the Company's advisers expressly disclaim any obligation or undertaking to update these forward-looking statements contained in the document to reflect any change in their expectations or any change in events, conditions, or circumstances on which such statements are based unless required to do so by applicable law, the Prospectus Regulation Rules, the UK Listing Rules, the Disclosure Guidance and Transparency Rules or the Market Abuse Regulation. All readers, wherever located, should take note of these disclosures. The statements above related to forward-looking statements should not be construed as a qualification of the working capital statement contained in paragraph 18 of Part XVIII (*Additional Information*).

4. MARKET AND INDUSTRY DATA

This Prospectus, and Part VII (*Market Description*) in particular, contains statistics, data and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and markets.

Unless otherwise indicated, such information is based on the Group's analysis of multiple sources including, primarily, Dataxis as well as Omdia and PwC. Such information has been accurately reproduced and, as far as the Group is aware and able to ascertain, no facts have been omitted which would render the reproduced information provided inaccurate or misleading.

5. TRADE MARKS, TRADE NAMES AND TRADE DRESS

This Prospectus includes trade marks, trade names and trade dress owned by the Group or other companies. All trade marks, trade names and trade dress included in this Prospectus are the property of their respective owners. Use or display by the Group of other parties' trade marks, trade names or trade dress or products is not intended to and does not imply a relationship with, or endorsement or sponsorship by the Group of, the trade mark, trade name or trade dress owners. Solely for the convenience of investors, brands are referred to in this Prospectus without the ® symbol, but the absence of these references is not intended to indicate in any way that the Group will not assert its rights to these brands to the fullest extent permitted by law.

6. PRESENTATION OF FINANCIAL INFORMATION

6.1 Overview

The Company has a complex financial history and has made a significant financial commitment for the purposes of Article 18(3) and (4) of the PR Regulation (see paragraph 1.2(C)(vii)(b) of Part XIII (*Operating and Financial Review*)). As such, the following information has been included in the Prospectus in compliance with Article 18(2) of the PR Regulation:

- Financial information relating to MultiChoice, incorporated by reference in this Prospectus (see Part XIX (*Information Incorporated by Reference*)):
    - audited consolidated financial statements of MultiChoice for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 as published by MultiChoice; and

- The Pro Forma Financial Information described in paragraph 6.3 below.

MultiChoice has announced that it intends to publish its unaudited interim financial information for the six months ended 30 September 2024 on its website (www.multichoice.com) on or about 12 November 2024 (after the date of this Prospectus, but prior to the expected date of Admission). Any such information will be incorporated by reference into this Prospectus by way of a supplementary prospectus promptly after it is published by MultiChoice.

6.2 Historical Financial Information

The Audited Combined Financial Statements included in Schedule II (*Historical Financial Information of the Group*) have been prepared in accordance with IFRS Accounting Standards ("**IFRS**") published by the International Accounting Standards Board (IASB) as endorsed by the EU, with mandatory application as of 31 December 2023 and retrospective effect from 1 January 2021. The Unaudited Interim Combined Financial Statements have been prepared in accordance with IAS 34 "Interim Financial Reporting" as endorsed in the EU and published by the IASB, as of 30 June 2024 and for the six months ended 30 June 2024 and 2023. The basis of preparation of the Combined Financial Statements is described in Note 1 of the Combined Financial Statements included in Schedule II (*Historical Financial Information of the Group*). The accounting policies applied and stated in the Combined Financial Statements are set out in Note 2 of the Combined Financial Statements included in Schedule II (*Historical Financial Information of the Group*).

Unless otherwise stated in this Prospectus, financial information relating to the Group has been extracted without material adjustment from Schedule II (*Historical Financial Information of the Group*).

6.3 Unaudited Pro Forma Financial Information

In this Prospectus, any reference to Pro Forma Financial Information is to the pro forma narrative in Part XV (*Unaudited Pro Forma Financial Information of the Group*).

The Company and its advisers have not had access to any material non-public information or documentation relating to MultiChoice and have not been granted access to perform any due diligence on MultiChoice. Although the Company has entered into a co-operation agreement with MultiChoice in relation to the MultiChoice Offer which, inter alia, provides for the co-operation between the parties in relation to anti-trust and other South African regulatory conditions filings, MultiChoice has not transferred (and is under no legal obligation to transfer) any information to the Company in relation to the publication of the Prospectus or Admission. The Group also remains subject to competition and securities law restrictions around inside information pertaining to MultiChoice.

As such, it has not been possible to determine whether there are significant differences between the Group's accounting policies and those adopted by MultiChoice that might be material to MultiChoice's financial information, or to identify or quantify the adjustments necessary to present MultiChoice's financial information on a basis consistent with the Group's accounting policies. As a result, it is not possible at this time to prepare an unaudited pro forma combined statement of earnings or an unaudited pro forma combined statement of financial position to illustrate the potential effect of the MultiChoice Acquisition on the Group in accordance with Annex 20 of the UK Prospectus Delegated Regulation.

The Company has included in this Prospectus a narrative description of the potential effect of the MultiChoice Acquisition on the assets and liabilities of the Group.

6.4 Reporting Framework

The financial information presented in this Prospectus reflects the operating and financial performance of the Group, its cash flows and financial position and resources. The Group's results as reported in accordance with IFRS represent the Group's overall performance. The Group also uses a number of non-IFRS alternative performance measures to report the performance of its business, as described below.

Alternative Performance Measures

This Prospectus contains a number of non-IFRS alternative performance measures to report the performance of the Group's business. Non-IFRS alternative performance measures exclude amounts that are included in, or include amounts that are excluded from, the most directly comparable measure calculated and presented in accordance with IFRS, or are calculated using financial measures that are not calculated in accordance with IFRS. Alternative performance measures may be considered in addition to, but not as a substitute for or superior to, information presented in accordance with IFRS (see paragraph 5 of Part XII (*Selected Financial Information*) and paragraph 1.2(E) of Part XIII (*Operating and Financial Review*)).

The Group uses these alternative performance measures, in addition to IFRS measures, to help evaluate growth trends, establish budgets and assess operational performance and efficiencies in relation to the Group. The Group considers that these measures, in addition to IFRS measures, provide an enhanced understanding of the Group's results and related trends, therefore increasing transparency and clarity into the core results of the business of the Group. There are no generally accepted principles governing the calculation of these measures and the criteria upon which these measures are based can vary from company to company. These measures, by themselves, do not provide a sufficient basis to compare the Group's performance with that of other companies and should not be considered in isolation or as a substitute for earnings or Operating Income

(EBIT) or any other measure as an indicator of operating performance, as an alternative to cash generated from operating activities as a measure of liquidity, or as a substitute for analysis of the Group's operating results as reported under IFRS. The Group does not regard these non-IFRS financial measures as a substitute for, or superior to, the equivalent measures that are calculated in accordance with IFRS.

The following non-IFRS alternative performance measures are presented in this Prospectus:

Alternative Performance Measure	Significance
Adjusted EBIT (EBITA)	The Group considers adjusted earnings before interest and income taxes ("**Adjusted EBIT (EBITA)**") to be a relevant measure to assess the performance of its operating segments as reported in the segment data. It enables the Group to compare the performance of operating segments regardless of whether their performance is driven by the operating segment's organic growth or by acquisitions. To calculate Adjusted EBIT (EBITA), the accounting impact of amortisation and impairment losses on intangible assets acquired through business combinations (including other rights catalogues acquired) is excluded from Operating Income (EBIT).
Adjusted Net Income	The Group considers adjusted net income, an alternative performance measure, to be a relevant measure to assess the Group's operating and financial performance. The Group's management uses adjusted net income (ANI) because it better illustrates the underlying performance of operations by excluding most non-recurring and non-operating items. ANI corresponds to Earnings (losses) attributable to Canal+ Group Owner excluding the following items: • impairment losses on intangible assets acquired through business combinations (including other rights catalogues acquired by the Group's production businesses); • amortisation of intangible assets acquired through business combinations (including other rights catalogues acquired by the Group's production businesses); • amortisation of intangible assets acquired through business combinations related to investments in equity affiliates; • interest on Vivendi loan converted into share capital; • other financial expenses and income, corresponding to capital gains or losses related to divestitures, as well as the revaluation or depreciation of equity affiliates, unconsolidated

companies and other financial investments, the profit and loss related to the change in value of financial assets and the termination or change in value of financial liabilities, which primarily include changes in the fair value of derivative instruments, premiums from the early redemption of borrowings, the early unwinding of derivative instruments, the cost of issuing or cancelling credit facilities, the cash impact of foreign exchange transactions (other than those related to operating activities, included in Operating Income (EBIT)), as well as the effect of undiscounting assets and liabilities (including lease liabilities), and the financial components of employee benefits (interest cost and expected return on plan assets);

- provisions for income taxes on adjustments; and
- non-controlling interest share in adjustments

Revenue at constant currency and scope of consolidation Adjusted EBIT (EBITA) at constant currency and scope of consolidation	The Group presents changes in revenue and Adjusted EBIT (EBITA) on a reported basis, on a constant currency basis and at constant scope of consolidation, and this constitutes an alternative performance measure. Figures presented on a constant currency and constant scope of consolidation basis eliminate the impacts of (i) changes in foreign currency exchange rates (such that the foreign currency exchange rate in the current period is applied to the prior period results) and (ii) changes to the scope of consolidation resulting from acquisitions and disposals (such that the revenues and Adjusted EBIT (EBITA) of the prior period are adjusted to reflect the acquisitions and disposals of the current period). The calculation is made by rebasing the prior period at the business scope and foreign exchange conversion rate of the current period. The Group uses figures prepared on this basis both for internal analysis and for external communication, as it believes they provide means to analyse and explain variations from one period to another based on comparable exchange rates and scope of consolidation.
Cash flow from operations	The Group considers cash flow from operations ("**CFFO**"), an alternative performance measure, to be a relevant measure to assess the Group's operating and financial performance. CFFO is calculated as the sum of net cash provided by operating activities before income tax paid, as presented in the combined statement of cash flows, dividends received from equity affiliates and unconsolidated companies, as well as cash payments for the principal of lease liabilities and related interest expenses, which are presented as financing activities in the combined statement of cash flows. It also includes cash used for capital expenditures, net of proceeds from sales of property and equipment, and

	intangible assets, which are presented as investing activities in the combined statement of cash flows.
Cash flow from operations after interest and income tax paid	The Group considers cash flow from operations after interest and income tax paid ("**CFAIT**"), an alternative performance measure, to be a relevant measure of Group cash flow generated from actual operating activities. CFAIT is calculated as the sum of net cash provided by operating activities, as presented in the combined statement of cash flows, dividends received from equity affiliates and unconsolidated companies, as well as cash payments for the principal of lease liabilities and related interest expenses, interest paid and other cash items related to financial activities that are presented as financing activities in the combined statement of cash flows. It also includes cash used for capital expenditures, net of proceeds from sales of property and equipment, and intangible assets that are presented as investing activities in the combined statement of cash flows.
Cash conversion rate on Adjusted EBIT (EBITA)	The Group considers the cash conversion rate on Adjusted EBIT (EBITA), an alternative performance measure, to be a relevant indicator of the Group's efficiency in converting Adjusted EBIT (EBITA) into cash flows. Cash conversion rate on Adjusted EBIT (EBITA) is calculated as the ratio of Adjusted EBIT (EBITA) to CFFO.

For a reconciliation of the closest measures prepared in accordance with IFRS to the applicable non-IFRS measures, see paragraph 5 of Part XII (*Selected Financial Information*).

6.5 Currency presentation

The Group's financial information is presented in Euro. The abbreviation '(€) million' represents millions of Euro.

6.6 Rounding of figures

Certain financial information presented in tables in this Prospectus has been rounded to the nearest whole number or the nearest decimal place. Therefore, the sum of the numbers in a column may not conform exactly to the total figure given for that column. In addition, certain percentages presented in the tables in this Prospectus reflect calculations based upon the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers. Certain percentage shareholdings have also been rounded and therefore totals of such percentage shareholdings may vary slightly from their actual arithmetic totals.

PART V
MANAGEMENT BOARD AND SUPERVISORY BOARD, COMPANY SECRETARY AND ADVISERS

Role	***Name/ Address***
Members of the Management Board	Maxime Saada Jacques du Puy Anna Marsh Amandine Ferré
Members of the Supervisory Board	Yannick Bolloré Jean-Christophe Thiery Arnaud de Puyfontaine Philippe Bénacin* Xavier Mayer* Robert Bakish* Pierre-Ignace Bernard* Emmanuelle Malecaze-Doublet* Christel Heydemann* Ségolène Gallienne-Frère* Maud Bailly* Martine Studer* * Indicates those persons who will become members of the Supervisory Board ahead of Admission.
Company Secretary	Laëtitia Ménasé
Registered office	50 Rue Camille Desmoulins, 92863 Issy Les Moulineaux Cedex 9, France
Joint Sponsors	Barclays Bank PLC 1 Churchill Place London E14 5HP United Kingdom BNP Paribas, London branch 10 Harewood Avenue London NW1 6AA United Kingdom
Lead Financial Advisers	Bank of America Europe DAC, Paris Branch 51 rue La Boétie 75008 Paris France Barclays Bank Ireland PLC One Molesworth Street D02 RF29 Dublin Ireland BNP Paribas, London branch 10 Harewood Avenue London NW1 6AA United Kingdom BNP PARIBAS 16 boulevard des Italiens 75009 Paris

France

Evercore GmbH
Große Gallusstraße 18
60312 Frankfurt am Main
Germany

Lazard Frères SAS
175 boulevard Haussmann
75008 Paris
France

Co-Financial Advisers	Banque Hottinguer 63 rue de la Victoire 75009 Paris France
	Crédit Industriel et Commercial 6 avenue de Provence 75009 Paris France
	Citigroup Global Markets Europe AG Reuterweg 16 60323 Frankfurt am Main Germany
	Crédit Agricole Corporate and Investment Bank 12 place des Etats-Unis, CS 92547 Montrouge Cedex France
	Goldman Sachs Bank Europe SE, Succursale de Paris 85 avenue Marceau 75116 Paris France
	HSBC Continental Europe 38 avenue Kléber 75116 Paris France
	Natixis 7 promenade Germaine Sablon 75013 Paris France
	Société Générale 29 boulevard Haussmann 75009 Paris France
Other Financial Advisers	Banco Santander S.A. Paseo de Pereda 9-12 Santander Spain
	COMMERZBANK Aktiengesellschaft Kaiserstrasse 16 60311 Frankfurt am Main

	Germany
	Intesa Sanpaolo S.p.A – IMI Corporate Investment Banking Largo Mattioli 3 20121 Milan Italy
	J.P. Morgan SE Taunustor 1 60310 Frankfurt am Main Germany
	Mizuho Securities Europe GmbH Taunustor 1 60310 Frankfurt am Main Germany
Auditor	Deloitte & Associes Tour Majunga, 6 place de la Pyramide 92908 Paris - La Défense Cedex France
Legal advisers to the Company (as to French and US law)	Cleary Gottlieb Steen & Hamilton LLP 2 rue Meyerbeer 75009 Paris France
Legal advisers to the Company (as to English law)	Cleary Gottlieb Steen & Hamilton LLP 2 London Wall Place London EC2Y 5AU United Kingdom
Legal advisers to the Joint Sponsors (as to French and US law)	White & Case LLP 19, Place Vendôme 75001 Paris France
Legal advisers to the Joint Sponsors (as to English law)	White & Case LLP 5 Old Broad Street London EC2N 1DW United Kingdom
Company Share registry	Uptevia

PART VI
OVERVIEW OF THE GROUP

1. BUSINESS

1.1 Overview

A French subscription-TV channel upon its formation 40 years ago, the Group is now a global media and entertainment company with a brand recognised worldwide amongst the Top 50 Most Valuable French Brands (source: Kantar Brandz, 2023). It generates revenues in 195 countries and operates directly in 52 countries across Europe, Africa, Asia, and to a lesser extent in the United States and Americas, with a total of approximately 9,000 employees worldwide. The Group is one of the largest market players in Europe in terms of both revenues and subscribers and is the undisputed leader in French-speaking Sub-Saharan Africa (where the Group is present in almost half of the electrified households); the successful completion of its ongoing mandatory takeover offer for MultiChoice would make it the largest European-based market player worldwide as well as the leader across the African continent. The Group also operates one of the world's largest short-form video streaming platforms with Dailymotion.

As of 31 December 2023, the Group totalled approximately 26.8 million subscribers worldwide, compared to 11 million as of 31 December 2014, illustrating its significant growth over the last decade, despite intensified competition from streaming platforms and other new market entrants, whilst sustaining profitability. In 2023, the Group also achieved a global audience of over 400 million monthly active users on its OTT and video streaming platforms. Financially, the Group has a resilient, profitable and cash generative business model. For the year ended 31 December 2023, the Group recorded €6.2 billion in revenue, €426 million in Operating Income (EBIT) and €472 million in adjusted earnings before interest and income taxes (Adjusted EBIT (EBITA)), up from €5.9 billion in revenue, €355 million in Operating Income (EBIT) and €401 million in Adjusted EBIT (EBITA) for the year ended 31 December 2021. In addition, for the year ended 31 December 2023, the Group recorded €500 million in net cash provided by operating activities and €315 million in cash flow from operations (CFFO).

The Group's overarching ambition is twofold.

First, to provide the best entertainment offer to audiences. The Group does this by deploying a distinctive approach of tailoring its offering to each of its local markets and to the individual preferences of its subscribers through a holistic editorial approach across all genres (including premium live sports, cinema, TV series, documentaries, children's programmes and general entertainment); combining in-house creation and third-party content, local and global content, and live/linear and on-demand content; and through a best-in-class customer experience.

Second, to make its entertainment offer as broadly accessible as possible, in the interest of granting access to cultural content to the greatest number of people, by making its offer available through all transmission technologies (e.g., OTT, IPTV, 5G, DTH) and devices (e.g., connected TVs, dongles, set-top boxes, mobile devices, laptops); by offering commercial options covering a large array of price points and adapted to each local market's economic conditions; by deploying an enlarged commercial distribution network relying on both its own and third-party capacities; and lastly by operating telecommunication services and performance venues in certain territories.

The Group's various businesses include: subscription-TV (live and on-demand, mostly through Canal+ premium offers, including its Canal+ over-the-top or "OTT" platform, but also its stakes in MultiChoice in Africa, Viaplay in Europe, and Viu in Asia); advertising-supported television (through free-to-air or "FTA" channels) and video streaming (through Dailymotion and Viu); content production and distribution (mostly through Studiocanal, its in-house studio) and telecommunication services (through GVA and Canal+ Telecom in the French Overseas). It also operates the iconic performance venues *L'Olympia* and *Théâtre de l'Œuvre* in France and CanalOlympia in Africa where it can capitalise on its artist relationships.

The Group has a longstanding presence in most of its markets and has been a pioneer in many of its businesses. In subscription-TV, the Group launched Europe's first-ever encrypted TV channel in 1984 in France and since then has consistently been a market innovator in TV programming, broadcasting, and distribution. The Group launched its operations in Africa in 1990. Studiocanal was established in 1984 (as "Canal+ Productions") as a pioneering European-oriented film production and distribution studio. Dailymotion was created in 2005 as the first European based online video platform. The iconic performance venue L'Olympia, inaugurated in 1893, celebrated its 130th anniversary in 2023.

Operating primarily in a large and growing European, African and Asian market estimated at €527 billion in 2024, the Group is poised to benefit from attractive underlying trends, with Europe expected to continue to experience growth driven by an increase in the paid video subscription market segment. Meanwhile, Africa and Asia present significant growth opportunities for the Group supported by secular trends. In particular in Africa, a dynamic demographic growth, a growing economy, continued increase in electrification rate, and enhanced broadband penetration are expected to continue to drive market growth.

1.2 Entertainment offering

The Group's first ambition is to provide the best entertainment offer tailored to each of its local markets and to the individual preferences of its subscribers through a holistic editorial model across all genres, combining in-house creation and third-party content, local and global content, and live/linear and on-demand content; as well as through a best-in-class customer experience. The Group recorded content costs of €3.7 billion (expenditure) and €1 billion in technology (expenditure and investments) in 2023.

(A) Holistic editorial model across all genres

The Group provides a unique combination of premium and popular content across all genres: sports, cinema, TV series, documentaries, children's programmes and general entertainment.

The Group offers live broadcasts of major international and domestic sports competitions. The Group is the leading broadcaster (by number of countries) of UEFA football club competitions (and in particular the marquee UEFA Champions League) and the Premier League in football and Formula One™ in motorsports, for all of which the Group has acquired audiovisual rights for more than 50 countries, more than any other broadcaster worldwide. The Group is also a major partner of MotoGP in motorsports. In specific markets, the Group has also sealed long-standing partnerships with local competitions; in football, the Africa Cup of Nations (AFCON), the AFC Asian Cup and Poland's domestic league, Ekstraklasa; in rugby, France's domestic leagues, Top 14 and Pro D2; and in motorsports, Poland's highly popular Speedway Ekstraliga. The Group also broadcasts premium competitions in key sports such as: the PGA Tour, the European Tour and LIV Golf in golf, the ATP and the WTA Tour in tennis, the NBA in basketball, and the Ultimate Fighting Championship ("**UFC**") and the Professional Fighters League ("**PFL**") in mixed martial arts ("**MMA**"). These broadcasts are available on the Group's linear channels as well as on its Canal+ OTT platform, live and on-demand.

The Group also offers premium films from US major studios (Disney, Warner Bros., Universal, Sony and Paramount) as well as local films (the Group is a leading partner of the local cinema industry in France, Poland and Africa). Studiocanal finances and distributes about 80 films per year, of which approximately 20 are also produced by Studiocanal, across all genres: action, prestige drama, romance, comedy, animation and horror.

The Group offers TV series through its own Canal+-branded Originals which are highly recognised locally and internationally (e.g., "*The Bureau*", "*Versailles*" and "*Spiral*" in France; "*Raven*" in Poland; "*Invisibles*" in Ivory Coast; "*Tiger Mom*" in Vietnam) as well as a selection of international series from major providers (such as AppleTV+ or Paramount's Showtime) and independent ones. In addition, Studiocanal produces about 15 series per year for the Group as well as for third-party international and local broadcasters and streaming platforms.

Lastly, the Group offers a wide range of additional content including documentaries (such as "*Un1que Victor Wembanyama*", "*Karl Lagerfeld*" and "*Giroud*"), children's programmes and general entertainment (including unscripted shows, concerts and comedy shows).

(B) *Content creation and channel publishing*

The Group produces thousands of hours of content annually for its in-house subscription-TV and advertising-supported channels as well as its Canal+ OTT platform, including close to 4,000 hours in Africa and more than 3,500 hours in France. This includes 200 films, 80 TV and original series and more than 5,400 hours of unscripted TV shows (such as sports and entertainment shows) as well as documentaries. The Group is recognised for its creation of outstanding premium content, such as the Canal+-branded Originals, which are renowned for being at the cutting edge of TV series and which have received a number of awards including International Emmy awards, Golden Globes and *Séries Mania* awards. The Group has also demonstrated a strong commitment to sustainability in its productions, as exemplified by the green certification "*ECOPROD*" for which the Group is a cofounding partner. The Group targets having all of its Canal+ Originals in France certified ECOPROD in 2024.

In addition, Studiocanal, the Group's in-house studio, produces and distributes feature films and television series. As a producer, Studiocanal delivers around 20 films and 15 series annually. The studio has established itself as a leader in content creation with first-class production capabilities worldwide. Studiocanal financed and produced the highest-grossing independent family franchise in history, "*Paddington*", a Studiocanal IP. The franchise's two films garnered over $500 million in global box office receipts (with the third film scheduled for release from November 2024). In addition, the studio was behind the action hit "*Non-Stop*" that grossed over $200 million in global box office receipts, as well as the recent musical hit "*Back to Black*" that opened number one in eight countries during its theatrical release. Studiocanal's films and series productions have been widely recognised, as demonstrated by the more than 80 films awards (including eight Oscars, 17 Cannes awards and 51 *Césars*) and 25 series awards (including eight Emmy awards and five BAFTA awards) won by the studio. Studiocanal's eclectic production line-up is rich with unique, powerful stories that pioneer diverse points of view for a modern audience including, for example, through its strong commitment to women's empowerment in supporting female directors and script writers. In 2023, 54% of films financed by Studiocanal were written by women and Studiocanal set up a €1 million fund to further support women in script writing. In addition to Studiocanal, in 2023 the Group's Canal+ premium subscription channels in France financed 32% of French films directed by women, up from 23% in 2021; and amongst first directed films within French films, 51% of them, financed by the Group's Canal+ premium subscription channels, were directed by women, up from 33% in 2021.

Studiocanal owns a prestigious film library, including extensive remake rights, with more than 9,400 titles from more than 60 countries, covering 100 years of motion picture history, gathering 80 world renowned awards (70 Oscar titles and 18 Cannes' *Palmes d'Or*), and including major titles such as "*Rambo*", "*Apocalypse Now*", "*Terminator*", "*Bridget Jones*", "*Basic Instinct*", "*Mulholland Drive*", "*Escape from New York*", "*La Grande Vadrouille*" and "*The Father*".

The Group has developed a strong network of talent relationships, particularly thanks to its presence across all formats (films, series, unscripted, short formats and shows) and content distribution channels (theatrical, TV as well as performance venues). Dailymotion has also empowered an extensive network of 5,000 publishers and professional creators for content creation on its video streaming platform.

The Group publishes approximately more than 130 channels worldwide across its markets, offering content to subscribers both as live linear channels and in a non-linear, on-demand format. These channels include:

- premium subscription-TV channels, particularly the flagship "Canal+" channels that feature premium live sports (such as the UEFA Champions League, the Premier League, Formula One™ and MotoGP), films (including content from US major studios, such as Disney, Warner Bros., Sony Pictures, Universal Studios, and Paramount Studios) and TV series content (including Canal+-branded Originals and top international series), as well as documentaries, children's programmes and general entertainment;
- themed subscription-TV channels covering a wide range of genres (e.g., cinema, fiction and drama, travel and discovery, comedy, children's programmes); and
- general and entertainment advertising-supported channels (like C8 and Cstar in France; A+ Ivoire and A+ Benin in Africa; and Stopklatka in Poland) as well as an advertising-supported news channel in France, CNews, which was the leading news channel in terms of audience in September 2024.

(C) *Content acquisition and aggregation*

The Group acquires premium international content to include directly in its premium channels. As noted above, this notably includes broadcast rights to major live sports events and output deals with US major studios, securing access to their content and in particular their blockbuster films.

As part of its subscription offers, the Group also makes additional third-party content available along with its own-produced and acquired content, a concept referred to as "aggregation", so as to provide subscribers with access to the broadest range of content. This includes:

- linear channels, including both local and international advertising-supported FTA channels (such as France Télévisions channels, TF1 and M6 in France and Polsat, TVN and TVP in Poland) and subscription-TV channels (such as beIN Sports channels, Walt Disney channels such as Disney Channel and National Geographic, Warner Bros. Discovery channels such as Warner TV, Discovery Channel and Eurosport, and ViacomCBS channels such as Paramount Channel and Nickelodeon); and
- major global and local streaming platforms like Netflix, AppleTV+, Disney+, MAX and Paramount+ (either on an "ingested" or an "app-to-app" basis).

The Group's commercial and technical aggregation (i.e., hard bundling in its subscription offers as well as content ingest in the Canal+ OTT platform) of third-party channels and streaming platforms is highly differentiating, as third-party channels and streaming platforms engage only to a very limited extent in such strategies with each other (for instance, Netflix with Disney+ or Disney+ with AppleTV+). Furthermore, the Group's streaming services aggregation strategy enables it to leverage on the streaming platforms' rapid growth and their increasing penetration within households to attract new customers to the Group.

Dailymotion aggregates short-form videos on its platform (accessible on its website or the Dailymotion application) in particular through deals with major content providers worldwide (such as Time, Euronews, Le Monde and Radio France in France, El Pais in Spain, Il Corriere della Sera in Italy and Hearst Media and Condé Nast in the United States).

(D) *Local and global content*

The Group strategically combines the best local and global content in its various packages to cater to the diverse demands and preferences of its audience across different regions. Examples of the Group's local content include Canal+ "*Créations Originales*" series (highly recognised locally and internationally as noted above), local sports (such as the Top 14 and Pro D2 domestic rugby leagues in France, the Ekstraklasa domestic football league and speedway in Poland, and the Basketball Africa League and the PFL Africa MMA league in French-Speaking Sub-Saharan Africa) and local theatrical films (such as in France, 2023 Cannes Film Festival's Palme d'Or winner "*Anatomy of a Fall*" amongst more than 200 French films offered annually). The Group is a major partner of local creation: it is the leading partner of the local cinema industry in France and Poland and a leading contributor to African cinema. This provides the Group with a steady flow of locally produced films, also contributing to the diversity of its film programming. The Group is committed in its production activities to attract and nurture "early stage" talent. Similarly, the Group supports the local African entertainment industry by creating a virtuous circle of content production, with close to 4,000 hours of content produced annually.

The Group is a major publisher of local channels in all of its markets. In Sub-Saharan Africa, the Group publishes circa 30 channels designed for African audiences. These include themed channels in local languages such as Wolof, Lingala, Kinyarwanda, Malinke, Fulani and Malagasy, as well as thematic channels like Nollywood TV. Similarly, the Group publishes locally approximately 30 channels in France, more than 60 channels in Central and Eastern Europe, as well as around 20 channels in Asia.

In addition, Studiocanal is a major producer of local theatrical films (such as in France with "*Sink or Swim*", screened out of competition at the 2018 Cannes Film Festival, and

"*The Animal Kingdom*", premiered at the 2023 Cannes Film Festival and winner of six César Awards in 2024) and local TV content (with a network of 15 production companies in eight territories) in its markets.

Finally, on the Dailymotion platform and its mobile apps, the content made available locally by more than 5,000 publishers finds a global reach, thanks to the availability of the streaming service in 191 countries and the captions features powered by AI in 17 languages.

In addition to local content, the Group offers an extensive array of premium and attractive international content, including, as noted above, highly popular international sports competitions, major films and series from renowned studios and streaming services. This also includes English-speaking global productions from Studiocanal of theatrical films (such as the "*Paddington*" film series, "*Back to Black*" and "*Non-Stop*" as noted above) and TV series.

(E) *Live/linear and on-demand content*

The Group delivers content in both linear (in particular drawing from its subscription-TV and advertising-supported channels heritage and present but also more recently on digital OTT channels) and non-linear (on-demand content accessible in particular on its subscription-based Canal+ OTT platform, as well as on the Dailymotion advertising-supported platform). The Group broadcasts more than 2,000 channels simultaneously and offers more than 870,000 content units on-demand at any time with regards to its subscription-TV business.

This includes the highly differentiating capabilities of delivering live content on OTT on the Canal+ platform (which is available in more than 30 countries and can be watched by up to 2.5 million subscribers simultaneously) and Dailymotion, which only a limited number of players (be they traditional subscription-TV and advertising-supported players or OTT and streaming platforms) are able to offer to customers.

(F) *Customer experience*

The Group has internally developed specific and key technology assets for OTT broadcasting to offer its subscribers the best possible experience. Its main OTT platform, the Canal+ platform, is a state-of-the-art proprietary subscription-TV streaming service that enables live and on-demand streaming on all devices to the highest quality standards, including 4K High Dynamic Range ("**HDR**") resolution and Dolby Atmos. The Canal+ platform also offers a wide range of features, such as Start-over, Multi-live, and Expert Mode, ensuring a superior viewing experience for users. As of the end of 2023, the Canal+ platform had almost 15 million monthly users and was used by 80% of the Group's subscriber base (with access to the Canal+ platform) in certain of its markets with high OTT penetration such as France.

Dailymotion operates its proprietary global video platform with a state-of-the-art video player. The Dailymotion player focuses on both horizontal video experience (in terms of screen orientation) and short vertical videos; in particular, its applications have been developed for short vertical videos with the aim to improve the interaction between video creators and their communities. The platform was fully revamped in 2023 to cater to a younger audience and prioritise safety by granting a safe space for all audiences with no spam, no explicit content and no excessive violence throughout the feature set (e.g., content, comments, avatars, usernames). Dailymotion has been a pioneer in the streaming landscape since its inception, releasing tools and features to the open-source community that have become market standards (such as the hls.js library, VAST parser, and the thumbnail preview for fast video seeking). Moreover, the Group is committed to reducing the carbon footprint of the Canal+ and Dailymotion platforms by introducing important innovations to improve energy efficiency (e.g., smart video loader for lower data used on video streaming; carbon footprint score; eco-friendly advertising formats).

The Group uses satellite (i.e., Direct-To-Home (DTH)) broadcasting across all its territories, collaborating with major satellite broadcast providers and relying on its deployed proprietary set-top boxes. The Group continuously works to add new innovative features (e.g., High Efficiency Video Coding, 4K HDR, Dolby Atmos) while optimising costs for customers. The Group also provides a converging experience on Internet Protocol Television (IPTV) (through partnerships with ISPs) and Digital Terrestrial Television (DTT) (mostly in France, Myanmar and Africa), deploying these technologies as relevant in each territory.

1.3 Entertainment offering distribution

The Group's second ambition is to make its entertainment offering as broadly accessible as possible. It does this by getting close to each subscriber by utilising all distribution technologies and embracing all major device types for both its subscription-based and advertising-supported offers. The Group offers consumers access to content at a wide array of price points which are adapted to the economic conditions of each local market. The Group employs a large commercial distribution network, bolstered in certain markets by its telecommunication services and performance venues.

(A) Technology

The Group relies on proprietary technology platforms for most of its operations (e.g., programming, broadcasting, OTT and video streaming platforms, customer relationship management, advertising sales) which is a strong attribute of the Group's approach and a key enabler to make its offer as broadly accessible as possible. The Group provides cross-technology offers, which are accessible through a full range of connectivity means, including OTT, IPTV, DTH, cable and DTT, as well as 3G, 4G and 5G. The Group has developed extensive in-house expertise and know-how in broadcasting live and on-demand content over its 40 years of experience.

The Group's offers are accessible through a wide range of devices (including connected TVs, dongles, set-top boxes, smartphones and tablets, laptops, video game consoles and connected cars) and operating systems (including Google's AndroidTV and GoogleTV, Apple's iOS/tvOS, Microsoft's Windows, Amazon's Fire OS, LG's WebOS, Hisense's Vidaa OS and Philips' Titan OS). The Canal+ OTT platform in particular is available on approximately 30,000 types of devices.

The Group uses technology to make its content accessible to the greatest number of people including people with disabilities, as demonstrated by its "Dystitles" subtitles, which are adapted for dyslexic viewers using a font that mimics how dyslexic individuals perceive letters. In addition, the Group also uses technology to bring a different, virtuous approach to content recommendation, as highlighted by Dailymotion's new algorithm, developed as a positive alternative to existing social platforms, which prioritises exploration over optimisation, providing users with diverse and relevant content from a variety of sources, and features designed to encourage users to exchange differently and to interact with each other with more benevolence. This approach aims to promote discovery, serendipity, and the exploration of new topics, rather than reinforcing existing preferences or biases.

(B) Advertising-supported television and video streaming

The Group operates advertising-supported businesses, including FTA TV channels and Dailymotion's video streaming platform, making the content offered on these media freely available to anyone. In particular, the Dailymotion player is available on its website and application, as well as on a wide range of third-party websites.

In most geographies, the Group supports its advertising-supported television and video streaming operations with its own advertising sales platform. The Group sells advertising for its FTA in-house channels, as well as its subscription-TV in-house channels and the Canal+ OTT platform (which has addressable TV advertising capabilities), and also provides advertising services to third parties, e.g., currently UGC, Free and MAX in France. Dailymotion operates its own advertising sales agency which offers a proprietary platform (referred to as supply side platform (SSP)) directly connected to the world's leading publishers and accessible through programmatic purchasing from the market's major platforms (referred to as demand side platforms (DSP)). Dailymotion's advertising sales agency services cover every aspect of the video activation journey, from the conception of tailored strategy to the development of video campaigns and the production of attention measurement reports and recommendations.

(C) Commercial offers

The Group offers subscription packages to both individual and business subscribers, tailored to market demand, making them accessible to a broad audience. With a wide range of pricing options adapted to local conditions and individual means, the Group provides attractive and varied entertainment packages, enabling it to target different market segments. In mainland France, entry-level packages (e.g., the "TV+" package starting at €2 per month) aim to make Canal+ accessible to a wide audience, and premium packages cover a range of price points and contents (e.g., from the Canal+ Basic Package priced at €27.99 and starting at €19.99 per month (for new subscribers with commitment), up to the Canal+ Friends and Family package priced at €79.99 per month) (after initial discounted period for new subscribers with commitment). The Group also has dedicated offers for the youth segment (i.e., under 26 years old), making accessible the premium packages with a 50% price discount and no contractual commitment. In Africa, the Group offers entry-level packages (e.g., Access), mid-market packages (e.g., Evasion), and premium packages (e.g., Evasion+). The Group adopts a similar approach in each of its markets.

The Group's packages offer an attractive value for money proposition to its customers. For example, in mainland France, the "Canal+ Ciné Séries" package, aggregating the Group's Canal+ premium channels (including live sports, cinema, TV series, documentaries and general entertainment), themed movie channels "Ciné+ OCS" and access to multiple streaming platforms (most notably Netflix, AppleTV+, MAX and Paramount+), is available for €39.99 per month (even starting at €29.99 for new subscribers with 2-year commitment); whereas subscribing to all of these services individually would cost close to €90 per month. The same package (labelled "Rat+") is even offered to young (18-25 year old) viewers for €19.99 per month during specific commercial periods. While the Group's offers are tailored to each market in terms of content and pricing to ensure they are as broadly accessible as possible, the Group continually updates its offerings and pricing strategies to enhance value for customers and drive subscriber acquisition, loyalty and engagement.

(D) *Commercial distribution*

In subscription-TV, the Group's long-preferred distribution model across its geographies is direct-to-consumer or "DtoC" distribution, which brings client proximity through direct touchpoints, improved efficiency in client management (such as retaining potential churning subscribers and offering upgrades), and access to and ownership of client data. The Group distributes its products via online distribution, contact centres and retail distribution as well as through third-party distributors. Principal amongst the latter are ISPs, with whom the Group has multi-year agreements under which they distribute the Group's subscription packages to their subscribers while the Group maintains a direct relationship with the subscribers. The Group has such agreements with the main ISPs in its various markets (e.g., in France with Orange, SFR, Free and Bouygues Telecom; in Poland with Orange and Play; in Austria with A1; in Africa with Orange and MTN and in Vietnam with FPT, Viettel and VNPT). In addition, the Group also relies on third-party retailers (e.g., FNAC-Darty in France).

The Group complements its DtoC approach with a targeted wholesale distribution strategy, which involves ISPs integrating part of the Group's content into their own packages in return for a licence or carriage fee. The Group has agreements in this respect with major ISPs in several of its markets: France (Free); Poland (Polsat, Orange, UPC, Play, Vectra and INEA); the Czech Republic and Slovakia (T-Mobile, O2 and DIGI); and Vietnam (VTVCab and VieON).

For the purposes of its B2B distribution, the Group relies in part on its own subsidiary Thema, a distributor of subscription-TV channels, YouTube channels and non-linear content to cable, IPTV, DTH, mobile and OTT operators. For instance, "Thema Distribution" handles the distribution and sale of African productions and co-productions in Africa and internationally, with a catalogue including over 5,000 hours of diverse content primarily from Africa.

In content distribution, in addition to its in-house productions, Studiocanal acquires third-party films and series for distribution. Including both in-house and third-party content, Studiocanal distributes over 80 new films and 21 new series annually, with worldwide reach. Studiocanal distributes directly in nine major European markets (France, the UK, Ireland, Germany, Austria, the Netherlands, Belgium, Luxemburg and Poland) as well as in Australia and New Zealand. In other markets, the studio sells its content to an extensive network of local distributors, channels and platforms. In markets where it operates directly, Studiocanal distributes films directly to theatres and optimises all other media rights thereafter, working with all major television channels (e.g., TF1, M6, France Télévisions, iTV, BBC, SBS, ZDF, Pro7, TVP and VRT) and streaming platforms (e.g., Netflix Amazon Prime Video and AppleTV+). In TV distribution, Studiocanal manages the worldwide distribution of its own productions as well as the distribution of all Canal+ Originals series and works as well with all major television channels and streaming services. The rapid growth of streaming services has provided Studiocanal with increasing demand for its content and, in turn, major streaming platforms such as Netflix and AppleTV+ have become significant commercial partners of Studiocanal.

(E) *Telecommunication services*

The Group owns and operates Fibre to the Home (FTTH) networks in the French Overseas with Canal+ Telecom and will do so in Africa with GVA upon completion of the latter's pending transfer from Vivendi, which remains subject to certain conditions. Canal+ Télécom is a leading ISP in the French Overseas; it provides FTTH services in

Guadeloupe, Saint Martin, Saint Barthélemy, Martinique, French Guiana, and La Réunion under the "Canalbox" brand. GVA is one of the main FTTH players in Sub-Saharan Africa, operating in 13 cities in eight countries as of year-end 2023. The Group also provides internet, television and Voice Over Internet Protocol (VOIP) services for customers in Belgium (where it services a small historical base only), and in the Netherlands with Online.nl, which is operated by M7, and mobile virtual network operator (MVNO) services in Poland.

(F) *Performance venues*

The Group operates performance venues, specifically L'Olympia, the iconic concert venue in Paris, Théâtre de L'Œuvre, an historic and vibrant theatre in Paris, and CanalOlympia, a network of live and screened entertainment venues in French-speaking Sub-Saharan Africa.

2. HISTORY OF THE GROUP

The Group started its life as a media company in 1984 with the launch of France's first subscription-TV channel, Canal+. Since then, the Group has significantly expanded its operations in France and internationally, continuously innovating in the media and entertainment industry. Both organically and through strategic acquisitions and partnerships, the Group has developed a diverse portfolio of services to meet the evolving demands of its audience in both mature and emerging markets.

Key Events and Dates:

18 October 1984	The Group launches "Canal+ Productions" (the predecessor of Studiocanal), as the Group's film production and distribution subsidiary.
4 November 1984	The first national broadcast of "Canal+" in France marks the creation of the country's first subscription-TV channel, initially attracting 184,000 paying subscribers.
November 1986	With more than 1 million subscribers, the Group achieves profitability for the first time.
October 1987	The Group reaches more than 2 million subscribers.
November 1989	The Group reaches more than 3 million subscribers.
18 April 1990	The Group launches Canal+ horizons in French-speaking Africa.
14 November 1992	The Group launches "Canalsatellite", the first analogic multichannel service via satellite, with seven channels in France.
2 December 1994	The Group launches the subscription-TV channel "Canal+" in Poland.
4 November 1999	The Group launches I-Tele (now CNews), its first 24/7 news TV channel.
1 September 2001	Vivendi International acquires L'Olympia (the iconic Parisian performance venue inaugurated in 1893).

1 March 2005	Dailymotion is launched (and subsequently acquired by Vivendi in 2011); Dailymotion joins the Group in 2024.
31 March 2005	Direct 8, the Group's first full FTA channel, is launched (and later acquired by Vivendi) on the French DTT network.
12 October 2005	The Group launches the Canalplay website, enabling the legal download and streaming of videos, including films and series.
1 December 2006	Studiocanal acquires the Optimum studio in the UK.
May 2007	The Group acquires TPS, a French company offering subscription television packages via satellite, and becomes the leading DTH player in France. The Group reaches more than 10 million subscribers.
12 June 2009	The Group expands to Vietnam with the launch of VSTV, a joint venture between the Group and VTV, followed a year later by the introduction of the "K+" bouquet with 50 channels.
5 September 2011	The Group acquires Bolloré Media (including Direct 8 and Direct Star FTA channels).
10 January 2012	Studiocanal becomes the majority shareholder in Tandem Communications in Germany.
9 December 2013	The Group launches its OTT platform, then-called "myCANAL".
10 February 2013	The Group acquires Mediaserv, which becomes "CanalBox", the Group's first telecommunications business operating in the French Overseas.
28 September 2015	The Group launches CanalOlympia, building and operating event venues in Africa.
3 July 2015	Maxime Saada is appointed Chief Executive Officer of the Group.
1 October 2017	GVA finalises its first deployment of FTTH, in Libreville (Gabon).
2017	The Group expands in Myanmar by entering into a partnership with Forever Group.
12 September 2019	The Group expands in Central Europe and Benelux with the acquisition of M7. The Group reaches more than 20 million subscribers.
16 September 2019	The Group enters into a partnership agreement with Netflix covering France and Poland; Netflix becomes the first streaming platform aggregated within the Group's offers.
2020	The Group started to acquire shares in MultiChoice.
17 March 2022	The Group acquires a 70% stake in SPI, strengthening M7 and its presence and capabilities in Central Europe; the Group acquires the remaining stake in 2023.

14 April 2023	The Group enters into a partnership agreement with AppleTV+, aggregating the AppleTV+ content into its Canal+ OTT platform.
21 June 2023	The Group acquires a 26.1% stake in Viu, a leading OTT platform player in the Asian market; it increases its stake to 30% in January 2024, to 36.8% in June 2024 and to 37.2% in October 2024.
12 July 2023	The Group acquires a 12% share in Viaplay, a leading Nordic streaming and subscription-TV player; it increases its stake to 29.3% in February 2024.
31 January 2024	The Group acquires all shares held by Orange in OCS and in Orange Studio.
8 April 2024	The Group initiates a mandatory tender offer to acquire all the issued shares of MultiChoice that it does not already own.

PART VII
MARKET DESCRIPTION

The information in this Part VII (*Market Description*) relating to the Group's markets, and particularly their size and growth perspectives, is primarily derived from the third-party sources referenced in this Part VII (*Market Description*) and in paragraph 4 of Part IV (*Presentation of Financial and Other Information*).

The Group operates downstream in the global media and entertainment market, which encompasses a wide variety of activities including subscription-based video services (pay-TV and SVOD) and advertising (discussed in the first section below) as well as upstream in the content production and distribution market (discussed in paragraph 2 of this Part VII (*Market Description*)).

1. GLOBAL MEDIA AND ENTERTAINMENT MARKET

In the discussion below, "Global Media and Entertainment Market" refers to revenue generated from end-customer subscription fees in exchange for video services (i.e. pay-TV and SVOD) as well as advertising revenue generated from both traditional TV and online video platforms.

Key terms used in the description of the Group's markets are:

- Advertising-Based Video On Demand (AVOD): Advertising-financed on demand video service where advertisements can appear before (pre-roll), during (in-roll) or after (post-roll) the content.
- Direct to Home (DTH): TV broadcasting services delivered via satellite directly to viewers' homes, typically using a set-top box.
- Digital Terrestrial Television (DTT): TV broadcasting technology using ground-based antennas to deliver digital content.
- Free Ad-Supported Streaming Television (FAST): Digital platforms offering free linear video content supported by advertisement. This model essentially mimics the traditional linear TV channel model, but is delivered through internet, allowing audiences to access diverse content at no direct cost, with revenue generated from advertisements.
- Free-To-Air (FTA): Television services (e.g., channels) providing content, usually linear, without requiring a subscription. Funding typically comes from advertising sales and/or third-party (such as government) support.
- Fiber-To-The-Home (FTTH): Installation and use of optical fibre from central network to individual buildings to provide high-speed internet access, enabling streaming of high-quality video services for instance.
- Hybrid Video On Demand (HVOD): Revenue model for video streaming platforms that combines multiple income streams, such as subscriptions (SVOD), advertising (AVOD), and transactional streams (TVOD).
- Over-The-Top (OTT): Media services delivered directly to viewers via internet.
- Pay-TV: Television services, usually with a linear component, for which users pay a fee through a closed, managed platform.
- Subscription Video On Demand (SVOD): On demand content provided to users paying a subscription fee, typically monthly, to access a catalogue of content.

Traditionally, SVOD does not include a linear component (i.e., no live channel is provided).

- Transactional Video On Demand (TVOD): On-demand content available to users for a one-time fee, allowing them to view, rent, or purchase content without the need for recurring subscription fees.

1.1 Market Overview: A Large and Growing Global Media and Entertainment Market Poised to Benefit from Attractive Underlying Trends

(A) Market Size and Growth

Global Media and Entertainment Revenues (EUR billion; 2019-2024) – All geographies (source: Dataxis)

	2019	2024	CAGR 19-24
Subscription-based	230.0	278.2	**+3.9%**
Advertising-based	159.1	249.1	**+9.4%**
Total	**389.2**	**527.4**	**+6.3%**

(i) Subscription-based Video Market: A Large and Growing Market

The global paid video subscription market, which includes subscription-based pay-TV and SVOD, is estimated at €278 billion in 2024.

Canal+ markets (EUR billion; 2019-2024) – 61 countries (source: Dataxis)

	2019	2024	CAGR 19-24
Subscription-based	26.0	35.6	**+6.5%**

The Group operates mainly in 36 countries[1] directly and 25 additional countries[2] indirectly through its equity-method accounted investee entities (i.e., MultiChoice, Viaplay and Viu) (hereafter “the Canal+ markets”) leading to a serviceable market (SAM) outlined below and described hereafter. In the Canal+ markets, the paid video subscription market is estimated at €35.6 billion in 2024.

(ii) Advertising-based Video Market: A Dynamic Market Shifting to Online

The global video advertising (i.e., traditional TV and online video advertising) market is estimated at €249 billion in 2024. (Source: Dataxis for traditional TV advertising data and PWC’s “Media Outlook 2024” report for online video advertising data).

[1] Countries where the Group is present on the pay-TV market (i.e., excl. Studiocanal and Dailymotion): Austria, Belgium, Benin, Burkina Faso, Burundi, Cameroon, Central African Republic, Chad, Comoros, Czech Republic, Democratic Republic of Congo, Congo, Equatorial Guinea, France, Guinea, Guinea-Bissau, Gabon, Ghana, Haiti, Hungary, Ivory Coast, Madagascar, Mali, Mauritania, Mauritius, Myanmar, Netherlands, Niger, Poland, Romania, Rwanda, Senegal, Slovakia, Switzerland, Togo, Vietnam.

[2] Additional countries where MultiChoice, Viaplay or Viu are present on the pay-TV market: Angola, Botswana, Denmark, Eswatini, Ethiopia, Finland, Hong-Kong, Iceland, Indonesia, Kenya, Lesotho, Malawi, Malaysia, Mozambique, Nigeria, Norway, Philippines, Singapore, South Africa, Sweden, Thailand, United Republic of Tanzania, Uganda, Zambia, Zimbabwe

As a subpart of the global video advertising market, the "online video advertising"[3] market includes revenues from AVOD platforms, FAST services, and, more broadly, advertising-supported platforms, including HVOD-related advertising revenue. Based on PWC's "Media Outlook 2024" report, such market is projected to show particularly strong momentum over the next 4 years.

The Group's AVOD platform, Dailymotion, operates in the online video segment only, and is exposed to the advertising-based video market. It is accessible worldwide reaching customers across 191 countries, generating most of its revenues in the following countries: Brazil, France, Italy, Singapore, Spain, Sweden and the United States.

(B) *Key Global Trends*

Several key global trends are driving projected market growth:

- Increased fixed and mobile broadband penetration: In the Canal+ markets, the number of "high-speed"[4] connections grew by 44% between 2016 and 2022, rising from 19 to 27 connections per 100 households.[5]
- Increased usage of connected devices and increased video consumption: Based on Omdia, average daily video consumption, across all formats (TV, mobile devices, desktop/laptop, connected TV), increased by 56% from 2016 to 2024, reaching 10 hours per day in key markets such as the US, Canada, Japan, China, South Korea, India, Germany, the UK, and France (up from 6 hours in 2016).

Furthermore, in the context of rising interest rates and following years of investment in the race to achieve critical mass and scale, pay-TV operators and global OTT platforms are now prioritising profitability. As a result, they are making strategic adjustments to both their operational and revenue models. These adjustments include:

- Regular subscription price increases;
- Introduction of more accessible hybrid offers (HVOD) partially supported by advertising;
- Implementation of account-sharing restrictions;
- Tighter control over content spending including (i) reducing the volume of content produced or acquired in certain content categories; (ii) focusing on more cost-effective content production, especially for local content; and (iii) using sub-licensing arrangements for third party rights to alleviate cost pressures and create additional income sources;
- Rationalisation of international expansion investments (e.g., Starz withdrawing from most of its international markets);
- Diversification efforts: As growth in the most mature and largest OTT markets has been slowing, some OTT players are actively pursuing diversification

[3] "Video internet advertising" segment, including "in-stream" (related to content) and "out-stream" (not directly related to content) video advertising.

[4] High-speed internet access refers to a TCP/IP connection with downstream speeds of 256 kbits or higher. This includes cable modems, DSL, fiber-to-the-home/building, other fixed (wired) broadband subscriptions, as well as satellite and terrestrial fixed wireless broadband connections.

[5] Based on publicly available data of the International Telecommunication Union, a United Nations agency. See "The affordability of ICT services 2023" dated March 2024.

strategies. For example, Netflix has expanded into video gaming, while DAZN has ventured into sports betting; and

- Increase in the number of distribution partnerships and bundles. For example, in France, the Group bundles the Pack Canal+ Ciné Séries, which includes Canal+ pay-TV channels as well as partner platforms such as Netflix, AppleTV+, Ciné+ OCS, Max, and Paramount+.

(C) *Overall Competitive Landscape*

The global competitive landscape in the media and entertainment industry has been evolving, with various players adapting to shifting market dynamics. The main categories of competitors in the Global Media and Entertainment Market include:

- Established global SVOD platforms (or streamers) such as Netflix, Prime Video, Disney+, MAX, Paramount+ and Apple TV+;
- Local or pan-regional pay-TV operators, with a strong presence in their domestic markets, such as Sky, Movistar Plus+ Cyfrowy Polsat and Direct TV;
- Telecom operators offering in-house video subscription services or bundling third-party services, commonly as part of a wider "home" offering such as triple play services (i.e., fixed telephony, broadband and TV);
- Local or pan-regional Free-to-Air operators, which have been increasingly developing digital services to compensate for the declining linear TV advertising market (such as CBS, M6, RTL, ProSiebenSat.1 and ITV);
- FAST operators providing free, ad-supported streaming television, including Roku and PlutoTV; and
- Advertising-supported video platforms, such as Meta, TikTok, Twitch, YouTube.

1.2 European Subscription-based Video Market

(A) *Market Size and Growth Drivers*

Europe Subscription-based Revenues (EUR billion; 2019-2028) (source: Dataxis)

	2019	2024	CAGR 19-24
Total Europe	44.4	59.0	**+5.8%**
Canal+ European territories	13.4	19.9	**+8.2%**
Canal+ European territories & Viaplay territories	17.8	24.7	**+6.8%**

The paid video subscription market (i.e., subscription-based Pay TV and SVOD) is estimated at €24.7 billion in the Group's European markets.[6] [7] This market is expected to grow at an average annual rate of +2.3% over the 2024-2028 period.

Historically, market growth in Europe has been primarily driven by the increasing number of households subscribing to video entertainment services. More recently, the

[6] Markets where Canal+ operates in Europe: Austria, Belgium, Czech Republic, France, Hungary, Netherlands, Poland, Romania, Slovakia, Switzerland; and countries considered as adjacent to French territories: Comoros, Haiti, Mauritius.

[7] Additional markets where Viaplay operates: Denmark, Finland, Iceland, Norway, Sweden (excluding the markets where only Viaplay Select is distributed).

introduction of OTT streaming services with a new customer proposition – with attractive pricing, focusing on series and movies, no contracts or set-top box required, on-demand content, and the ability to use multiple accounts under one subscription – has become a key growth driver, significantly contributing to market growth and development. For instance, based on the Group's internal market surveys, the combined penetration of pay-TV and SVOD offers in the French market has surged, doubling from approximately 35% in 2016 to 71% in 2024. This increase coincides with the launch of major streaming services, beginning with Netflix in 2014, followed by Amazon Prime Video in 2016, Disney+ in 2020, Paramount+ in 2022 and MAX in June 2024. According to Dataxis, subscribers have an average of 3.5 subscriptions per household in France and in Europe.

In terms of value, while European pay TV operators had to adapt and transition to digital in response to the entry of US streaming platforms, they have not experienced the significant "decay rate" observed in the US market. In the United States, the pay-TV market declined from €102 billion at its peak in 2016 to €83 billion in 2024. Meanwhile, streaming subscription revenues grew from €8 billion to €68 billion and vMVPD[8] subscription revenues grew from zero to €18 billion during the same period. This is mainly due to the specific structure of the US market where in a given region, until the emergence of DTH TV, the only option to access a 200-channel bundle was to purchase it from the local cable operator. It is estimated that in Europe Home entertainment spend has almost quadrupled from $11 billion in 2016 to $41 billion in 2024 (source: Omdia "Home Entertainment Intelligence Database", August 2024).

Even with DTH, the US market continued to face limited competition in many regions. As large channel bundles became more common, the average pay-TV ARPU remained high, exceeding €83 – around three times higher than the average ARPU in the largest European markets.

While the pricing gap of US pay-TV and streaming platforms has narrowed as streaming platforms have gradually increased their prices, the gap remains very substantial and explains the "decay rate" observed in the US market (with a further acceleration in 2022 and 2023). This trend has been less pronounced in Europe where the pricing difference between pay-TV and streaming platforms has never been large enough to fuel the significant "cord cutting" phenomenon experienced in the United States. Moreover, European pay-TV operators were early to transition to offer on-demand digital content through dedicated apps to their subscribers. This was particularly true in France which was amongst Europe's first countries to introduce broadband (with FTTH reaching a penetration rate of 71% in 2024 based on Dataxis).

(i) Demographics

Based on the United Nations' "World Population Prospects 2024" (as of July 2024), the total population of Europe (excluding Russia and Belarus) is 591 million, with 252 million households.

The Group's European markets[9] represent a total population of 227 million people in 2024 up from 222 million in 2016, with a projected population of 227 million by 2028. This corresponds to approximately 100 million households in 2024 (compared to 94 million in 2016) and an estimated 101 million households by 2028.

[8] Virtual Multichannel Video Programming Distributors, such as SlingTV, DirecTV stream, FuboTV.

[9] Including territories where the Group and Viaplay operate.

(ii) GDP growth

According to the forecasts published by the IMF in its world economic outlook dated April 2024, the Group's European markets are expected to experience moderate yet steady growth of +3.8% annually on average between 2024 and 2028 (+2.0% annually excluding inflation).

(iii) Fixed Broadband

Fixed "high-speed"[10] broadband has already achieved significant penetration levels in Europe. By 2024, 52 million households had an FTTH subscription, representing 53% penetration (compared to 13 million households, or 14%, in 2016, and an expected 73 million households, or 73%, by 2028) (source: Dataxis). Europe is a mature pay-TV market, with a penetration[11] rate of 76% in 2024. The penetration rate of OTT subscription services, which stands at 50% in 2024, has doubled from 24% in 2019. (Source: Dataxis).

(B) Competitive dynamics

In Europe, the main direct competitors beyond global streaming platforms include operators such as beIN Sport and DAZN in France, Polsat in Poland, Ziggo in the Netherlands, SKY in Germany, Austria, and Italy. Major local telecom providers offering pay-TV services (Orange, Free and VodafoneZiggo), along with digital HVOD platforms developed by Free-To-Air players, such as TF1+ and M6+ in France, RTL+ and Joyn in Germany, and Player in Poland, are also part of the competitive landscape. More broadly, the Group competes for viewership with leading Free-To-Air players such as the BBC and Polsat, while partnering with some of them.

1.3 Africa Subscription-based Video Market

(A) Market Size and Growth Drivers

Africa Subscription-based Revenues (EUR billion; 2019-2024) (source: Dataxis)

	2019	2024	CAGR 19-24
Africa	4.1	4.9	**+3.8%**
Sub-Saharan Africa	3.9	4.5	**+2.7%**
Canal+ territories	0.9	1.5	**+11.0%**
Canal+ & MCG	3.9	4.5	**+2.7 %**

[10] The International Telecommunication Union refers to fixed subscriptions to high-speed access to the public Internet (a TCP/IP connection), at downstream speeds equal to, or greater than, 256 kbit/s. This includes cable modem, DSL, fiber-to-the-home/building, other fixed (wired)-broadband subscriptions, satellite broadband and terrestrial fixed wireless broadband. This total is measured irrespective of the method of payment. It excludes subscriptions that have access to data communications (including the Internet) via mobile-cellular networks. It should include fixed WiMAX and any other fixed wireless technologies. It includes both residential subscriptions and subscriptions for organisations.

[11] Penetration as defined and projected by Dataxis refers to the share of households subscribing to at least one pay-TV offer out of all TV households, i.e. households with a TV set connected either to broadcast services or exclusively to broadband reception.

The paid video subscription market (i.e., subscription-based pay-TV and SVOD) is estimated at €4.5 billion in the 36 sub-Saharan African countries in which the Group[12] and MultiChoice[13] currently operate.

The African Subscription-based Video Market is driven by three main factors: demographic expansion, GDP growth, and access to electricity.

(i) Demographics

According to the United Nations' "World Population Prospects 2024" (as of July 2024), Africa's population is expected to experience considerable growth over the coming decades. By 2050, the African population is expected to reach 2.5 billion people, up from 1.5 billion in 2024, representing an average annual growth rate of approximately 2.0%. Sub-Saharan Africa's population is expected to rise to 2.1 billion by 2050, up from 1.2 billion in 2024. In comparison, Western Europe is expected to experience a slight annual decline of 0.1% (reaching 196 million people by 2050), while Asia (excluding China) is expected to grow by 0.8% annually, reaching 2.3 billion people by 2050.

The geographies where the Group and MultiChoice are present today are projected to have a combined population of 2 billion people by 2050, compared to 1.19 billion in 2024 and 1.31 billion in 2028, an increase of 815 million people with an annual growth rate of 2.0%. For the 2024-2028 period, the average annual growth rate in these regions is expected to be 2.4%. These geographies represent 255 million households in 2024, with that number expected to rise to 286 million by 2028. More specifically, the French-speaking African geographies where the Group is currently present are projected to have a combined population of 790 million people by 2050, compared to 440 million in 2024 and 490 million in 2028, representing an increase of 345 million people (as compared to 2024).

Moreover, Africa features a relatively young population. According to the World Bank, over 40% of the population in Sub-Saharan Africa is under the age of 15. The United Nations' World Population Prospects further highlight this trend, indicating that the median age across Africa is 20 years, with Sub-Saharan Africa averaging 19 years. In the Canal+ territories, the median age stands at 18 years.

(ii) GDP growth

According to the forecasts published by the IMF in its world economic outlook dated April 2024, the economy in Sub-Saharan Africa where the Group and MultiChoice are present is expected to grow at an average annual rate of +6.5% (or +4.6% excluding inflation) between 2024 and 2028. Excluding inflation, this represents growth at an average annual rate of +4.2% across the entire African continent, +4.4% in Sub-Saharan Africa, and +5.1% in the Canal+ French-speaking African territories. Average GDP per person is expected to grow from $1,583 in 2024 to $1,856 in 2028. The emergence of an African middle class willing to spend money on entertainment services will be a key factor of future market growth.

[12] Benin, Burkina Faso, Burundi, Cameroon, Central African Republic, Chad, Democratic Republic of Congo, Congo, Equatorial Guinea, Guinea, Guinea-Bissau, Gabon, Ghana, Ivory Coast, Madagascar, Mali, Mauritania, Niger, Rwanda, Senegal and Togo.

[13] Angola, Botswana, Eswatini, Ethiopia, Ghana, Kenya, Lesotho, Malawi, Mozambique, Nigeria, South Africa, United Republic of Tanzania, Uganda, Zambia, Zimbabwe – (excluding Mauritius which is included within the Canal+ European markets as an adjacent territory to the French Overseas).

(iii) Access to electricity (source: Dataxis)

Access to electricity is a fundamental driver of market growth in Africa. The electrification rate (i.e., the percentage of households with access to electricity) is currently estimated at 38% in Africa and 53% in Sub-Saharan Africa. In the Canal+ French speaking territories, the average electrification rate is estimated at 45% in 2024, up from 36% in 2016. In the perimeter combining the Canal+ French-speaking African territories and MultiChoice territories, the average electrification rate stands at 57% in 2024, up from 44% in 2016. In the same perimeter, but excluding South Africa, the average electrification rate stands at 51% in 2024. Standing at 92%, in 2024, the electrification rate of South Africa is higher when compared to other sub-Saharan African countries. However, the country has experienced load-shedding issues in recent years with a gradual return to normal conditions being experienced during 2024. Such load-shedding issues are not uncommon in Sub-Saharan Africa as the countries continue to grow and develop.

(iv) Broadband, 4/5G and other broadcasting technologies (source: Dataxis)

Satellite (or DTH) and DTT are currently the main broadcasting technologies for pay-TV in Africa with 68% of subscribers to a paid subscription service receiving their signal through DTH and 22% through DTT in 2024. However, the coming years are expected to witness a strong development of broadband (FTTH) and mobile networks enabling video transmission in Africa.

In 2024, FTTH penetration remains relatively low, at 2.3% across Africa and 1.8% in Sub-Saharan Africa. In the Canal+ French-speaking African territories, the rate currently stands at 1.9% and is projected to grow to 2.9% by 2028. In the perimeter combining the Canal+ French-speaking African territories and MultiChoice territories, FTTH penetration is expected to grow to 2.6% of households reaching 7.3 million households in 2028 (up from 1.8% in 2024 and 4.8 million households in 2024). More specifically, in the eight countries where GVA operates[14], the Group estimates the number of FTTH-eligible homes to be between 3.5 million and 4 million. However, only 741,000 of these homes are currently subscribed to FTTH services, according to Dataxis. This number of FTTH subscribers in these countries is estimated, by Dataxis, to double to reach 1.4 million in 2028.

According to the International Telecommunication Union ("ITU"), mobile penetration is also expected to continue to increase, after having grown by an additional 17 percentage point over the 2016-2022 period from 76 mobile broadband subscriptions for 100 inhabitants to 93 in 2022.

At present the cost of data, though decreasing, is still too expensive for mobile to be an effective transmission means for video in Sub-Saharan Africa. For example, 1GB of mobile data costs approximately 2% of the average monthly gross national income (GNI) per capita in Ivory Coast compared to 0.15% in France and 0.46% in Poland (source: ITU (UN Agency)). Video consumption on mobile is expected to increase over time as the cost of data decreases.

Overall, pay-TV penetration in Africa and Sub-Saharan Africa is estimated at 30% and 36% respectively, with market growth being driven by the rising number of households gaining access to electricity and the growing OTT penetration. In the perimeter combining

[14] Burkina Faso, Congo, Democratic Republic of Congo, Gabon, Ivory Coast, Rwanda, Togo, and Uganda.

the Canal+ French-speaking African territories and MultiChoice territories, penetration is estimated at 38% in 2024, following an additional 4-percentage points increase from 34% in 2019. In the Canal+ French-speaking African territories, pay-TV penetration is higher at 42%. In contrast, OTT penetration remains low in Africa, standing at 3.5% in 2024. In the perimeter combining the Canal+ French speaking African territories and MultiChoice territories, the penetration rate stands at 2.6% of households in 2024, and 2.4% in Sub-Saharan Africa. More specifically, in the Canal+ French-speaking territories, OTT penetration currently stands at 1.1%.

(B) Competitive Dynamics

Although they may not be direct competitors on a country-by-country basis, the Group's main competitors across the African continent include global streaming platforms and prominent regional players such as StarTimes, New World TV (a Togolese Group), and Strong as well as local players such as Malivision (in Mali), Neerwaya (in Burkina Faso) and leading local telecommunications players such as Orange, MTN and Airtel. In addition, the Group also competes for viewership and partners with local leading free-to-air players.

In English- and Portuguese-speaking African countries where the Group is not currently present, the main players are regional players such as MultiChoice, as well as local entities such as ZapGroup (in Mozambique and Angola), Bakhresa Group via AzamTV (in Tanzania, Malawi, Rwanda, Zimbabwe, Uganda, and Kenya), and Wananchi Group via Zuku TV (in East Africa) and pay-TV offers from leading telecommunications players such as Orange, MTN and Airtel. In addition, local leading free-to-air players such as eMedia and SABC in South Africa are also competing for viewership.

1.4 Asia Subscription-based Video Market

(A) Market Size and Growth Drivers

Asia Subscription-based Revenues (EUR billion; 2019-2024) – Canal+ & Viu footprint (source: Dataxis)

	2019	2024	CAGR 19-24
South-East Asia	3.9	6.1	**+9.6%**
Canal+ Asian territories	0.4	0.6	**+8.2%**
Canal+ & Viu Asian territories	4.3	6.4	**+8.5%**

The paid video subscription market (i.e., subscription-based pay-TV and SVOD) is estimated at €6.4 billion in the Group's markets defined as those where the Group operates directly today (i.e., Myanmar and Vietnam) as well as additional South-East Asian markets where Viu operates (i.e., Hong Kong, Indonesia, Malaysia, the Philippines, Singapore and Thailand).

(i) Demographics

According to the United Nations' "World Population Prospects 2024" (as of July 2024), the Asian population (excluding China) and the number of households in the region stand, respectively, at 3.4 billion and 843 million in 2024.

South-East Asia has a population of 695 million people in 2024, up from 650 million in 2016. The population is expected to reach 714 million people in 2028, with an increase of approximately 79 million people projected over the 2024-2050 period.

The Group's Asian markets (including Viu) represent a total population of 675 million people in 2024, up from 632 million in 2016, and are expected to reach 693 million people in 2028 and to increase by approximately 70 million people over the 2024-2050 period. This corresponds to 181 million households in 2024 and 190 million households in 2028. Canal+ Asian markets represent a total population of 159 million people in 2024, up from 155 million in 2016. This population is expected to reach 169 million people by 2028 and grow by approximately 70 million over the 2024-2050 period.

(ii) GDP growth

According to forecasts published by the IMF in its World Economic Outlook dated April 2024, South-East Asia's GDP growth is projected to reach +4.6% per annum (excluding inflation) by 2028. The Group's Asian markets, including Viu, are expected to achieve robust GDP growth at an average annual rate of +7.0% (+4.5% excluding inflation) over the 2024-2028 period, while Canal+ Asian territories are projected to see GDP growth at +5.9% per annum (excluding inflation).

(iii) Broadband and 4/5G (source: Dataxis)

Broadband (FTTH) in South-East Asia has already reached a significant penetration level, covering 33% of households in 2024. In the Group's Asian markets, including Viu, 61 million households had an FTTH subscription, representing a 34% penetration rate, up from 14 million households (9% penetration) in 2016. By 2028, FTTH penetration in these territories is expected to rise to 43%, reaching 81 million households. Specifically, in Canal+ Asian territories, the penetration rate is currently estimated at 57% and is projected to increase to 64% by 2028.

In the Group's Asian markets, pay-TV penetration stands at 29% in 2024, which is aligned with the South-East Asia average, and is slightly higher at 35% in Canal+ Asian territories. In contrast, OTT penetration, already surpassing pay-TV at 33% in South-East Asia in 2024. As of 2024, OTT penetration stands at 34% in the Group's Asian markets (including Viu) and 12% in Canal+ Asian territories.

(B) Competitive Dynamics

The Southeast Asian OTT competitive market landscape consists of global streaming platforms (notably Netflix, Disney+, Amazon Prime Video), regional Asian platforms (e.g., Viu, WeTV, iQiyi) and a large number of local players in each individual market (such as Vidio in Indonesia, iWantTFC in the Philippines, TrueID and AISPlay in Thailand, FPTplay in Vietnam and Astro in Malaysia).

2. CONTENT PRODUCTION AND DISTRIBUTION

2.1 Market Size and Growth Drivers

Since 2020, market growth has been impacted by the COVID-19 pandemic, resulting in a decline in cinema admissions, resulting in a reduction of production investment globally.

In the 2024 International Union of Cinemas (UNIC) report (centred on Europe), it is estimated that cinema admissions in Europe increased by circa 22% between 2022 and 2023 (from 811 million to 986 million admissions for a total box-office of €7.2 billion). This reflects a steady recovery following the pandemic, though admissions remain 27% below the 2019 level of 1.347 billion. France is the largest European market (with 180 million admissions and circa €1.3 billion box-office), followed by the UK (with 124 million admissions and circa £980 million box-office) and Germany (with 96 million admissions and circa €929 million box-office). Other significant mid-sized European markets in which the Group operates include the Netherlands, with approximately 31 million admissions and a box office around €330 million, and Poland, with around 50 million admissions and a box office of approximately €240 million. Beyond Europe, Australia and New Zealand represent significant markets, with estimated box offices in 2023 of approximately AU$990 million and NZ$175 million, respectively, according to the Group's internal estimates.

2.2 Key trends

The global movie and series production and distribution market is expected to be influenced by several key trends:

- Expansion of global distribution networks enabling production studios to reach wider audiences;
- Increased demand across various platforms including television, streaming services and cinemas driven by the proliferation of streaming platforms;
- Dominant, while decreasing, weight of pre-existing film franchises with audiences increasingly seeking out films that offer fresh perspectives, unique narratives and authentic representations;
- While the top 10 movies in the 2022 global box-office were solely constituted of sequels, prequels or reboots, four of the top 10 in 2023 were based on original content with the top three movies based on a variety of source materials: toy IP for "*Barbie*", gaming IP for "*The Super Mario Bros*" and an issue-led biography for "*Oppenheimer*";
- A few mid-tier author films have succeeded to straddle both arthouse and commercial circuits such as Yorgos Lanthimos' "*Poor Things*", Jonathan Glazer's "*The Zone of Interest*" or Justine Triet's "*Anatomy of a Fall*";
- Increasing production costs for TV shows (following a similar trend in film) leading to a greater desire for international co-productions, often involving partnerships between streamers and traditional players. Europe is becoming an increasingly attractive production hub due to its relatively lower costs compared to the United States; and
- Innovation across many facets of production technology, such as immersive technologies or generative AI, improving content creation efficiency, allowing for a higher quality and more cost-effective localization (e.g., subtitling, dubbing) and opening new opportunities for creation.

2.3 Competitive Landscape

The European production industry is highly fragmented with over 60% of revenues generated in 2022 coming from companies with a yearly income below €10 million. The audiovisual production sector is particularly dense in certain markets, with an estimated 6,000 companies in the UK and 4,000 in France.

Pan-European content production houses, such as Banijay, ITV Studios and Fremantle are amongst the top players in terms of revenue. These companies own several production labels and have a strong strategic focus on television programs with feature films making up a minor portion of their line-up.

Globally, the top five leading film studios – Warner Bros, Sony Pictures, Universal Pictures, Paramount Pictures, and Disney – are all US-based, collectively generating more than a third of global theatrical revenue.

Beyond these “big five” US majors, US independent distributors such as A24, Lionsgate, Skydance and Neon, unlike Studiocanal, do not have film distribution operations across all major European markets.

The rest of the market is composed of other large film and television studios (e.g., the studio arms of OTT players such as Netflix, Amazon Prime, Studiocanal) alongside a more fragmented ecosystem of local studios, television production companies, and independent distributors.

PART VIII
BUSINESS DESCRIPTION

1. COMPETITIVE STRENGTHS AND STRATEGY

1.1 Competitive Strengths

The members of the Management Board and Supervisory Board believe that the unique competitive strengths of the Group, as presented below, position it well to achieve its ambitions and support continued growth.

(A) Strong positions in growing market segments and continued international expansion to drive further global scale

The Group benefits from a "double growth factor". First, certain of its sectors are experiencing high growth rates, driven in particular by subscription-based and advertising-supported streaming/video on-demand (see Part VII (*Market Description*)). Second, the Group is expanding its global presence in new geographies where these market segments are also growing rapidly. As of year-end 2023, 16 million of the Group's subscribers (i.e., circa 60%) were outside of France (including Mainland France and French Overseas), compared to 6 million (i.e., circa 40%) as of end of 2016.

The Group's large and growing subscriber base provides the global scale necessary to profitably finance premium content and technology investments, which in turn enhance its competitiveness. By the end of 2023, the Group had 26.8 million subscribers worldwide, up from eleven million subscribers in 2014 (i.e., a 2.4-fold increase over the period). The Group is a leading subscription-TV player in most of its major markets, including: the market leader in France and 19 countries in French-speaking Sub-Saharan Africa, the second largest player in Poland and Slovakia and the third largest player in the Czech Republic. Provided the Group successfully completes its acquisition of MultiChoice, its scale would further increase to reach more than 40 million subscribers, which would represent a significant milestone in the Group's path to reach its goal of having 50 to 100 million subscribers. In 2023, the Group also had a global audience of more than 400 million monthly active users across the Canal+ OTT platform and Dailymotion (including the audience on the Dailymotion application and website as well as on the Dailymotion player embedded on third-party websites sites).

The Group can leverage its large subscriber base and leading position across markets to make significant investments in premium content securing the most attractive rights as well as high-profile talent for the Group's in-house productions. The Group has been able to license major rights for multiple years, including top-tier sports such as football (e.g., UEFA Champions League until 2027 and Premier League until 2028) and Formula One™ and MotoGP until 2029, as well as ink output deals with US major studios (e.g., Disney, Warner, Universal, Sony and Paramount) for blockbusters and premium films. The Group is also heavily involved in the large and ambitious productions such as the film "*Paddington in Peru*", international series like "*La Guerre des Mondes*" and "*Paris Has Fallen*", and local series exported worldwide including "*Versailles*", "*The Bureau*" and *"Spinners"*. In addition, the Group distinguishes itself by aggregating major third-party channels (such as beIN Sports channels, Disney channels, Warner Bros. channels and Paramount Viacom channels) and major streaming platforms such as Netflix, Disney+, AppleTV+, MAX and Paramount+. Overall, the Group recorded content costs of €3.7 billion (expenditure) in 2023 (€3.5 billion on average over 2021-2023 based on the balances at each year-end), including €275 million for Studiocanal (€294 million on average over 2021-2023 based on the balances at each year-end). In addition, the Group also spent €1 billion on technology (expenditure and investments) in 2023.

The Group stands out as a highly attractive multi-territory partner for content owners and major industry players, demonstrating a clear scale effect leveraging its market presence and bargaining power globally. As a result, the Group has secured multi-territory deals across five continents and reaching more than 50 countries, including those for the audiovisual rights of the UEFA Champions League, Premier League and Formula One™ (as well as the French National Rugby League Top 14, WRC, IndyCar, Premier Padel and MMA's ARES Fighting Championship). As a result, the Group has become the primary partner for UEFA club competitions, the Premier League, Formula One™, MotoGP, and the Top 14. The Group has also secured multi-territory deals with major streaming platforms, such as Netflix, Disney+, AppleTV+ and MAX. In the same vein, Studiocanal was able to sell global distribution rights (excluding France) to Netflix for its film "*Novembre*".

The Group's size also generates positive scale effects in relation to its technology stack. It generates significant cost efficiency (through a volume effect) in purchasing (e.g., set-top-boxes and transmission capacity with satellite providers) and capital expenditure (e.g., OTT platforms and customer relationship management tool) as its spend is spread over a broader subscriber and audience base.

(B) *Distinctive expertise in producing and distributing world-class premium content across genres, setting the standard for high-quality entertainment*

The Group aims to provide the best entertainment offer, particularly through its premium content value proposition. The Group has a longstanding and well-earned reputation for delivering quality entertainment tailored linguistically and culturally to local markets. This is a key part of the Group's unique value proposition, which stands out from peers through the following features:

(i) a holistic editorial model across genres that combines top live sports events, top box office films, and premium entertainment content (series, documentaries, children's programmes, general entertainment);

(ii) a mix of significant local content with the best global content, both on an exclusive basis; and

(iii) highly recognised in-house content, including from its own studio, and top content from third-parties.

While most of the global streaming services have until recently provided specialised offerings, primarily focused on TV series and to a lesser extent on films (while now offering a broader content offer), the Group has maintained over forty years a holistic model that includes a broad entertainment offer with sports, films, TV series, documentaries, children's programmes, and general entertainment programmes. Specifically, the Group offers top live sports competitions (in terms of high audience ratings and acting as key subscription drivers), top box office films and highly recognised series.

The Group's sports line-up is a key differentiator versus competitors, with a mix of international and local leagues and championships. It is the leading broadcaster worldwide (by number of countries) of the UEFA club competitions (and in particular the marquee UEFA Champions League) and the Premier League (the UEFA Champions League and the Premier League being amongst the most popular championships and leagues in football worldwide) as well as Formula One™, for all of which the Group has acquired the audiovisual rights for more than 50 countries across five continents, more than any other broadcaster worldwide. The Group's premium sports rights portfolio also features MotoGP in motorsports and highly popular local leagues such as domestic rugby in France (Top 14 and Pro D2), domestic football in Poland (Ekstraklasa), the Africa Cup of Nations Cup (AFCON) in football and the PFL Africa league in MMA in French-speaking Sub-Saharan Africa and the AFC Asian Cup in football in Vietnam and Myanmar. Lastly, the Group also broadcasts premium competitions in key sports such as: the PGA Tour, the European Tour and LIV Golf in golf; the WTA Tour in tennis; the NBA in basketball (the Group has been a partner of the NBA for 39 years and currently holds NBA broadcasting rights in more than 30 territories); and the UFC and PFL in MMA.

Beyond sports and for each editorial genre (films, TV series, documentaries, children's programmes and general entertainment), the Group aims to combine significant local content with the best global content, both on an exclusive basis, as well as highly recognised in-house production with top content from third parties.

Within films, Studiocanal, the Group's in-house studio, produces, finances and distributes around 80 films per year. These include both English-speaking feature films (such as the world hits "*Paddington*", "*Non-stop*" and "*Back to Black*") and local productions (such as "*Sink or Swim*" or "*The Animal Kingdom*" in France). The Group's TV and OTT operations accordingly leverage its own studio for sourcing some of its content, which provides a distinctive competitive advantage over several peer TV groups, in particular in Europe (e.g., Viaplay, Movistar). In return, Studiocanal benefits from its integration with the Group's TV and OTT operations and its large subscriber base, particularly to distribute some of its content, which offers another distinctive competitive advantage compared to several peer studios. In parallel, to enlarge its film offering, the Group partners with third parties such as US major studios (Disney, Warner Bros., Universal, Sony and Paramount) and is also a major partner of the local cinema industry (including as the leading partner in France, Poland and French-speaking Sub-Saharan Africa). For instance, in France, the in-house subscription channels feature films sourced from more than a hundred (111 in 2023) producers ranging from major Hollywood studios to local independent producers of French and European films.

Within TV series, the Group offers its own Canal+-branded original series (e.g., "*The Bureau*", "*Versailles*" and "*Spiral*" "*Raven*" in Poland; *"Spinners"* and "*Invisibles*" in Ivory Coast; "*Tiger Mom*" in Vietnam). In addition to these "Originals" produced for each local market, the Group is focused on developing Canal+-branded Original series with a global appeal (such as "*Paris Has Fallen*"). The Group also partners with leading studios to enlarge its international offering of TV series and offers a wide choice of premium series (such as Apple's "*The Morning Show*", Paramount's "*Your Honor*" and "*Halo*" and Fifth Season's "*Tokyo Vice*").

Overall, the Group produces thousands of hours of programming worldwide annually, including 200 films, 80 TV series and more than 5,400 hours of unscripted TV shows, and is recognised for its creation of outstanding content. Its Canal+-branded Originals are renowned for being at the cutting edge of TV series and have been recognised internationally and locally (including International Emmy awards, Golden Globes and Séries Mania awards). Similarly, the Studiocanal films and series have garnered significant recognition (more than 80 film awards, including eight Oscar, 17 Cannes awards and 51 Césars; and 25 series awards including eight Emmy awards and five BAFTA). In Sub-Saharan Africa, the Group supports the local entertainment industry by creating a virtuous circle of content production, with almost 4,000 hours of content produced annually (including through its in-house local studios), featuring around 2,300 episodes of series per year. In addition, the combination of the Group's in-house content with top content sourced from third party partners provides subscribers with a broad and high-quality exclusive content selection.

The Group publishes more than 130 channels worldwide across its markets, gathering local and global, in-house and third-party content to subscribers both as live linear channels and in a non-linear, on-demand format, including: premium subscription-TV channels (particularly with the flagship "Canal+" channels, published in local languages in most of its markets: France, Poland, Austria, the Czech Republic, Slovakia, Myanmar and Vietnam), themed subscription-TV channels (covering a wide range of genres: e.g., films, fiction and drama, travel and discovery, comedy, children's programs; also published in local languages, including vernacular languages, in Africa: e.g., Wolof, Lingala, Kinyarwanda, Malinke, Fulani and Malagasy) and advertising-supported channels (mostly general entertainment channels as well as a news channel in France).

(C) Unique commercial and technical aggregation and partnership model positioning the Group as the cornerstone partner amongst video ecosystem players

The Group has demonstrated a distinctive ability to partner with premium streaming services and channel providers. The Group considers that it is unique amongst its peers in terms of the breadth, depth and top-tier partnerships that it has secured. This allows the Group to provide an unmatched content offer to subscribers across its markets. Serving as the cornerstone partner amongst ecosystem players, the Group leverages its local and global scale, direct-to-consumer strategy enabling customer "ownership" (i.e., a direct relationship with customers), and expertise in distribution and technology (including seamlessly integrating all content on the Canal+ OTT platform). This ideally positions the Group as a single gateway to complementary third-party content alongside its own content. This approach also provides significant value for third parties, as their content is directly accessible to a large and broad subscriber base appetent to premium content through partnerships with the Group.

The Group has established itself as a premium worldwide partner with US major studios in a mutually beneficial way. It has long had multi-year output deals with the US major studios covering various markets as noted above, for instance, having first entered into them with Warner Bros. and Disney over twenty years ago. The Group has also been aggregating through its commercial offers the linear channels (and associated on-demand content) operated by the US major studios (e.g., Disney: Disney Channel, Disney Junior, National Geographic; Paramount Viacom channels: Nickelodeon, MTV, BET; and Warner Bros.: Eurosport, Discovery Channel, Warner TV, Cartoon Network).

Importantly, with the US major studios launching their own streaming services (e.g., Disney+, Warner's MAX, Paramount+), the Group has extended its partnerships to the aggregation of these streaming services in its packages.

Beyond the US major studios, the Group has partnered with nearly all major streaming services, including Netflix and AppleTV+. In particular, the Group is the only video player to date with a broad-based aggregation partnership with AppleTV+ that includes ingestion of the AppleTV+ content in its Canal+ OTT platform. The Group was also a market pioneer amongst subscription-TV players in aggregating and distributing Netflix within its subscription packages five years ago.

Lastly, the Group aggregates a variety of linear channels, including both local and international FTA channels in all countries where it operates (such as France Télévisions channels, TF1 and M6 in France and Polsat, TVN and TVP in Poland as well as international channels such as CNN International) and subscription-TV channels (such as beIN Sports and channels published by the US major studios as noted above). Across its markets, the Group's offerings are adapted to local audience preferences and include leading local FTA TV channels that represent substantial shares of the FTA TV audience in such markets.

The Group's aggregation model also enables the Group to bundle such content into themed packages offering customers high value for money. For example, in France, the "Canal+ Ciné Séries" package, aggregating the Group's Canal+ premium channels (including live sports, films, TV series, documentaries and general entertainment), film themed channels "Ciné+OCS" and access to multiple streaming platforms (most notably Netflix, AppleTV+, MAX and Paramount+), is available for €39.99 per month (even starting at €29.99 for new subscribers with 2-year commitment), whereas subscribing to all these services individually would cost close to €90 per month.

The Group's aggregation model offers a unique and highly differentiating customer experience to its subscribers through the ingestion into its Canal+ OTT platform of content from major streaming services (including AppleTV+, Paramount+ and MAX; selected content of the first two is also broadcasted directly on Canal+ premium channels) and third-party channels, enabling them to search and watch content from major streaming services (with the exception of Netflix and Disney+ which are included via an app-to-app link) and the most popular third-party channels directly on the Canal+ platform, blending such content with Canal+ in-house content in a seamless fashion. The Group is therefore able to make available the most sought-after content available in a given market through a single platform. The Group also indirectly benefits from the marketing efforts of the streaming services that it aggregates. Overall, and across its various markets, the Group broadcasts more than 2,000 channels simultaneously and offers more than 870,000 content units on-demand on the Canal+ platform at all times, thanks to the aggregation of content from third-party channels and ingested streaming platforms, on top of the Group's in-house channels and on-demand content.

(D) Global brand and pioneer of Direct-to-Consumer distribution enabling customer relationship ownership and deep customer insights

The Group has established "Canal+" as a prominent brand in multiple territories globally. Its brand strength is recognised in the Kantar Top 50 French Brands ranking (2023), reflecting its significant value and influence. The Canal+ brand is highly recognisable in the Group's markets outside of France: in French-speaking Sub-Saharan Africa, the Canal+ brand enjoys an awareness of 96% on average in 12 of the main African markets in which it operates and the Canal+ OTT platform (then known as "myCANAL") is the most popular video streaming service (by number of subscribers) in 17 countries; in Poland, the Canal+ brand enjoys an awareness of more than 80%. Furthermore, the Canal+ brand strength is amplified via its strategic partnerships with other top-tier global brands in the entertainment industry, including Netflix and Apple.

The Group is also actively expanding its brand presence internationally. In particular, M7 is launching premium offers under the "Canal+" brand in Austria, the Netherlands, the Czech Republic and Slovakia. These initiatives demonstrate the Group's commitment to reinforcing its global brand identity while adapting it to local market nuances. The

"Canal+" brand also benefits from the brand strength of other parts of the Group, such as Studiocanal and Dailymotion.

The Group has consistently focused on Direct-to-Consumer (DtoC) commercial distribution since its inception, 40 years ago. The Group was a pioneer of this go-to-market approach which has since been emulated by OTT and streaming platforms and more recently by US major studios launching their own DtoC streaming services over the last four years. As a result, the Group benefits today from four decades of experience and expertise in customer relationship management; this is a key differentiator from peers. Its DtoC go to market approach, where the Group "owns" the customer relationship, enables access to valuable customer data (e.g., through the digital customer journey, contact centres or directly owned retailers) and content viewership data (including via the Canal+ OTT platform and the Group's set-top boxes), leading to better efficiency in customer relationship management (particularly in retention and churn management). As a result, the Group has developed, for example, stand-out expertise in detecting customer movements, such as anticipating churning subscribers and adjusting commercial offers. The ownership of client data provides numerous benefits, such as anticipating customer demand trends, better calibrating content acquisition strategies and in particular paying the right price for key content, and significant monetisation opportunities (e.g., through upselling). The Group is also able to tailor its subscription offers to each market and cover all price points and market segments with adapted offers. In mainland France, for example, the Group recently launched an entry-market offer "TV+" at €2 per month to complement its premium offers priced starting at over €20; the Group also offers a specialised package targeting the youth segment ("Rat+") priced at €19.99, compared to the regular price of over €39.99. Similarly, in French-speaking Sub-Saharan Africa, Poland and Vietnam, the Group covers all price points (adapted to market conditions) with various packages from entry-level (offering basic, essential content at an affordable price) to premium packages (with more extensive and exclusive content).

The Group distributes its offers through its own retail channels, such as websites, contact centres and points of sale. In French-speaking Sub-Saharan Africa, the Group operates 17,000 points of sale (as of the end of 2023), a highly differentiating competitive strength especially versus streaming peers (which do not have physical distribution networks). The Group complements its own retail channels with a unique ecosystem of partnerships formed with retailers and ISPs. Under such partnerships, the Group's subscription packages are distributed to the ISPs' customers while the Group maintains a DtoC approach and hence a direct relationship with the sourced subscribers. The Group has successfully secured multi-year distribution agreements with major ISPs in all of its markets to achieve significant distribution scale: in France with Orange, SFR, Free and Bouygues Telecom; in Poland with Polsat, Orange, Play, Vectra and INEA; in Austria with A1; in the Czech Republic and Slovakia with T-Mobile, O2 and DIGI; in Africa with Orange and MTN; in Vietnam with FPT, Viettel, VNPT, VTVCab and VieON.

(E) Scalable, market leading OTT and video streaming platforms delivering live and on-demand content with best-in-class customer experience

Alongside its premium content value proposition, the Group aims to deliver the best entertainment offer through a best-in-class customer experience, particularly via its well-invested and high-performing digital platforms: the Canal+ OTT platform and Dailymotion video streaming platform.

In recent years, the Group has made significant investments in technology, infrastructure, digital initiatives, and data analysis, to enhance the customer experience across its platforms. Overall, the Group employs more than 2,500 engineers and technology specialists and spent around €1 billion on technology (expenditure and investments) in 2023, including more than €100 million on the Canal+ and Dailymotion platforms.

As a result, the Canal+ platform is a state-of-the-art proprietary OTT platform based on cutting edge technologies with a unique and distinctive offering: 2,000 channels broadcasted simultaneously and more than 870,000 content units on-demand available at any time across all the Group's territories; more than 1,300 new pieces of content available every day; the highly differentiating feature of delivering encrypted live content on OTT(almost 50,000 hours per year across all markets), which can be watched by up to 2.5 million subscribers simultaneously for major live events such as sports (e.g., UEFA Champions League or European Championship involving French clubs or the French national team), a capability demonstrated to date by only a limited number of OTT platforms; platform aggregation including content ingest ability (with all the associated metadata to qualify the content) as well as aggregation of cultural non-video products (such as press readers and audiobooks via account linking). The Canal+ platform supports the highest quality visual standards (4K HDR) and sound (stereo, 2.1, 5.1, Dolby Atmos, etc.), as well as a wide range of features (Start-over, Multi-live, Expert Mode), delivering what is widely regarded as a best-in-class customer experience worldwide (e.g., in France, reflected by a subscriber satisfaction score of 16 out of 20) and fostering user engagement. Furthermore, the Group ensures secured access and protection of live and on-demand content (i.e., encryption, watermarking, fingerprinting, Token CDN) to the highest standards.

As of year-end 2023, the Canal+ OTT platform had close to 15 million monthly users worldwide, and was used by up to 80% of the Group's subscriber base (with access to the Canal+ platform) in its markets with higher OTT penetration such as France. Users can access the Canal+ OTT platform across various types of devices (totalling more than 30,000), including smart-TVs, dongles, smartphones and tablets, the Group and third-party operators' set-top boxes and gaming consoles, all with a unified user experience. The best-in-class technology of the Canal+ platform is evidenced by its use as the OTT platform for Telecom Italia's TIMVision TV offering.

The Canal+ OTT platform is also fully incorporated into the Group's ESG approach with two objectives. The first is accessibility, with the availability of classic subtitles and subtitles for the deaf and hard-of-hearing, as well as the unique development of subtitles for persons with dyslexia. The second objective is to reduce the carbon footprint of the Group's technology usage. This involves using decoders made from recycled plastic, reducing power consumption, not using any plastic packaging and developing and deploying new video encoding systems. These initiatives are expected to reduce the carbon impact of video consumption on the Canal+ platform by an estimated 20% to 30% over the next three years.

With respect to video streaming, Dailymotion is also a state-of-the-art video technology and platform for advertising-supported streaming that combines extensive reach with long-standing expertise in monetising online content. It features a large community and audience and a strong brand offering. With over 400 million monthly active users (including the audience of third-party websites embedding the Dailymotion player) in 191 countries, Dailymotion serves 5,000 publishers and professional creators, showcasing its extensive reach. Dailymotion benefits from the substantial investment made in recent years in its technology for both B2C and B2B audiences. For its B2C audiences, Dailymotion invested in two years of research and development to create a new video experience with new interactive features and fresh content from creators and publishers that is designed to be a safe place for video streaming and self-expression, with no spam, no explicit content and no excessive violence across all attributes of the platform (e.g., content, comments, avatars, usernames). This interface, combined with an advanced search algorithm and a blend of AI and human moderation, enables Dailymotion to detect and remove toxic content, often before it becomes visible to the community. Additionally, it promotes a greater variety of voices and perspectives on various topics while protecting user privacy. Dailymotion's advanced search algorithm allow the platform to recommend videos that present either complementary or contradictory viewpoints, thereby introducing more nuance into discussions. This algorithm helps break users out of their usual content environment by selecting new types of content based not only on their established interests but also on current trending topics that may not yet align with their detected preferences.

Dailymotion's video player also provides an optimised streaming experience for publishers and businesses aiming to deliver their content online. Developed by its in-house engineering teams, this customizable player includes features designed to enhance engagement, such as dynamic playlists, smart playback, and picture-in-picture. It is continually optimised to ensure smooth streaming of live and high-definition videos across all devices. Recently, Dailymotion has leveraged its proprietary video player technology to develop "Dailymotion Pro", a B2B software-as-a-service ("**SaaS**") offer providing video infrastructure and content management system to all business clients worldwide aiming to connect to their audiences via videos.

Lastly, Dailymotion has continuously introduced innovations to reduce its environmental footprint such as a smart video loader for lower data used on video streaming, carbon footprint score and eco-friendly advertising formats.

(F) *Leading cross-technology and natively hybrid live and on-demand platform delivering content on all available broadcasting and OTT technologies and devices*

The Group's overarching ambition in distribution is to make its TV entertainment offer as widely accessible as possible. The Group is committed to making its offer available through all technologies and devices, live and on-demand, ensuring that the largest possible audience can access its contents.

The Group stands out as the leading cross-technology entertainment platform with a proven capacity to deliver its subscription packages to consumers through all available transmission technologies, including OTT (internet), IPTV (internet), DTH (satellite), cable and DTT (terrestrial) and 3G, 4G and 5G (mobile) in its markets. This provides the Group with flexibility to deliver its subscription packages via the most appropriate delivery options in a given market: for instance, in Sub-Saharan Africa, the Group's expertise in DTH is a highly differentiating factor to reach subscribers (as cable, IPTV and OTT penetration remains nascent); in France, the Group relies mostly on IPTV (the prevailing transmission technology) combined with OTT (which is rapidly growing), DTH and DTT.

The Group supports its cross-technology approach with a broad-based partnership strategy. The Group has achieved technology partnerships with most major device manufacturers and operating system providers (including Google's AndroidTV and GoogleTV, Apple's iOS/tvOS, Microsoft's Windows, Amazon's Fire OS, LG's WebOS, Hisense's Vidaa OS and Philips' Titan OS). For the distribution of its commercial offers on IPTV and cable, the Group has multi-year agreements with the main, including all leading, telecommunications operators and internet services providers in its various markets, as noted above.

Most importantly, this cross-technology approach has cushioned the impact of the decay rate experienced by most traditional TV players, in particular in the United States and in Europe, which have seen a decline in the number of subscribers to their traditional subscription-TV operations via cable or DTH in favour of OTT and streaming platforms (known as a "cord-cutting"). The Group's cross-technology approach has served as a natural hedge in this respect as it has been able to capture a share of the growing IPTV and OTT and streaming market, compensating (or even more than compensating) for the decline of its traditional DTH and cable segments in certain of its geographies, in particular in Europe. The cross-technology approach also ensures cost-effectiveness as the Group can leverage its broadcasting platforms and expertise on a global scale with limited additional investments for a given market. For instance, on DTH, the Group's broadcasting coverage includes almost 120 countries across four continents with its existing infrastructure and satellite providers.

Furthermore, the Group's entertainment platform is natively hybrid, delivering both linear (both traditional TV channel publishing and aggregation and more recently digital OTT channels) and non-linear on-demand content accessible on the Canal+ and Dailymotion platforms. As noted previously, this includes the highly differentiating capability of delivering live content on the Canal+ platform and Dailymotion, which only a limited number of players (be they traditional subscription-TV and advertising-supported FTA players or OTT and streaming platforms) can offer to customers.

(G) *Future-proof model with proven agility in adapting to changing consumer preferences and industry shifts, while maintaining cost and investment discipline*

The Group is well positioned to successfully navigate the emerging challenges within the media sector. First, it has demonstrated its agility in transforming and adapting its business model to the industry shifts, turning a disruptive risk into a market opportunity, as highlighted with the aggregation of streaming platforms and the extension of its model to OTT. The Group also managed to contain its operating costs while making these transformations. Second, it has already laid the foundations to capture future revenue growth streams, for instance by proactively addressing younger customer segments and operating complementary advertising-supported and subscription-based businesses. Third, the Group has a strong track record of making sound business decisions, when faced with early trends that prove to be unsustainable or loss-making.

From its early days, the Group has distributed subscription-TV packages including third-party subscription-TV and FTA channels (coupled with in-house premium Canal+ channels and themed channels published by the Group). The Group's management proactively addressed the tectonic shift in the landscape that occurred with the rapid and aggressive emergence of new competition from streamers by launching the Canal+ OTT platform, its own OTT streaming platform and striking aggregation partnerships with the leading streaming services (such as Netflix, AppleTV+, Disney+, MAX and Paramount+) and including such content in the Canal+ platform. Aggregation was already part of the Group's DNA (having long aggregated traditional linear channels from third-party publishers), making this a natural evolution for the Group. In particular, the Group was the very first subscription-TV player in France and Poland to distribute through its subscription packages a streaming platform (Netflix in 2019). Similarly, the Group was the first subscription-TV player in France to distribute Disney+ (2020), Paramount+ (2022) and AppleTV+ (2023). In addition, the Group was able to leverage its cross-technology and DtoC approach to develop OTT offers (including the aggregation of the streaming services) and distribute them to existing and new subscribers, allowing the Group's subscribers to access their preferred content all in one place – a "one-stop-shop" – and to benefit from better pricing compared to subscribing separately to each streaming service. As a result, the Group turned a disruptive risk into a market opportunity thanks to its distinctive strengths: its large subscriber base (including as the subscription-TV leader in certain markets), its distribution capabilities (including ownership of the relationship with subscribers) as well as its technological ability (in particular to integrate content into the Canal+ platform).

Another example of the Group adapting to media ecosystem shifts is its distinctive strategy on OTT, deployed through the Canal+ platform. By leveraging its core strengths, the Group extended the concept of subscription-TV to the then-nascent OTT technology. Leveraging its existing subscription-TV business removed the need for substantial up-front investment in content and subscriber acquisition. The Group complemented its existing content offering with aggregation partnerships with leading streamers (in addition to existing partnerships with third-party channels). In sum, rolling-out the Group's offers on OTT did not require the massive marketing and capital expenditures incurred by most of the OTT/SVOD services in the market, since the Group relied on its existing content and distribution capabilities.

The Group has accompanied its digital transformation with cost-reductions in its traditional businesses. It has reduced DTT and DTH broadcasting costs, including in relation to set-top boxes. It has reduced investments in third-party thematic channels and decreased the number of linear channels. It has reduced costs related to call centres and physical distribution networks. The cost savings have been reinvested in new consumption technologies, particularly OTT technology, infrastructure and the Canal+ platform; in the acquisition of non-linear content to feed its aggregation strategy; in its investments in digital customer relationship management channels as opposed to physical interactions. This reinvestment strategy has facilitated the Group's seamless adaptation to the evolution of its ecosystem.

The Group has already laid the foundation for future revenue growth by effectively targeting younger subscribers with tailored offerings and appealing content. For instance, the "RAT+" package in France offers a comprehensive streaming service targeting the 18-25 age group that includes popular platforms like Netflix, AppleTV+, MAX, Disney+, and Paramount+. In addition, the Group produces and distributes content specifically aimed at younger audiences, such as for example the highly successful Canal+ Originals humour series "*La Flamme*" and "*Le Flambeau*", and "*Validé*", a series that delves into the French rap scene. By strategically developing packages and content that appeal to younger subscribers, the Group aims to broaden its subscriber base and ensure long-term engagement. In the past year and a half, the Group has nearly doubled the number of subscribers under 26 years old in France to 500,000 subscribers.

Moreover, the Group has also natively operated based on a hybrid pay-TV and FTA business model, generating revenue from subscriptions to its pay-TV services, on the one hand, and advertising, mostly on its FTA and pay-TV channels, on the other hand. As a result, the Group is now well-positioned to capitalise on the growing trend of hybrid offers (or "hybridisation") - subscription-based services that include advertising - that have become increasingly prevalent of late in the market, especially in Europe and Asia. The

Group could, for example, leverage its existing advertising sales platforms across its geographies to generate advertising revenues on potential hybrid offers.

The Group has a strong record of making disciplined business decisions when faced with early trends that turn out to be unsustainable or loss-making as well as avoiding overinvestment in unprofitable rights acquisitions. For instance, the Group chose not to invest in technologies such as 3D television, the metaverse, or non-fungible tokens, despite their initial market attractiveness. These technologies experienced brief periods of hype, but their appeal eventually faded, validating the Group's cautious approach. The Group has avoided making investments in sports rights that are not responsible or prudent (as recently demonstrated by Mediapro in France and Viaplay in its domestic and international markets).

(H) *Profitable, cash generative and resilient business model driven by highly experienced management team with proven M&A track record*

The Group is led by a highly experienced senior management team that has on average been with the Group for 15 years (and more than 20 years for its Chairman and CEO Maxime Saada) and has built a profitable, cash generative and resilient business model.

The Group has a financially attractive business model. Unlike its peers, in particular the US major studios' TV and streaming divisions, the Group is already profitable; moreover, its exposure to the linear TV decline ("decay rate" and particularly "cord-cutting") is cushioned by having already largely made its digital transition towards OTT and streaming. For the year ended 31 December 2023, the Group recorded €6.2 billion in revenue and €472 million in Adjusted EBIT (EBITA), representing an Adjusted EBIT (EBITA) margin of 7.6%. This marks a substantial increase from 2021, when the Group recorded €5.9 billion in revenue and €401 million in Adjusted EBIT (EBITA). In recent years the Group has demonstrated significant growth and Adjusted EBIT (EBITA) margin improvement, despite intensifying competition from streaming platforms and other new entrants. The Group maintains a cash-flow oriented culture, as shown by its CFFO of €315 million in 2023, reflecting a cash conversion rate on Adjusted EBIT (EBITA) (defined as the ratio of Adjusted EBIT (EBITA) to CFFO) of 67% in 2023 with an average of 71% over the 2021-2023 period based on the balances at each year-end. The Group's Adjusted EBIT (EBITA) margin and CFFO also benefit from the scale effects discussed above. Finally, the Group maintains a low debt level, further strengthening its financial position. Building on its business cash flow generation, while aiming at maintaining a robust balance sheet, the Group intends to continue to invest in its international development as well as in new and strategic growth areas. The Group intends to use any excess cash flow to provide shareholders with a progressive distribution policy.

(i) Resilient business model

The Group's business model is highly resilient, as demonstrated during the Covid-19 pandemic. The Group generates most of its revenue (more than 80% over the 2021-2023 period) from subscription fees, providing a substantial measure of revenue predictability. The Group's subscriber base is loyal relative to market standards and benefits from an elevated ARPU. For instance, in France, the Group benefits from strong loyalty from its subscribers: more than half of the subscriber base (57%) has remained with the Group for over five years, almost half of the subscribers (46%) for over ten years and even more than a quarter of the subscribers for over twenty years; this is all the more true for DTH subscribers, for which the churn rate is 50% lower than that of the overall subscriber base.

In addition, the Group's subscriber portfolio and revenue profile is well-balanced between mature, high ARPU and emerging, lower ARPU but fast-growing markets.

In addition to subscription revenues, Studiocanal's extensive library with more than 9,400 titles provides another consistent source of growing licensing revenue, supported by increased demand in particular from the global streaming platforms. Studiocanal relies on an extensive portfolio of more than 300 clients worldwide for its library, along with the Group's in-house channels and OTT platform.

The Group's content value proposition, based on a holistic editorial model with a variety of programmes (sports, cinema, TV series, documentaries, children's programmes and general entertainment), sources (in-house creation and third-party acquisition and aggregation) and language (local and global content) provides a natural hedge to operations. In other words, the Group is not dependent on one specific right or IP, and its content value proposition is attractive for the whole household (for instance in France, 90% of subscribers' content consumption over the last quarter of 2023 was across several editorial genres (e.g., spanning sports and films or sports and series or films and series), even when certain programs are occasionally unavailable). This resilience was highlighted by the Group's growing revenues during the Covid-19 pandemic, despite the scarcity of sports content, and during the Hollywood screenwriters' and actors' strike, despite the reduction in the supply of fresh film and series content.

The Group benefits from a diversified set of content providers, avoiding concentration risk and supporting a profitable operations model: for instance, in France, the Group broadcasted 568 films in its subscription channels in 2023, sourced from 111 suppliers. The Group has historically focused on cost management and is disciplined in content spending, including through critical analysis of content renewal decisions. This approach is evidenced by the Group's decision in 2024 not to renew its audiovisual rights to the French football league (Ligue 1), leveraging instead its other premium football rights, such as the UEFA Champions League (indeed moving to full exclusivity by no longer – as from 2025 – sub-licensing broadcast rights to third parties such as RMC) and the Premier League. The Group has secured its major rights and content (including the UEFA Champions League and the Premier League but also the Formula One™ and Moto GP, the recently renewed cinema output deal with Warner Bros. as well as the aggregation partnerships with MAX, AppleTV+ and Paramount+) for multi- year periods, providing high visibility and stability for its commercial operations.

Further operational stability and concentration risk mitigation is provided by multi-year distribution agreements with a large network of third-party distributors complementing the Group's own distribution channels.

Lastly, the Group is supported by proprietary technology platforms for most of its operations (e.g., programming, broadcasting, OTT and video streaming platforms, customer relationship management, advertising sales) and has developed extensive in-house expertise and know-how in broadcasting live and on-demand content over its 40 years of experience, avoiding dependency on third-party technology.

(ii) Strong M&A track record

To complement its organic growth the Group has engaged in substantial M&A activity in recent years, completing over 45 transactions since 2015. These include a wide range of transactions from small and mid-size content producers and distributors such as Dutch FilmWorks in the Netherlands or The Picture Company in the United States to large subscription-TV operations such as M7 and SPI. More recently, the Group has acquired substantial stakes in MultiChoice (and is currently conducting a mandatory takeover offer for the remainder), Viaplay and Viu. These transactions reflect a clear and focused approach to support the Group's strategic priorities of expanding geographically, especially in high-growth markets, and enhancing its content and digital value proposition. The Group also has a strong track record of successfully integrating acquired companies and making them accretive.

Long present in Poland, the Group significantly expanded its operations in Central and Eastern Europe by acquiring M7 and SPI International in 2019 and 2022, respectively. The acquisition of M7's subscription-based business enabled the Group to expand into seven new European countries: the Netherlands, Belgium, Austria, the Czech Republic, Slovakia, Hungary, and Romania. The acquisition of M7 has proved highly accretive for the Group, with a strong contribution to Adjusted EBIT (EBITA) since 2019, while along the way the Group and M7 have been investing in enhancing M7's premium offering, most notably through the introduction of higher-end content such as premium sports (e.g., the Premier League in the Czech Republic and Slovakia and the UEFA Champions League in Austria). In addition, SPI International brought access to more channels and content across M7's footprint as well as deeper regional market penetration.

The Group has acquired substantial stakes in entertainment platforms across various regions, often becoming the largest single shareholder, either when entering new markets or expanding its existing market position. For example, the Group acquired a 29.33% stake in 2023 and subsequently in February 2024 in the publicly-listed company Viaplay, a leading subscription-TV and streaming service in the Nordics markets, with significant presence also in the Netherlands, with 4.8 million subscribers as of September 2024. In 2023, the Group expanded its presence in Asia by acquiring a 26.1% stake in Viu, a leading OTT platform in Southeast Asia and the Middle East with over 62 million monthly active users in December 2023 and 13 million paid subscribers as of 31 December 2023; in June 2024, the Group increased its stake in Viu to 36.8% (currently standing at 37.2% due to subsequent contractual adjustments) and currently holds a unilateral option to increase it to 51%. Most significantly the Group began building in 2020 a significant shareholding in the publicly-listed MultiChoice, the leading entertainment provider in Africa. The Group currently holds a 45.2% stake in MultiChoice and has launched a mandatory tender offer to acquire the remaining shares it does not already own. An integration of MultiChoice has the potential to unlock synergies for the Group including amongst others geographic complementarity, increased subscriber base and associated improvements of content and technology investment amortisation and leverage in international content rights negotiations. Leveraging the Group's integration know-how can further position it to address structural challenges and opportunities resulting from the progressive digitalisation and globalisation of the video entertainment industry on the African continent.

The Group also consolidates its position in the value chain. Studiocanal has made several bolt-on acquisitions of studios both in existing and new markets to reinforce its production and distribution capabilities as well as its content library. Its acquisition of Dutch FilmWorks in 2022, which complemented the Group's acquisition of M7, has enhanced the Group's content production and distribution capabilities in the Netherlands and Benelux region.

1.2 Strategy

The Group's overarching ambition is to strengthen its position as one of the world's top integrated media and entertainment companies across its territories and beyond, with a robust Adjusted EBIT (EBITA) margin, by providing the best entertainment offering in each of its markets and making it as widely accessible as possible. The Group's ambition is grounded on three foundational pillars: (i) a unique combination of in-house and third-party content to deliver the best value proposition and customer experience; (ii) strengthening its positions in its more mature European markets while leveraging its distinctive geographical footprint geared towards higher growth markets to drive revenue growth, both organic and through mergers and acquisitions; and (iii) an efficient, lean and agile operating model through increased scale and synergies, extensive data collection and analyses and disciplined cost control, to deliver robust Adjusted EBIT (EBITA) margins.

(A) Unique combination of in-house and third-party content to deliver the best value proposition and customer experience

(i) Content

(a) In-house production

The Group will focus on developing ambitious, high-budget Canal+-branded original TV series, in English and with global reach, for its subscription-TV premium channels and platform. These global TV series will combine with local Canal+ Originals and are designed to appeal to all the Group's audiences across its territories worldwide. The Group is set to release in 2024 "*Paris Has Fallen*", a series with franchise potential adapted from the acclaimed series of action films "*Has Fallen*", and plans to develop each year several ambitious, high-budget series serving all the Group's territories.

Studiocanal will continue to focus on developing high-quality entertainment through its extensive in-house production capabilities of 15 production companies in Europe (in the UK, France, Germany, Spain, the Netherlands, Denmark and Poland) and the United States. Studiocanal is scheduled to release as from November 2024 "*Paddington in Peru*" (representing the studio's largest production budget to date at $130 million); other upcoming feature films include the US thriller "*Cold Storage*" (starring Liam Neeson and Lesley Manville), a high concept action thriller "*Control*" (starring James McAvoy and Julianne Moore) and a romance drama "*We Live in Time*" (starring Florence Pugh and Andrew Garfield). Furthermore, the studio also aims to double its TV series production capacity by developing and expanding the production companies it has acquired or invested in in recent years (i.e., The Picture Company in the United States, Strong Film & Television in the UK, 2e Bureau in France) as well as making further acquisitions. Current projects include "*Paris Has Fallen*" (as mentioned above, produced for the Group), "*Anansi Boys*" (a Neil Gaiman literary adaptation, produced for Amazon), "*The Lazarus Project*" (produced for Sky), "*The One*" (produced for Netflix) and "*In the Land of Women*" (starring Eva Longoria, produced for AppleTV+). This line-up highlights Studiocanal's distinctive capability to work with the Group's TV and OTT operations as well as for third parties, including major streaming platforms and TV broadcasters.

In its local subscription-TV markets, the Group will seek in Africa to further expand its position as an established and undisputed African content "major", leveraging its network of four production companies and the wider local production ecosystem the Group has strongly contributed to building in the past years. First, in its existing French-speaking Sub-Saharan African markets, it will maintain and expand its focus on producing and selecting local content (particularly in African languages) that resonates with audiences across its country markets. Second, pending the successful completion of its ongoing mandatory takeover offer for the MultiChoice shares it does not own, the Group would have African-language content production capabilities that cover all Sub-Saharan African territories and languages.

The Group will continue to ensure its content reflects the diversity of its audience and it is committed to recruiting and developing new talents both in front of and behind the camera, including through its training program designed to foster diversity, equality and inclusion.

(b) In-house Intellectual Property

Leveraging Studiocanal's extensive library, geographic footprint and talent relationships in all of its territories, as well as its close proximity to book publishers and content owners, the Group aims to accelerate the development of both local and global franchises. Studiocanal's in-depth experience with building a globally successful franchise in Paddington (a total of three films produced to date by Studiocanal, and also adapted as an animated TV series as well as a short film for Queen Elizabeth II's Jubilee in 2022) will allow the group to capitalise on this expertise in order to identify and develop other intellectual property rights with franchise potential, such as "*Paris Has Fallen*" (first season to be released in 2024; a second season is in development). In particular, the Group is able to leverage Studiocanal's extensive library and ownership of valuable remake rights to acclaimed titles and unique stories. A modern reboot of the acclaimed TV series "*The Avengers*" is currently in development, and production of a sequel to the action blockbuster "*Cliffhanger*" is due to begin late 2024, whilst a fourth instalment of "Bridget Jones" is currently filming. Cult classic "*Escape from New York*" is one of several other titles for which remakes are currently in development. Finally, Studiocanal recently wrapped shooting of the feature film "*Huntington*" starring Margaret Qualley and Glen Powell (who starred in "*Anyone but You*", "*Top Gun*" and "*Twisters*"), a remake of the cult comedy series "*Kind Hearts and Coronets*".

Studiocanal recently launched "Studiocanal Stories", a new initiative fully dedicated to adapting literary works into feature films and TV shows, the first of its kind in a major studio. Amongst the label's inaugural projects in development is a new live action "*Astérix*" film, an illustration of how the close relationship between the Group and Hachette, the third-largest book publisher worldwide, is an asset.

The Group will continue to invest in developing an attractive line-up of strong intellectual property with franchise potential expected to provide various benefits, including as a source of merchandising revenue from successful, world-renowned brands such as "*Paddington*". In addition to the films and TV series, Paddington has become an immersive experience on London's prestigious Southbank (i.e., "*The Paddington Experience*") and is currently being developed as a musical stage show with veteran producer Sonia Friedman, also behind the successful Harry Potter musical.

The Group will also seek to leverage the potential acquisition of MultiChoice (pending the successful completion of its ongoing mandatory takeover offer) to develop stories and build intellectual property with franchise potential that can travel across the African continent and beyond, further enhancing the Group's global content portfolio. With a wealth of African stories that are yet to be told, the combined group would be ideally positioned to produce and promote such stories, as demonstrated by the recent South African original TV Series "*Spinners*" co-produced by the Group and MultiChoice (which ranked amongst the top five shows watched on the Canal+ OTT platform upon its release in France). The combined group would also leverage on Studiocanal's expertise in developing intellectual property and franchises, as noted above.

(c) *Third-party content*

The Group will continue to partner with key content providers through multi-year contracts and across multiple territories while maintaining a strong focus on ROI and a diversified portfolio of content providers to limit the risk of dependency. This will be a continuation of the approach successfully taken in recent years by the Group, as demonstrated in sports by its renewal of the Premier League until the 2027/2028 season in France, the Czech Republic, Slovakia, Switzerland and Vietnam; or securing long-term rights to the Top 14 and Pro D2 rugby leagues until 2032 and the movie output deal with Warner Bros. in France; as well as multi-year agreements entered into with streaming platforms, including Netflix covering France, Poland, Mauritius and the French Overseas; Apple TV+ covering France, Switzerland, the Czech Republic, Slovakia, and the French Overseas; Paramount+ covering France, Switzerland, Mauritius and the French Overseas territories; and MAX covering France, Mauritius and the French Overseas.

For Dailymotion, which provides a wide range of video content from creators and publishers, presenting a diverse and engaging global catalogue, the Group plans to further invest in expanding the platform's video offerings to reach a broader and more engaged audience. This initiative contributes to a positive cycle that supports the creation of high-quality content and nurtures emerging talents in content creation.

(ii) Technology

(a) *Best-in-class customer experience*

The Group is committed to continued investment in technology to deliver the best customer experience across all platforms and for all its clients, following a technology roadmap that leverages its in-house, state-of-the-art technology assets in a cost-effective way. This integrated technology roadmap is conceived end-to-end, or "glass-to-glass": from the lens of the camera to the viewer's screen. This enables the Group to offer live broadcasts and on-demand contents in the best video and audio formats, and to keep up with the constant evolutions in this domain (e.g., 4K HDR, Dolby Vision^{TM}, Dolby Atmos^{TM}). The world-class design of the Canal+ OTT platform is constantly optimised to deliver a perfectly fluid user experience, from content discovery to consumption, including third-party contents and services – be they "ingested" or accessed via "app-to-app" "deeplinks". This will be further improved by the gradual integration of new features enabled by AI: e.g., human language, personalised search queries, results and recommendations (e.g., "best police show that I've never seen" or "best Christmas movie to watch with the kids"); content and metadata generation and enrichment (e.g., trailers, images, descriptions, tags, locators for ad-insertion or credit/intro-skipping); automated localisation (e.g., to add more language/subtitling options, or to replace voice-over by dubbing); image- and sound-quality upscaling; immersive and interactive content-consumption experience.

Aware of the carbon footprint of the digital industry, the Canal+ OTT platform will continue to incorporate eco-responsible features such as the ability of users to select the broadcast quality of their content, enabling them to be more energy efficient in consuming content.

A significant share of the Group's technology investments will be dedicated to ensuring that this best-in-class experience is available to all of its subscribers, with a major emphasis on the convergence of its complete technology stack across operations in its various markets. The Group also aims to achieve feature-parity across all devices, distribution models (including third-party hardware such as smart-TVs or ISP's set-top-boxes) and broadcasting technologies (OTT, IPTV, DTH, etc.). The Group will also keep investing in accessibility features (such as "dystitles" subtitles for subscribers with visual or auditive disabilities) to ensure all subscribers can fully enjoy its content offering.

With respect to Dailymotion, the Group will support ongoing AI investments aimed at enhancing user experiences, in particular with Dailymotion's advanced algorithm for content exploration.

This strategy is made possible by the Group's in-house, state-of-the-art technology assets, most prominently the Canal+ OTT platform, its customer relationship management tools, its data platform and its media asset management platform Mediahub. The Group will continue investing in their development to maintain them at the highest technical standards in terms of architecture (e.g., cloud-based, serverless and containerised microservices), coding languages (e.g., ReactJS/Native) and practices (e.g., DevSecOps; AI coding assistants and Q&A; Accessibility, Green and Privacy standards). As the Group continues to grow, these investments will also contribute to further enhance the reliability, scalability and resilience of its technology. The Group will also continue to introduce targeted innovations to the market (e.g., the Canal+ platform for mobility use-cases).

(B) Strengthening its positions in its more mature European markets while leveraging its distinctive geographical footprint geared towards higher growth markets to drive revenue growth, both organically and through M&A

(i) Organic growth

(a) Europe

The Group will aim to strengthen its positions in its more mature European markets (including leading positions in France, Poland, the Czech Republic and Slovakia). The Group will focus on expanding its coverage of specific market segments through adapted and targeted offers. In the OTT segment, the Group will seek to accelerate its market penetration to capture new customers and grow its subscriber base, in particular in Poland and in Central and Eastern Europe. This will include targeting the youth market (with its differentiated consumption profile) and other high-potential segments, following the path of its proven success in France. In addition, to expand its distribution reach, the Group will continue to leverage its distinctive, broad and deep partnership networks with ISPs, as shown recently by Free's recent launch in France of "CANAL+ LA CHAINE EN LIVE" distributed in hard bundle and A1 Telekom's recent launch in Austria of a Canal+-branded streaming platform and pay-TV channel.

(b) Africa

Leveraging its existing leading positions in French-speaking Sub-Saharan Africa as well as market growth drivers, the Group aims to sustain its rapid growth and become the undisputed market leader across the African continent. First, the Group will continue to expand its business in its existing French-speaking African markets, seeking to capture a significant share of expected market growth driven by structural factors such as a growing population, expanding electrification, broadband rollout and increasing purchasing power particularly from the rising middle-class. Africa's population is projected to grow from 1.5 billion in 2024 to 2.5 billion in 2050. In geographies where Canal+ and

MultiChoice are present today, electrification is expected to reach 58% of households in 2028, up from 51% in 2024 (excluding South Africa); while FTTH penetration is forecasted to reach 3% of households in 2028, compared to 1.8% in 2024 (see also Part VII (*Market Description*)). To this end, the Group will leverage its strong brand (with an average awareness of 96% across 12 of the main African markets where it operates), its leading production capabilities (with almost 4,000 hours of content produced annually, including content in local languages, and the strong appeal of its in-house content which accounts for half of its subscribers' TV viewership time), its wide distribution network (of more than 17,000 physical points of sale) as well as its technological assets and expertise to benefit from increasing digital penetration (with the Canal+ OTT platform, connected set-top boxes, and its aggregation strategy, which includes partnerships with major streaming platforms). The Group will also draw on its thirty years of business experience in Sub-Saharan Africa and will continue to enhance its content value proposition and position as an established African major.

The Group is poised for a step-change in Africa through its 45.2% stake in and ongoing tender offer for control of MultiChoice, another leading media and entertainment provider in Africa, with subscription-TV leadership in English- and Portuguese-speaking Sub-Saharan Africa, serving approximately 21 million households across Sub-Saharan countries (as of March 2024). MultiChoice delivers its content through DTH, DTT and online video entertainment services with a diverse content offering, including the production in 2023 of 6,500 hours of local content (contributing to a library of 85,000 hours in over 40 languages), as well as sports content and international entertainment. The two groups are highly complementary, with the potential to unlock synergies. The proposed transaction would establish a leading global entertainment platform in Africa with significant scale. It would create a combined platform with the ability to commit even greater investment into local content and sport, with a high technology platform in Africa and beyond.

In addition, it would diversify the geographic footprint of the Group and MultiChoice, mitigating localised risks and market volatility. Leveraging its 30-year presence on the continent, the Group plans through the contemplated transaction to support the development of African sports and cultural industries and produce and promote African stories worldwide. With Africa's rapid adoption of broadband and mobile internet, the media landscape is undergoing significant changes, with untapped potential for the Group to grow as the leading OTT platform. Combining the strengths of MultiChoice with the Group's long-standing presence in Africa and GVA's FTTH capabilities, the Group would be ideally positioned to address the current opportunities and industry shifts.

(c) Asia

The Group will continue to expand its business and pursue opportunities to gain scale in targeted emerging markets in Asia, leveraging favourable market dynamics such as population growth and an increasing purchasing power particularly amongst the rising middle-class, and growing SVOD and AVOD markets. In the Group's Asian markets (i.e., Vietnam, Myanmar and markets in which Viu operates), the population is expected to grow from 675 million in 2024 to approximately 700 million inhabitants in 2028 and approximatively 750 million inhabitants in 2050 (see also paragraph 1.4(A)(i) of Part VII (*Market Description*)).

Despite capitalising on market growth, the Group is likely to remain sub-scale in Asia with its current positions in Vietnam and Myanmar. Hence, the Group will seek to gain further scale beyond its existing markets further to the significant step taken in 2023 acquiring a 26.1% stake (subsequently raised to 37.2% in 2024) in the OTT platform Viu, a leading streaming service in Southeast Asia providing access to regional and local content, in particular content originating from South Korea, Thailand and Malaysia. The Group holds an option to increase its stake to 51% and therefore take control; should the Group decide to exercise this option it would substantially increase its revenues, its subscriber base, and importantly its footprint and scale in the region with significant growth potential over the coming years.

(d) Studiocanal

Studiocanal is well positioned for future revenue growth, leveraging on its vast library of feature films and TV series and increasing portfolio of intellectual property with a focus on stories with franchise potential as well as its distinctive positioning as a preferred partner for both the Group's channels and platform and third-party streaming platforms and broadcasters.

Studiocanal has the distinctive advantage of being the in-house producer and provider of content for the Group's subscription and advertising-supported channels and platforms and having established growing and profitable relationships with the world's leading broadcasters and platforms (such as Netflix, AppleTV+, Disney+, Amazon, Sky, A24, Universal Studios and Sony). Studiocanal's current share of revenues with the Group is approximately 10% while its business with third-parties accounts for 90% of its revenues. Over the last five years, Studiocanal has been steadily growing its revenue and profit base by taking advantage of the Group's growing subscriber base as well as the rapid development of streaming platforms, while continuing to supply content to incumbents and traditional broadcasters and TV players, both free-to-air and subscription-TV. Studiocanal is expected to continue to take advantage of the growing customer base of both the Group and the Group's TV and streaming competitors, all customers of Studiocanal.

(e) Dailymotion

Across all its geographies, the Group will continue to develop Dailymotion's advertising revenue streams. First, as part of its global video ecosystem strategy, the Group will continue to enhance Dailymotion's B2C operations to create an engaging ad-funded platform where users and creators interact meaningfully. As audiences are drawn to Dailymotion for its diverse and entertaining video content, fostering a community centred on exploration and discovery, the platform will prioritise the development of features that facilitate healthier interactions and optimise audience acquisition and retention strategies.

Concurrently, the Group will expand Dailymotion's advertising capabilities globally, both in terms of workforce and product offerings, to maximise its revenues and foster a virtuous ecosystem for publishers. Leveraging comprehensive data analysis of user behaviour, Dailymotion's advertising activities adapt to the evolving landscape, particularly with the impending shift away from traditional cookie-based targeting. Dailymotion's advanced data targeting technology ensures precise audience engagement, empowering brands to forge deeper connections with their target audiences through tailored campaigns.

In addition to expanding its ad-funded model, the Group will actively develop Dailymotion, its video SaaS offer, to bolster its global presence and solution offerings. As businesses across various industries increasingly rely on video content, Dailymotion is capitalising on this shift by extending its technology beyond its core user base in publishing services, providing advanced tools that cater to all types of professionals seeking to enhance their audience reach and engagement.

(ii) Growth through M&A

The Group is a natural consolidator in its markets for three main reasons. First, the Group is the only non-US player operating at scale. While US players have been primarily focused on consolidating within their domestic market, the Group has historically engaged in M&A in its local markets and intends to continue to do so. Second, the Group's low leverage provides it with headroom to pursue consolidation opportunities. Third, the Group has a proven track record in executing M&A transaction and successfully integrating acquired companies, bolstering its credibility and attractiveness as an acquiror.

(C) Efficient, lean and agile operating model, through increased scale and synergies, extensive data collection and analysis, and disciplined cost control, to deliver robust Adjusted EBIT (EBITA) margins

(i) Increased scale and synergies

The Group will seek to leverage its increasing scale to enhance efficiencies and reduce costs. By amortising content costs across a large subscriber base, the Group can significantly reduce the content cost per subscriber. Similarly, technology costs will be amortised over a broader subscriber base, thereby reducing the tech cost per subscriber.

In addition, the acquisition of MultiChoice presents further opportunities for synergies, enabling the Group to enhance its operations and extend its reach across diverse markets (in particular English and Portuguese-speaking African countries).

Finally, Studiocanal will continue to invest in high-profile TV series and feature films on a global scale. This includes producing globally recognised "Original Creations" series such as "*Paris Has Fallen*" and producing series for third parties such as "*In the Land of Women*" with Eva Longoria and "*Monster of Florence*" for AppleTV+. With respect to feature films, Studiocanal will look to continue to produce major titles with global appeal such as "*Paddington in Peru*", made to appeal to global audiences over the world.

(ii) Disciplined cost control, in particular through extensive data collection and analysis

While sustaining a high level of investment in content (e.g., €3.7 billion spent in 2023), the Group will maintain a strong focus on ROI to ensure its in-house production as well as third-party content acquisition and aggregation continue to deliver incremental value for subscriber acquisition and retention. Thanks to its DtoC distribution model that enables direct customer relationship and ownership, the Group is able to collect an extensive amount of data on content viewership, both live and on-demand, based on both its in-house content and third-party content, including from the third-party platforms ingested into the Canal+ OTT platform (i.e., AppleTV+, MAX and Paramount+). Leveraging subscriber data, the Group has developed outstanding expertise in analysing content consumption and viewership patterns. This expertise allows the Group to calibrate the amount of financial resources it should allocate to key content such as sports rights, film output deals and third-party channels and streaming platforms to maximise subscriber acquisition and retention. Activation of synergies across geographies regarding data usage and increasing use of AI will also support content investment optimisation over time.

With respect to technology, similarly to content, the Group will also maintain both a high level of investment (e.g., €1 billion spent in 2023 in expenditure and investments) to offer a best-in-class experience to its subscribers across its geographies, and a strong focus on cost optimisation. For instance, the Group regularly upgrades its encoding capabilities to reduce its bandwidth consumption, for both satellite and OTT broadcasting. To optimise OTT broadcasting costs, the Group has built internal Content Delivery Networks ("**CDNs**"), in which it will invest further to increase their capacity and roll them out globally. AI is expected to provide significant opportunities to reduce costs across the technology and content lifecycles (including production and post-production), building on the Group's AI Factory established in 2024 to start addressing targeted use-cases. Lastly, the Group intends to further leverage its global workforce, as well as third-party partners, to mobilise technology talents in a cost-effective way.

(iii) Lean and agile organisation

The Group is committed to maintaining a lean and agile organisational structure, even as it expands its footprint with the planned acquisition of MultiChoice. The Group will roll out best practices across the organisation, leveraging its increasing scale, where it matters most, while maintaining strong, local organisational structures.

2. DESCRIPTION OF THE GROUP'S BUSINESS

The Group's operations cover a broad range of activities, with operations and expertise across the entire value chain. These activities are organised into the following operating segments: (i) "Europe", (ii) "Africa and Asia" and (iii) "Content Production, Distribution and Other". The Group is one of the largest market players in subscription-TV in Europe in terms of both revenues and subscribers, being the leader in France, the second largest player in Poland and Slovakia and the third largest player in the Czech Republic. In addition, the Group is the undisputed leader in 19 countries in French-speaking Sub-Saharan Africa.

2.1 Europe

The "Europe" operating segment encompasses the Group's subscription-TV (including OTT) and advertising-supported FTA TV businesses across France, the French Overseas and adjacent territories (together with the French Overseas, the "**Overseas Territories**"), Poland, Central Europe and Benelux (through its wholly owned subsidiary M7) and the Nordics (through a minority interest in Viaplay) as well as telecommunication services in the Overseas Territories. As of year-end 2023, the Group had a total subscriber base of approximately 16.8 million in Europe.

(A) France

France is the historical centre and flagship operation of the Group's TV business. The Group has a 40-year presence and history in France, having launched the first subscription-TV channel in the country in 1984. The Group remains the leading subscription-TV operator and its subscriber base has been growing each year since 2019. The Group has an attractive, premium positioning in France and continues to set industry standards with high-quality, distinctive and exclusive content. The Group is the market leader in terms of revenues.

(i) Publishing

The Group's commitment to high-quality content and varied programming underpins its publishing strategy, designed to meet the tastes and preferences of each and every audience member in the household.

(a) Publishing of in-house live channels and on-demand content

<u>Subscription-TV</u>

The Group is the longest-operating private subscription-TV channel in France. Its launch on 4 November 1984 changed the landscape of French television, with the creation of the country's first subscription-TV channel. The channel initially focused on two major editorial themes: films and sports. The channel subsequently evolved into a holistic editorial model that included a broader and deeper premium offering featured across a portfolio of premium and themed channels. Today, the Group publishes 10 premium channels in France under the "Canal+" brand as well as 17 themed channels covering all subscription-TV genres (as well as three advertising-supported FTA channels). The Group's subscription-TV channels have an audience of 42.6 million viewers per month and 7.9 million viewers per day; they are by far the leading subscription-TV channels watched by the Group's subscribers, with an audience share of over 40% amongst all subscription-TV channels distributed by the Group (as measured over the period from January to June 2024).

Premium Canal+ channels

The Group publishes 10 premium channels and related on-demand content comprising premium sports, films, series, documentaries, children's programmes and general entertainment (including TV shows and unscripted programmes, comedy shows and concerts), including the general-interest channel Canal+ as well as nine specialised premium channels: Canal+ Sport, Canal+ Foot, Canal+ Sport 360, Canal+ Box Office, Canal+ Grand Écran, Canal+ Cinéma(s), Canal+ Séries, Canal+ Docs, and Canal+ Kids. These Canal+ premium channels offer exclusive, original, and innovative programs, mainly sourced from long-term sports rights acquisitions and output deals with US major studios as well as in-house content. The Group has already recently launched Canal+ Live encompassing 18 channels aimed at broadcasting all UEFA Champions League, UEFA Europa League and UEFA Conference League matches.

The Group has a unique sports offering with over 10,000 hours of sports programs broadcasted in 2023. It has secured multi-year and exclusive access to premium sports events for its subscribers through sports rights acquisition contracts. This includes football competitions, such as the UEFA Champions League, UEFA Europa League, and UEFA Conference League until 2027, the Premier League until 2028, and the Arkema Première Ligue (women's) league until 2029. In addition, the Group has rights to the Top 14 and Pro D2 rugby domestic leagues until 2032, the Formula One™ and MotoGP™ World Championships until 2029, the World Rally Championship until 2030, and golf tournaments including the DP World Tour and PGA Tour men's circuits until 2028 and 2030, respectively, the Ryder Cup until 2029, and the Amundi Evian (women's) Championship until 2030. The Group's Sport channels (i.e., Canal+ Sport, Canal+ Foot, Canal+ Sport 360 as well as themed channel Infosport+) are the leading subscription-TV sports offering in France, with an audience that reached almost 17 million viewers per month and more than 2 million viewers per day over the period from January to June 2024.

The Group offers an extensive and diverse selection of films, including French and European films (in particular through a "pre-buy" system as well as through acquisitions) and US films, most notably through arrangements with US major studios (i.e., Disney, Warner Bros., Paramount Studios, Sony Pictures, and Universal Studios). These multi-year arrangements, referred to as "output deals", secure access to content produced by the studios and in particular their blockbuster films for broadcast on the Group's channels and the Canal+ OTT platform (such as Disney's "*Avatar*", Warner Bros.' "*Barbie*", Universal's "*The Super Mario Bros. Movie*" and Paramount's "*Top Gun: Maverick*"). For a more detailed description of the Group's "output deals", see paragraph 3 of Part VIII (*Business Description*). The Group is the primary supporter of film creation in France. It is the largest contributor to the financing of French cinema, funding more films than all other TV broadcasters and streaming platforms in France combined. The Group accounts for circa 75% of pre-buys of French films: in 2023 the Group's pre-buys (including for the Canal+ premium channels and the themed channel Ciné+) accounted for 179 out of the 236 pre-buys of French and European films by TV broadcasters and streaming platforms in France. This positions the Group as the cornerstone of French cinema amongst TV broadcasters and streaming platforms. The Group's film selection also includes films produced or distributed by Studiocanal, primarily French films as well as English-language films.

Under a contractual and regulatory framework specific to France (the "media chronology" or "*Chronologie des medias*"), the Group currently benefits from exclusive television distribution rights – including via streaming – during the initial post-theatre release window (i.e., six to fifteen months) post-release (see Part IX (*Regulatory Overview*)). In 2023, the Group broadcasted 359 films on Canal+ and 568 films across all its subscription-TV channels, including Canal+ Box Office and Canal+ Cinéma(s), all on an exclusive basis. The Group's cinema-related channels in France (i.e., Canal+ Box Office, Canal+ Grand Écran, Canal+ Cinéma(s) as well as the six themed channels Ciné+), represent the leading subscription-TV cinema offering in France in terms of audience: these reached an average of more than 14 million viewers per month and 2 million viewers per day (as measured over the period from January to June 2024). Finally, the Group is a partner of major film award shows such as the César Awards, Venice Film Festival, Golden Globes, BAFTAs and Oscars.

The premium Canal+ channels also offer a wide range of scripted series featuring prominent French and international talents, investing in both French and major international series, while also nurturing new talent. The Canal+-branded "*Créations Originales*" include in-house premium original series featuring top talents, such as "*Versailles*", "*The Bureau*", "*Spiral*", "*War of the Worlds*" and "*Of Money And Blood*". The Group has broadcasted 105 titles in total since the launch of its label "*Créations Originales*" including thirteen series during the 2022-2023 period (of which "*War of the Worlds Season 3*" and the first season of "*Of Money And Blood*"). Fifteen of these series have been recognised with international or local awards, including eight by an Emmy award, one by a Golden Globe award and three by a Séries Mania award. The "Créations Originales" broadcasted over the past two years had an average audience of 689,000 subscribers. In addition, the Canal+-branded "*Créations Décalées*" include original short-form series like "*Des Gens Bien Ordinaires*", recognised at the 2023 International Emmy Awards. The Group also offers a selection of premium international series from third-party providers, such as Apple's "*The Morning Show*", Paramount's "*Your Honor*" and "*Halo*" and Fifth Season's "Tok*yo Vice*".

Finally, the Group offers a wide range of documentaries, including its own Canal+-branded original documentaries, particularly sports long-format or series (such as "*Un1que Victor Wembanyama*", an exclusive documentary on the global basketball phenomenon Victor Wembanyama, and "*Dupont, Naturellement*", a biopic on the world's best rugby player, Antoine Dupont), crime as well as culture documentaries (such as "*Karl Lagerfeld*", a biopic on the extraordinary career of the fashion designer). Furthermore, the Group offers unscripted programmes such as "*Loups Garous*" (starring popular French comedians Fary and Panayotis Pascot) and entertainment programs, including comedy shows and concerts with acclaimed French talents such as Florence Foresti, Gad Elmaleh and Juliette Armanet.

Themed channels

The Group publishes 18 subscription-TV themed channels (and related on-demand content) covering a wide range of genres. This includes the movie channels Ciné+ OCS (OCS, Ciné+ Frisson, Ciné+ Emotion, Ciné+ Family, Ciné+ Festival and Ciné+ Classic), the series channel Polar+, the sports channel Golf+ and Infosport+, the discovery channels Planète+ (Planète+, Planète+ Crime and Planète+ Adventure) and Seasons, the entertainment channels Comédie+, Olympia TV and Cstar Hits France, Infosport+ and, finally, the children's channels Piwi+ and Télétoon+.

The Group has the leading discovery offering (including three Planète+ channels as well as the premium Canal+ Docs channel), which reached almost 8 million monthly viewers and more than 1 million daily viewers (as measured over the period from January to June 2024). In addition, Polar+ reached an average of almost 4 million monthly viewers (as measured over the same period).

Advertising-supported free-to-air (FTA) channels

The Group is a major producer of advertising-supported FTA television in France, operating three FTA national channels: C8, CNews, and CStar. C8 is a general-interest channel catering to a wide range of demographics and audiences. CNews is an all-news channel providing 24/7 coverage. CStar is an entertainment channel showcasing musical artists.

These three channels have been historically broadcast via DTT (usually referred to in France as "TNT") and are also included in the TV packages of satellite, IPTV, cable and other television operators. In France, the DTT broadcasting of a channel requires a license that is periodically up for renewal. All of the Group's current DTT broadcasting licenses are set to expire in 2025 (see paragraph 1.1(A)(ii) of Part IX (*Regulatory Overview*)). On 24 July 2024, the ARCOM announced that all applications for DTT broadcasting licenses for the Group's channels, except for C8, have progressed to the second phase of the licensing process. Accordingly, C8's DTT broadcasting license (also referred to as "TNT" license (see paragraph 1.1(A)(ii) of Part IX (*Regulatory Overview*))) will expire on 28 February 2025. The selection process in respect of the Group's other applications for DTT broadcasting licenses is ongoing and could result in some of the applications made by the Group not being successful.

In 2023, the Group was the only audiovisual group to have two channels (C8 and CNews) in the top five FTA channels broadcast via DTT in terms of ratings in France (excluding the television channels that have been historically broadcast for analog television, i.e., TF1, France 2, France 3, Arte and M6). C8 had a record year in 2023, ranking number one (ex-aequo) on this basis with a 3.1% audience share amongst the general public, and broadcasts the hit talk show "*Touche pas à mon poste*". CNews was the leading news channel in France in September 2024. The 24-hour news channel features newscasts every thirty minutes, discussions, behind-the-scenes reports, opinions and debates.

Some of the programs broadcast on the general Canal+ channel (such as "*En Aparté*", "*Clique*" and "*Canal Football Club*") and the other Canal+ premium channels are made available free-to-air. The Group has always broadcast free-to-air programs in authorised slots (morning, midday, and early evening) to convey to non-subscribing viewers the Group's subscription appeal as a lever to attract new subscribers.

(b) Third-party content acquisition and aggregation

The Group acquires and aggregates third-party content with its own content to provide subscribers with an enhanced content value proposition that includes the broadest and best range of content. The Group acquires the rights of third-party content for broadcast on its Canal+-branded premium channels, themed channels and advertising-supported channels. This includes, for example, the output deals with the US major studios and sports rights' licensing agreements with rights holders discussed above (particularly in "Premium Canal+ channels").

In addition, the Group enters into aggregation agreements with linear television channels, both FTA and subscription-TV, as well as streaming platforms like AppleTV+, Netflix, MAX and Paramount+, to distribute such channels and platforms as part of the Group's subscription packages. This strategy makes the Group a highly distinctive one-stop-shopping alternative offering for television entertainment in the market. Third-party content for aggregation is selected (and priced, in negotiations with content providers) based on various factors, including the Group's assessment of its impact on subscriber recruitment and loyalty (itself based amongst other things on the Group's monitoring and analysis of customer usage data and market surveys), its overall focus on ensuring high quality and diverse programming, as well as the strength of the content provider brand. These factors also inform the Group's decisions around whether to seek exclusive rights. The Group secures access to this content through specific agreements with the content producers. In addition to the discussion below, for a description of specific types of arrangements and agreements and certain key terms, see paragraph 3 of Part VIII (*Business Description*).

(c) Third-party channels

The Group aggregates both advertising-supported and subscription-based third-party TV channels. Agreements to acquire broadcasting rights from these channels are usually entered into for multiple years (usually three to five years) and provide for (i) the broadcasting methods covered (satellite, cable, ADSL, etc.), (ii) exclusivity terms (if applicable), (iii) the territories covered (as these agreements may cover other territories than France), and (iv) the cost (proportional royalty or flat fee).

The Group aggregates all FTA channels including the leading channels TF1, M6, and France Télévisions.

The Group aggregates subscription-TV channels published by other major international and local providers including, for example:

- beIN Sports channels: in February 2020 the Group entered into a distribution agreement with beIN Sports, which was renewed in August 2024 for a multi-year term. Pursuant to this agreement, the Group includes all beIN Sports channels in certain of its packages (e.g., the "Canal+ Sport" package); in addition, the Group is the exclusive agent for wholesale distribution of beIN Sports in France to third-party providers across all platforms. The beIN Sports channels offer various premium sports rights which are complementary to the Group's own sports rights, most notably France's Ligue 1 (one match per match week) and Ligue 2 football leagues which beIN Sports renewed in July 2024 with the *Ligue de Football Professionnel* ("**LFP**") from the beginning of the 2024-25 season until the end of the 2028-29 season. Under the renewed agreement in 2024 between the Group and beIN Sports, beIN Sports will broadcast one live Ligue 1 match per match week on its channels distributed by the Group. In addition, beIN Sports channels' broad offer includes: the French Cup and European and international football (including European club domestic leagues and cups – Spain's La Liga, Germany's Bundesliga, the English FA Cup, Liga Portugal, the Turkish Süper Lig; African club competitions such as CAF Champions League as well as national teams competitions, such as UEFA European Championship and Africa Cup of Nations), tennis (including Wimbledon and the WTA Tour), basketball (including the NBA and WNBA), handball (including the men's and women's French Division 1), rugby (including the Champions Cup and the Challenge Cup) and American sports (including the NFL, MLB and NHL), which are complementary to Canal+' own sports offering;

- Warner Bros. Discovery's channels: the Group entered into a multi-year agreement with Warner Bros. Discovery on 11 June 2024 to include in its subscription packages (as part of a corner dedicated to MAX within the Canal+ OTT platform) cinema channels such as Warner TV, Warner TV Next and TCM Cinema; discovery channels Discovery Channel, TLC and ID; youth channels Boomerang, Cartoonito and Cartoon Network and news channels such as CNN;
- The Walt Disney Company's channels: the Group entered into an agreement with The Walt Disney Company in December 2019 under which it includes a wide range of Disney-branded channels, including Disney Channel, Disney Junior, National Geographic, National Geographic Wild, Voyage and Fox Play, in its subscription packages. This agreement expires in December 2024;
- ViacomCBS channels: the Group entered into a multi-year agreement with ViacomCBS Networks International in 2022 under which it includes Paramount and Viacom channels in its subscription packages. This covers youth channels such as Nickelodeon, Nickelodeon Junior, and Nickelodeon Teen; the films channel Paramount Channel; themed channels such as BET, Game One and J-One; and the music channel MTV;
- Eurosport channels: The Group offers Eurosport channels pursuant to an exclusive distribution agreement entered into with Warner Bros. Discovery in April 2019. This agreement covers various sports events, which are also complementary to the Group's own sports rights (as well as beIN Sports channels' sports rights), such as tennis (including the US Open, Australian Open, ATP 500 and ATP 1000), cycling (including the Tour de France, Giro d'Italia, La Vuelta and major mountain bike and bicycle motocross competitions), winter sports (including world championships in biathlon, downhill skiing, freestyle skiing and snowboarding), motor sports (including Formula E, 24 Hours of Le Mans, 24 Hours of Le Mans Motorcycles, motocross, superbike and speedway), handball (including the European Handball Federation Champions League) and athletics (including marathon and triathlon). This agreement expires in November 2024;
- TF1: the Group entered into an agreement with TF1 in November 2022 under which it includes channels such as TF1, TMC, TFX, TF1 Series Films, LCI – La Chaine Info, TV Breizh, Ushuaia TV, and Histoire TV in its subscription packages. This non-exclusive agreement grants the Group the right to distribute these channels; and
- M6: the Group entered into an agreement with M6 in 2018, as amended from time to time, under which it includes the generalist channels Paris Première and Teva; youth channels Canal J, Tiji and Gullimax; and the music channels RFM TV and MCM in its subscription packages (on a non-exclusive basis).

<u>Third-party streaming platforms</u>

The Group aggregates major global streaming platforms such as AppleTV+, Netflix, MAX and Paramount+ as well as the local services TF1+ and M6+. The Group's subscribers have access to these platforms either on an "ingested" (for AppleTV+, MAX, Paramount+, myTF1 and M6+) basis (i.e., accessible directly on the Canal+ OTT platform) or an "app-to-app" (i.e., via a link to the third-party platform) basis (for Netflix). The Group's arrangements with the owners of these platforms (including US major studios Warner Bros. Discovery and Paramount) provide the Group's subscribers with access to the platforms through the Group's subscription packages. Key benefits for subscribers include the convenience of finding their preferred content all in one place – a "one-stop shop" (in particular for "ingested" platforms) – and more attractive pricing through Canal+ bundled services compared to subscribing separately to each streaming service. For example, the "Canal+ Ciné Séries" package, which includes the Group's Canal+ premium channels and themed channels Ciné+ OCS and access to the Netflix, Paramount+ AppleTV+ and MAX streaming platforms is available for €39.99 per month (even starting at €29.99 for new subscribers with 2-year commitment). Subscribing to all these channels and platforms individually would cost close to €90 per month.

Key aggregation arrangements with third-party streaming platforms include:

- Netflix: under a multi-year agreement entered into on 16 September 2019 with Netflix (and renewed in May 2024), the Group's subscribers have access to Netflix, via an app-to-app link, as part of certain of the Group's subscription packages (e.g., through the "Canal+ Ciné Séries" and "Canal+ Friends and Family" packages), as well as through limited bundle offers with the basic "Canal+" subscription). More generally, under the agreement with Netflix, the Group offers Netflix services "à la carte" or in bundles. The "à la carte" option allows subscribers to add Netflix as an extra subscription, whereas the bundle option includes Netflix as part of certain of the Group's subscription packages;
- Disney+: available to the Group's subscribers since its launch in France in 2020, Disney+ is included in certain of the Group's subscription packages (e.g., through the "Canal+ Ciné Séries" and "Canal+ Friends and Family" packages as well as through limited bundle offers with the basic "Canal+" subscription) via an app-to-app link. Under this agreement, the Group's subscribers have exclusive access to the French language version of Disney+ including original content, library feature films branded Disney, Pixar, Marvel and Star Wars as well as the Simpsons animated series and other series originating from Disney Channels and National Geographic channels. The Group is also the exclusive agent for wholesale distribution of Disney+ to third-party providers across all platforms in France. This agreement expires in December 2024;
- Paramount+: Based on a multi-year agreement entered into in 2022, Paramount+ is included in all Canal+ premium subscription packages and is ingested in, and viewable directly on, the Canal+ OTT platform;
- AppleTV+: Under a multi-year agreement entered into in April 2023, AppleTV+ is included in all Canal+ premium subscription packages and is ingested in, and viewable directly on, the Canal+ OTT platform;
- MAX: Under a multi-year agreement entered into with Warner Bros. Discovery on 11 June 2024, MAX is included in all Canal+ premium subscription packages (e.g., the "Canal+ Ciné Séries" package) on a non-exclusive basis and is ingested in, and viewable directly on, the Canal+ OTT platform; and
- DAZN: Under a renewable agreement entered into with DAZN in August 2024, the Group provides its subscribers an option to access to DAZN's content at the same subscription prices as those provided directly by DAZN, including the "Unlimited" package with exclusive live access to eight Ligue 1 matches per match week (at €29.99 per month with a 12-month commitment). This content is available via the Canal+ OTT platform. In France, DAZN currently holds the exclusive rights to Ligue 1, with the exception of one live match per week which is allocated to beIN Sports.

(d) Canal+ OTT platform

The Canal+ platform is a state-of-the-art OTT platform with:

- a unique and distinctive offering: over 200 live channels, 270,000 pieces of on-demand content (including 800 new pieces of content per day) including platform aggregation, content ingest ability, and aggregation of cultural non-video products such as press readers and audiobooks;
- the highest quality standards (4K HDR, Dolby Atmos); and
- a wide range of features (e.g., Start-over, which lets viewers go back up to eight hours before the broadcast, Multi-live, which lets them watch up to four shows at the same time and on the same screen, and Expert Mode, which enriches the live experience (on sports) with additional camera angles, highlights, statistics and additional information). In addition, "AirPlay" and "Chromecast" let viewers watch a show on a TV screen while the "Download" function allows them to watch programs offline.

The launch of the Canal+ OTT platform in 2013 (then "myCANAL") was one of the major initiatives taken by the Group to adapt to (indeed to anticipate) the various changes in the media ecosystem, including the emergence of streaming platforms. The Canal+ platform reflects the Group's strategy to extend the concept of subscription-TV to new OTT technology, with significant technology investments and capital expenditure, but optimised content budget, as the Canal+ OTT platform relies largely on existing content from the Group's subscription-TV and advertising-supported channels.

At year-end 2023, the Canal+ OTT platform had approximately 10 million monthly users in France and the platform was used by 80% of the Group's subscriber base (with access to the Canal+ platform) with on average over 100 hours of content watched per subscriber per month. Subscribers can access the Canal+ OTT platform through smart-TVs, the Group's and third-party set-top boxes, dongles, smartphones and tablets, laptops and gaming consoles. The platform's features include high-definition streaming and its user interface is highly customisable, with "Profiles", "Playlist" and "Personal recommendation" functions where everyone can personalise their own viewing area. The Kids profile is dedicated to children, in a secure space. Thanks to these features, the Canal+ OTT platform delivers a best-in-class customer experience, reflected in its high App store rating (4.4) as well as a subscriber satisfaction score of 16 out of 20.

Subscribers can access through the Canal+ OTT platform third-party streaming platforms (as noted above), providing them with seamless access to a wide range of streaming services, through both fully integrated (or "ingested") and app-to-app linked technologies. Ingested platforms are fully integrated into the OTT Canal+ platform, allowing subscribers to access content directly without needing to switch to a separate app. This method, which is preferred by the Group (although it requires initial investment in the technological infrastructure) as the user remains in the Canal+ universe, offers a seamless user experience as all content is accessible in one place. Examples of ingested platforms include AppleTV+, MAX and Paramount+. "App-to-app" links provide access to external streaming platforms through a linked app, so the user leaves the Canal+ universe; Netflix is currently aggregated by the Group in this way.

(ii) Packaging and commercial offering

In France (as well as in all of its local markets), the Group strives to offer subscription packages providing the best possible offer, tailored to market demand and accessible to the widest audience. Thanks to its diverse content – including sports, films, series, documentaries, children’s programmes and general entertainment, a wide range of third-party channels and major streaming platforms – the Group offers some of the most attractive and varied content packages in the entertainment landscape. In addition, the Group continually adapts its content offerings pricing strategies to optimise subscriber acquisition, loyalty, and engagement. Most of the subscription packages are based on a post-paid billing system, meaning that subscribers receive the service first and are billed later (at the beginning of each billing cycle).

In France, the Group offers two main categories of subscription packages to accommodate various needs and budgets: entry-level and premium. The premium category includes several options:

- the basic “Canal+” package at €27.99 per month (starting for new subscribers at €19.99 per month with a two-year commitment) and includes the Canal+ channel and Canal+ Box Office, Canal+ Grand Écran, Canal+ Sports 360, Canal+ Series, Canal+ Docs, Canal+ Kids channels, as well as access to AppleTV+ and Paramount+.
- the “Canal+ Ciné Séries” package is available at €39.99 per month (starting for new subscribers at €29.99 per month with a two-year commitment). This package encompasses all the channels in the basic Canal+ package as well as the Canal+ Cinéma, Ciné+ OCS and Canal+ Series channels, and adds access to the Netflix, MAX, and Insomnia streaming platforms.
- the “Canal+ Sports” package, available at €45.99 per month (starting for new subscribers at €34.99 per month with a two-year commitment), adds to the basic Canal+ package Canal+ Sport and Canal+ Foot channels as well as beIN Sports and Eurosport.
- the “Canal+ Friends and Family” package, available at €79.99 per month (starting for new subscribers at 64.99 per month with a two-year commitment), includes the above three package and enables viewing on four screens simultaneously.

These premium packages often come with promotional pricing for the first 12 months. There is also a special youth (i.e., under 26 years old) offer at a 50% discount and without commitment.

The Group’s premium subscriptions are available either with a set minimum commitment period (typically ranging from 12 to 24 months) or on a no-commitment basis. The former are less expensive on a monthly basis, hence incentivising commitment; while non-commitment offers are exclusively based on OTT and distributed through digital sales channels. At year-end 2023, 57% of the Group’s subscriber base had been subscribers for more than five years, 46% for more than 10 years and 27% for more than 20 years.

In addition, the entry-level packages include:

- “Canal+ La Chaine en Live” channel, distributed with the ISP Free at €15.99 per month, which offers the Group’s generalist channel Canal+ on linear broadcast, without related on-demand content; and
- the “TV+” package, starting at €2 per month, which aggregates FTA content with selected subscription-TV content, including content from the Canal+ premium channels (such as selected series, e.g., the “*Baron Noir*” series).

Finally, the Group provides access to a video on-demand ("**VOD**") service through CanalVOD, allowing users to purchase or rent content to watch at their convenience. CanalVOD offers one of the most extensive VOD catalogues in France, with 56,000 content units available 24/7, including over 14,000 films. CanalVOD programs come with a content description and are classified by genre (e.g., action, adventure, animation, comedy). CanalVOD also offers users specific program packages available for download to guide them in their choice of titles (e.g., packages based on film stars or directors).

(iii) A cross-technology broadcasting approach

The Group stands out as the only entertainment platform in France providing cross-technology offers, with a proven capacity to deliver its subscription packages through all available connectivity options, including OTT, IPTV, DTH, and DTT. The Group uses all of these delivery means in France.

While a significant and increasing portion of the Group's subscribers in France use IPTV, the Group continues to use DTH and DTT connectivity options to reach those who have not yet adopted IPTV, in line with the Group's ethos to make its offer as accessible as possible.

(a) Digital Terrestrial Television (DTT)

DTT is a technology for broadcasting television using digital signals over terrestrial transmitters. Currently, the Group's advertising-supported FTA channels (i.e., C8, CNews and CStar) as well as four of its subscription-TV channels (i.e., Canal+, Canal+ Cinéma, Canal+ Sport and Planète+) are transmitted via DTT. As of the end of September 2024, approximately 70,000 of the Group's subscribers in France were receiving their signal via DTT.

In France, the DTT broadcasting of a channel requires a license that is periodically up for renewal. All of the Group's current DTT broadcasting licenses are set to expire in 2025 (see paragraph 1.1(A)(ii) of Part IX (*Regulatory Overview*)). On 24 July 2024, the ARCOM announced that all applications for DTT broadcasting licenses for the Group's channels, except for C8, have progressed to the second phase of the licensing process. Accordingly, C8's DTT broadcasting license (also referred to as "TNT" license – see Part IX (*Regulatory Overview*)) will expire on 28 February 2025. The selection process in respect of the Group's other applications for DTT broadcasting licenses is ongoing and could result in some of the applications made by the Group not being successful.

While the Group's advertising-supported FTA channels are accessible to everyone, its subscription-TV channels are encrypted. The Group provides its subscribers with set-top boxes designed for the DTT market and manufactured by providers such as Sagemcom.

(b) Direct-to-Home (DTH)

DTH is a method of receiving satellite television signals directly through a dish antenna installed at the subscriber's location. In line with its commitment to make its content accessible to the largest number of subscribers, the Group uses DTH to have the broadest geographic coverage possible in France and reach subscribers in isolated or hard-to-reach locations that are neither covered by DTT nor linked to cable or fibre networks.

The Group has entered into satellite capacity agreements with the principal European satellite companies (SES Astra, Eutelsat, and Intelsat). These contracts are typically of relatively long duration, i.e., five to ten years. Subscribers need set-top boxes at home for effective DTH services.

The Group provides its own, proprietary set-top boxes, manufactured by providers such as Sagemcom, Technicolor and Humax. The Group has rolled out hybrid set-top boxes combining DTH and OTT technology and including the latest connected features (such as Wifi 4x4 and Bluetooth) and highest quality standards (such as 4K-Ultra HD video and Dolby Atmos sound).

52% of subscribers with set-top boxes use a hybrid DTH and OTT setup and 19% even use them exclusively as a full OTT device.

Thanks to this approach, the Group's DTH subscribers benefit from live broadcast available through DTH and access to all on-demand content on OTT. 56% of France's DTH subscribers access on-demand content.

(c) Internet Protocol Television (IPTV)

IPTV is a technology that delivers television content over Internet Protocol (IP) networks. IPTV uses the internet to stream media, allowing for a more flexible and interactive viewing experience. This technology enables live television, on-demand video, and time-shifted programming. In France devices for IPTV broadcasting are provided by the ISPs. This is the main connectivity option in France, as in 2023 50% of the Group's subscribers accessed its content through IPTV. The Group is party to distribution agreements with the main ISPs in France (i.e., Orange, SFR, Free and Bouygues Telecom).

(d) OTT services through the Canal+ platform

OTT services refer to the delivery of media content over the internet, bypassing traditional cable, broadcast, and satellite television platforms. These services can be accessed through various devices such as connected TVs, dongles, set-top boxes, smartphones and tablets, laptops, video game consoles and connected cars. The Group provides OTT services in France through the Canal+ platform. The Group has struck technology partnerships with most major device manufacturers and operating system providers, including LG, Hisense, Philips, Google, Apple, Microsoft and Amazon.

(iv) Distribution

While the Group, as a pioneer in the "Direct to Consumer" or "DtoC" approach, prefers direct contact with its subscribers, it also relies on wholesale distribution. This aligns with the Group's ethos of providing the best possible offer, while making it accessible to the widest audience.

(a) "Direct to Consumer" (DtoC) distribution

DtoC, distributing products and services directly to customers through various channels, has been the Group's preferred approach to commercial distribution (marketing) for 40 years as it enables direct relationships with subscribers. Its specific advantages include client proximity through direct touchpoints, improved efficiency in client management (such as retaining potential churning subscribers and offering upgrades), and full access to and ownership of client data. Under this approach, the Group manages subscriber relations from activation to eventual cancellation ensuring close subscriber proximity and exclusive, direct access to usage data.

Customers can subscribe to the Group's packages directly via an interactive interface on their television set or call a short telephone number that will connect them to the Customer

Relations Centre, where telephone advisors guide them in selecting the most suitable packages. Alternatively, customers may subscribe directly to the Group's packages or supplement their subscription or subscribe to additional services online, mostly via the "boutique.canalplus.com" website.

The Group also distributes its products via third-party distributors. First, this includes over 3,000 points of sale, including retail stores operated by commercial partners such as Fnac-Darty and Boulanger. Second, the Group has multiyear distribution agreements with ISPs under which they distribute the Group's subscription packages to their subscribers. While the customer subscribes to the Group's packages through the distribution channels (e.g., TV interfaces and set-top-boxes and stores) of the ISP, the Group maintains a direct relationship with the subscriber (from the activation of its subscription until its potential cancellation). The Group is party to such agreements with the main ISPs in France (i.e., Orange, SFR, Free and Bouygues Telecom).

Finally, the Group offers B2B packages for professionals, including hotels, hospitals, clinics, retirement homes, and prisons, as well as professionals operating certain public places, such as bars and restaurants, shops and stores, and sports betting facilities.

(b) Wholesale distribution

The Group has agreements with ISPs under which they bundle selected Canal+ content with their packages sold to their subscribers. In essence this means the operator acts as a distributor of the Group's content and pays the Group license or carriage fee. Unlike the DtoC channel, the Group does not have a direct relationship with the subscriber (who is in privity with the operator) or access to its usage data. Examples of these agreements include:

- beIN Sports channels distribution agreements with all ISPs, under which the Group grants the ISPs the right to distribute and bundle beIN Sports channels into their own subscription packages. The Group acts as the exclusive agent for wholesale distribution of beIN Sports channels to third-party providers across all platforms in France;
- Disney+ streaming service distribution agreements with all ISPs, under which the Group grants them the right to distribute and bundle the Disney+ platform or content into their own subscription packages. The Group acts as the exclusive agent for wholesale distribution of Disney's content to third-party providers across all platforms in France. This agreement expires in December 2024;
- "TV by Canal" distribution agreement with Free, under which Free distributes a package of themed channels, including the Group's in-house and third-party channels; and
- "Ciné+ OCS" channels distribution agreement with all major ISPs.

(v) Advertising services through Canal+ Brand Solutions

The Group's advertising sales agency, Canal+ Brand Solutions, sells advertising both on the Group's FTA channels as well as on the Canal+ OTT platform (which has addressable digital advertising capabilities).

Canal+ Brand Solutions manages both proprietary advertising inventory including in-house channels such as Canal+, C8, CNews, CStar and its Canal+ OTT platform, as well as third-party inventory, including channels like Eurosport, Discovery, RTL9, theatres such as UGC and the Grand Rex, and OTT platforms like MAX. Canal+ Brand Solutions leverages the Group's creative expertise, renowned talent and extensive data insights.

In 2023, Canal+ Brand Solutions achieved a 10.9% market share in the French TV advertising market, consolidating its position as France's third-largest TV advertising sales platform. Additionally, Canal+ Brand Solutions features a specialised unit called "Canal Brand Factory", established in 2017, dedicated to developing innovative advertising campaigns, using data and new technologies, original storytelling techniques and unexpected formats to stand out from traditional advertisements.

Canal+ Brand Solutions strives to strengthen its position in the market by developing its brand content, data and corporate social responsibility offers. It provides its advertisers with various solutions to promote energy efficiency. For instance, advertisers can calculate the impact of their campaign broadcasts, in particular with the carbon label proposed by Canal+ Brand Solutions.

(B) *French Overseas and adjacent territories*

The Group is the leading subscription-TV group in terms of revenue in the Overseas Territories, comprising, in the Caribbean (French Antilles, French Guiana and Haiti), the Indian Ocean (La Réunion, Mayotte, Comoros and Mauritius) and the Pacific (New Caledonia, Wallis and Futuna, French Polynesia, Vanuatu and Australia).

In the Overseas Territories, the Group generally operates through joint-ventures with local partners. For instance, in the French Antilles, the Group operates through a subsidiary, Canal+ Antilles, in which it holds a 52.3% stake, the rest being held with local partners. In Mauritius, the Group currently holds a 37% stake in MC VISION, a distributor of CANAL+ pay-TV offers in Mauritius. In April 2024, the Group entered into a share purchase agreement with the other shareholders to acquire, subject to regulatory approvals, an additional 38% stake in MC VISION. This transaction is expected to close by the end of 2024.

(i) Content programming, publishing and aggregation

The Group markets various "Canal+" packages, including Canal+ channels that highlight premium content such as sports, cinema and series, similar to the offerings in mainland France. In its programming the Group seeks to balance international premium content with high-quality local productions (with 103 local original content units produced over the last two years). An example of the latter is "Canal+ Outremer", a dedicated corner on the Canal+ OTT platform, that the Group edits and broadcasts in the Overseas Territories (and in mainland France) since 2022. With more than 60 hours of programming produced each year, Canal+ Outremer showcases talent from the French overseas territories. Examples include a TV documentary with Polynesian surfer Vahine Fierro, representing France at the 2024 Olympics, a documentary series with Manu Payet about La Réunion, and a concert by the group Kassav. Another highlight of local content is the short film production in the Pacific "*Les enfants oubliés*", which was selected for the 2023 Cannes Film Festival.

The Group's packages in the Overseas Territories include a wide range of third-party channels and streaming platforms. This includes Netflix, Disney+, AppleTV+ and Paramount+ streaming platforms (with MAX to be included as from November 2024), as well as Warner Bros. (e.g., Eurosport), Disney (e.g., Disney Channel and National Geographic), Paramount (e.g., MTV and Nickelodeon) and Universal's channels (e.g., Syfy) for films and series, and beIN Sports channels for premium sports content. As a complement, the Group's packages include the main French generalist channels (e.g., TF1, France TV, M6) and themed channels (e.g., Planète+, Novelas TV, Gulli). In addition, the Group's packages also aggregate local channels that are specific to each territory (such as Antenne Réunion, ViàATV or Calédonia). As a result, the Group's subscription packages in the Overseas Territories aggregate approximately 90 third-party channels.

The Group's subscriptions provide access to the Canal+ OTT platform, with 150,000 content units available.

(ii) Packaging and commercial offering

Adapting to each market, the Group's TV subscription packages proposed in the Overseas Territories are either post-paid offers (as in mainland France, with a 12- or 24-month commitment period) and pre-paid offers (as in Africa, 1-month subscription), the former being predominant in the Overseas Territories with 80% of subscribers as of the end of 2023. The prices of Canal+ packages in the Overseas Territories range from €2.40 (in Haiti) to €116.80 (in New Caledonia).

In addition to these offers, the Group proposes in some of the Overseas Territories high-speed internet (DSL and FTTH) packages, with the possibility to include the Group's subscription-TV content. See below under "Telecommunications Services".

(iii) Broadcasting and distribution

The broadcasting methods are tailored to the specific circumstances of each territory. In markets where the pre-paid model prevails (such as Haiti), DTH broadcasting is the norm, while in markets where the post-paid model prevails (such as the French Antilles), the Group deploys DTH with connected set-top boxes as well as standalone OTT and IPTV services.

Commercial distribution in the Overseas Territories is primarily via physical points of sale (47 CANAL+ Stores, door-to-door vendors, external distributors), completed by e-shop and distribution agreements with ISPs (such as the DtoC distribution agreement with Orange in La Réunion and the French Antilles). One distinctive aspect of commercial distribution in the French Overseas is that the Group offers both post-paid TV packages and high-speed internet services. This enables customers to access premium content and top-tier internet connectivity in one place.

In addition, in 2023 the Group entered into a five-year agreement with ONATi, a telecommunications provider in French Polynesia, under which ONATi outsourced to Canal+ the management of its TV distribution activities. In other words, the Group creates packages under the "Canal+" brand and distributes them via the ONATi distribution network to subscribers.

(iv) Telecommunications services through Canal+ Telecom

The Group's subsidiary Canal+ Telecom provides telecommunications services in the French Overseas, i.e., Guadeloupe, Saint Martin, Saint Barthélémy, Martinique, French Guiana and La Réunion. Since acquiring Mediaserv, a local telecommunications operator with around 20 years of experience, in 2014, the Group has invested in upgrading the local network infrastructure and submarine cables (either independently or through permanent telecommunications lease agreements known as "indefeasible rights of use"). Canal+ Telecom is also co-financing the fibre optic roll-out across the French Overseas. This roll-out is now complete in La Réunion where 100% of Canal+ Telecom's subscribers are now equipped with fibre optic connectivity. Canal+ Telecom is the second leading player in terms of market share of subscribers who changed their internet operator in 2023.

In addition to offering B2C packages, Canal+ Telecom is a major actor in the B2B market; for instance, the French administration relies on its services to connect its strategic sites in these territories to mainland France.

(C) *Poland*

Poland is home to the Group's second-largest country subscription base. The Group is the second largest player in terms of revenue amongst subscription-TV broadcasters and streaming platforms in Poland, where it enjoys a strong brand awareness of more than 80%. The Group operates in Poland through its consolidated subsidiary Canal+ Polska, of which it owns 51% (the other shareholders being Warner Bros. Discovery (32%) and Liberty Global (17%)).

(i) Content programming, publishing and aggregation

Canal+ Polska offers one of the most comprehensive premium television experiences in the country with 12 in-house Canal+ premium channels (Canal+ Premium, Canal+ Film, Canal+ Seriale, Canal+ 360, Canal+ Dokument, Canal+ Sport, Canal+ Sport2, Canal+ Sport3, Canal+ Sport4, Canal+ Now, Canal+1 and Canal+ 4K Ultra HD), four additional in-house Canal+ premium UEFA Champions League channels included starting from August 2024 and seven in-house themed basic channels (Canal+ Sport5, Minimini+, Ale kino+, Teletoon+, Domo+, Planete+ and Kuchnia+), dedicated to Cinema, Sports, Family, Documentaries and Lifestyle. In addition to these channels, Canal+ Polska offers a diverse selection of approximately 170 third-party television channels and on-demand services designed for the full range of customers. Canal+ Polska's channels offer a wide range of content, including sports, films, and series, with rights acquired on an exclusive or non-exclusive basis. In terms of sports, Canal+ Polska broadcasts major events such as:

- Ekstraklasa (i.e., the Polish Football Championship) under an agreement covering the 2023-2027 seasons;
- the UEFA Champions League under an agreement covering the 2024/2025, 2025/2026 and 2026/2027 seasons;
- the speedway Ekstraliga and two lower leagues (track motorcycle racing);
- the Premier League under a sub-licensing agreement with Viaplay covering two games per week until the end of the 2024/2025 season; and
- the women's tennis (WTA Tour) until the end of the 2026 season.

The line-up also features popular sports in Poland, including La Liga in football, NBA basketball, boxing, or Premier Padel.

In terms of international cinema and series, under distribution and aggregation agreements, Canal+ Polska broadcasts films and series produced by Sony, Fremantle, ITV, Paramount, Universal and others (included in its premium and themed channels and VOD offering). The Group also distributes channels produced by the following US major studios: Warner Bros. (e.g., HBO, Discovery, Eurosport), Universal, Disney, Paramount and Sony (e.g., AXN); finally, the Group aggregates Netflix (and was a market pioneer amongst subscription-TV players in aggregating Netflix within its subscription packages), MAX, Viaplay (accessible via an app-to-app link) and BBC iPlayer (ingested into Canal+ on-demand services).

The Group also aggregates a variety of major local linear FTA channels, including Polsat, TVN and TVP.

Canal+ Polska produces a broad variety of local content including original series (such as "*Raven*", "*The Teach*", "*The Office PL*" and "*Emigration XD*"), representing a volume of approximately 25 hours per year. Since the launch of such series in 2012, more than 30 titles have been broadcasted by the Group and more than 15 series were broadcasted over the last two years. Canal+ Originals gathered an average audience of 1.2 million subscribers amongst our DTH subscriber base as of March 2022. The Group also co-produces award-winning films, such as "*The Peasants*", "*Green Border*", "*Lampo*" and the "*Travelling Dog*". Its productions have received significant recognition, including the Venice Film Festival Special Jury prize, the Polish Special Eagles award and the Telekamera award. Canal+ Polska also produces documentaries and lifestyle content (approximately 125 hours produced per year), as well as sports reportages and magazines.

Canal+ Polska also owns 100% of the share capital of Kino Świat, a leading film distribution company in Poland, acquired in several stages starting from 2019. Kino Świat boasts a rich catalogue of approximately 1,000 productions, representing over 2,000 hours of film and TV content, a substantial portion of which being Polish productions (around 300 productions). Canal+ Polska relies on Kino Świat's catalogue to offer one of the largest line-ups of local and independent films on the Polish market.

(ii) Packaging and commercial offering

Canal+ Polska offers a broad range of subscription packages tailored to various customer preferences and budgets. The packages run the gamut from entry-level with basic thematic content at a low price point (starting from PLN 12.5 i.e., approximately €3) to premium bundles that provide a comprehensive viewing experience (including high-demand services like MAX and Netflix) at a higher price point (PLN 150 i.e., approximately €35). There are also packages tailored to specific viewer preferences such as sports (including Viaplay, Eleven Sports and other sports channels) and families (with a variety of entertainment and movie channels).

In 2020, Canal+ Polska introduced its OTT platform, "Canal+ Online", providing a distinctive offering of up to 170 live channels, on-demand content, and platform aggregation. The platform offers a wide range of features, with the highest image and sound quality (Ultra HD and Dolby 5.1). Canal+ Online is available both as a standalone service and in conjunction with a DTH subscription. Canal+ Online has shown consistent growth to date, offering access to more than 120,000 pieces of content on-demand at any time. Subscribers can access the Group's OTT platform on multiple devices, including smartphones. In the first quarter of 2025, Canal+ Polska will rebrand its OTT platform as "CANAL+".

Canal+ Polska operates primarily based on a post-paid model, representing approximately 86% of subscriptions as of year-end 2023. The Group also provides pre-paid television services, where clients access television content by prepaying for services through a "TV card top-up".

The Group's subscriptions are available with or without commitment, with commitment periods typically ranging from one to two years. The majority of Canal+ Polska's post-paid subscribers are in a committed contract.

Finally, the Group provides access to a VOD service, allowing users to purchase or rent content amongst a prolific catalogue of content units, available 24/7.

(iii) Broadcasting

Mirroring the Group's approach in France, Canal+ Polska follows a cross-technology content delivery approach using all connectivity options: DTH, IPTV and OTT. While DTH accounted for 73% of Canal+ Polska's subscriber base at the end of 2023, Canal+ Polska is currently focusing on "digitalising" DTH customers through the roll-out of connected set-top boxes (around 50% of the DTH subscribers already have a hybrid (IP) set-top box) and Canal+ Polska's OTT platform.

(iv) Distribution

Canal+ Polska primarily relies on DtoC distribution. Clients are recruited through the Group's retail distribution network (circa 425 retail points of sale), which includes Canal+-branded retail stores, third-party multi-branded retail stores and stands in shopping malls operated by third-party distributors, the latter acting as Canal+ Polska's agents in exchange for a commission. Canal+ Polska was the first player in the industry to introduce this model of cooperation with third parties in Poland. In addition, Canal+ Polska runs online shops (eShops) where clients can explore programming offers and purchase packages along with the necessary equipment. Clients are also recruited through internal and external contact centres, which are key sources of sales, as well as door-to-door distribution. Canal+ Polska also partners with big electronics stores for the distribution of pre-paid packages.

Canal+ Polska's packages are also distributed in the market through DtoC distribution agreements with ISPs (such as Orange Polska).

Canal+ Polska also distributes its thematic and premium channels through wholesale distribution agreements with all of the principal ISPs in Poland (Cyfrowy Polsat, Orange, Inea, Play, T Mobile and Vectra).

(v) Advertising

Canal+ Polska's advertising activities are limited and primarily concern non-premium channels, whereas there are minimal interruptions during broadcast of its premium content.

(vi) Telecommunications services

Canal+ Polska offers mobile virtual network operations (MVNO) services including data and voice packages along with TV services, using telecommunications infrastructure belonging to third-party ISPs. For example, customers who bundle TV services with mobile packages receive additional data allowances, making it an attractive option for those looking for a combined digital experience. MVNO packages are provided via an agreement with P4 Sp. z o.o. (generally known as the "Play Group").

(D) Central Europe and Benelux through M7

The Group has a strong presence in Central Europe and the Benelux through M7. Acquired in 2019, M7 is a Luxembourg-based operator, aggregator and distributor of local and international channels, offering cultural and language-specific packages via satellite and OTT platforms in several countries in Central Europe (Austria, Germany, the Czech Republic, Slovakia, Switzerland, Hungary and Romania) and Benelux (Belgium and the Netherlands).

The Group is a major player in each of its markets in the region, consistently ranking within the top ten players in terms of revenue. More particularly, the Group ranks second in Slovakia and third in the Czech Republic.

Historically, M7 has been a distributor of aggregated third-party channels offering subscribers an attractive range of TV services at a competitive market price (via a low, basic service fee combined with a subscription price), thus converting FTA viewers paying a one-off service fee to paying subscribers. In a two-step transaction in 2022/2023 the Group acquired 100% of SPI International, a channel broadcasting and distribution company specialising in the acquisition, editing and distribution of TV channels and content, with a presence in over 60 countries and a particularly strong foothold in Central Europe, including Poland, the Czech Republic, Romania, and Serbia, as well as the Netherlands. Another significant part of its business is the creation and distribution of advertising-supported FTA channels in Poland. In addition to its standalone business, SPI International added proprietary channel editing and SVOD creation capabilities to M7.

Today, across its markets, M7 has a hybrid TV offering including key channels for live entertainment and sports being increasingly complemented with a wide range of VOD services, benefiting from the expertise of SPI International and the rich library of films and series of the Group and Studiocanal. M7 provides its customers with a modern entertainment experience in high technical quality, including second screen, restart, replay and on-demand viewing via its proprietary apps available on all relevant Smart-TVs as well as mobile devices and several operators' set top boxes.

Moreover, M7 is developing and introducing proprietary premium channels and VOD services often under the "Canal+" brand as part of an overall "premiumisation" strategy. Drawing on the Group's resources, several international, regional and local own productions and co-productions have been successfully released and a robust premium and exclusive content roadmap has been established for key markets.

(i) Content programming, publishing, and aggregation

M7 offers to its subscribers a diverse mix of local and international content across its various markets. The local content primarily includes national commercial and public channels broadcast in the countries where it operates. M7 aggregates these channels in its packages in consideration for royalties paid to the channel broadcasters. In this respect, M7 distributes channels produced by key local and regional broadcasters like RTL Group, ProSiebenSat.1 Media SE and Central European Media Enterprises (CEME), and the respective national public broadcasters. In terms of international content, it distributes channels of global broadcasters such as Disney, Warner, Universal, Paramount and Sony, and films and series produced by AMC, All3media, BBC, Lionsgate, MGM, Sony, Paramount, Universal, Viaplay and others. In the Czech Republic and Slovakia under the brand "Skylink" M7 also distributes AppleTV+ (the content of which is ingested into its app).

More recently, M7 has also been adding premium sports content to its packages, including the Premier League and the WTA in the Czech Republic and Slovakia until the end of the 2028 season and part of the UEFA Champions League, UEFA Europa League and UEFA Conference league rights in Austria for the 2024-2027 seasons. This content is bundled into premium Canal+-branded offers in Austria, the Czech Republic, Slovakia and the Netherlands to date.

All of M7's content is accessible on various devices via its in-house developed OTT applications, available for all subscribers. Furthermore, an innovative smart TV app, developed in cooperation with leading TV manufacturers Samsung, LG and Vestel, allows M7 subscribers to enjoy content via the main TV screen and without the need for a traditional set-top box. Having started as a satellite TV operator, M7 has now become a platform-agnostic TV provider, adding IPTV and OTT as content delivery solutions where that best fits the preferred local way of TV consumption.

(ii) Channel distribution through SPI International

SPI International is a content and channel distribution and broadcasting company, managing multiple FTA and subscription-TV channels in Central and Eastern Europe (especially Poland, the Czech Republic, Slovakia, Romania, Serbia, and the Netherlands) as well as Western Europe and Asia. SPI International possesses robust content and channel distribution capabilities, deployed within a B2B framework. While SPI International's own content production is relatively limited, it has robust partnerships with major license suppliers, ensuring a steady stream of highly recognised content. As a result, SPI International has established itself as a leading supplier of television programming. This distribution is facilitated through a network of channels delivered to its partners. Over more than 25 years of operations, SPI International has developed several recognised brands, such as FilmBox, Film1, Kino Polska, Stopklatka, and Dizi. SPI International works with over 800 operators, leveraging advanced technology to deliver both linear and on-demand content. This extensive network allows SPI International to provide comprehensive entertainment solutions across diverse platforms. SPI International's market reach is extensive: it manages 42 channels and six streaming services, available in 18 languages across over 60 countries.

SPI International also operates two FTA channels in Poland, widely distributed including via Digital Video Broadcasting – Terrestrial means, namely Stopklatka (the second largest free movie channel in Poland) and Zoom TV (a general content FTA channel).

(iii) Packaging, brands and commercial offering

M7 provides entertainment content to its subscribers in various European markets. While M7 relies on its established brands to offer packages tailored to the different countries in which it operates, it has been actively developing the "Canal+" brand in specific markets, such as Austria, the Czech Republic, Slovakia, and the Netherlands as part of the Group's strategy to "premiumise" M7. Furthermore, the "Canal+ Original" banner is used for international, regional and local premium fiction and non-fiction productions or co-productions to increase exclusivity, brand recognition and premium value of the offers.

(a) Austria

The offering, under the "Canal+" brand, includes popular Austrian channels and German-language thematic channels and VOD. Available via satellite and OTT, it also includes interactive applications, accessible through the hybrid M7 receiver and Austria's TV app for smart televisions, mobile phones, and tablets. More recently, M7 has developed premium offers (including an extensive VOD service and the premium channel "Canal+ Action") under the Canal+ brand (utilising a joint venture created with incumbent telecommunications operator A1) and has recently transitioned to the exclusive use of the "Canal+" brand. It also holds broadcast rights for part of the UEFA Champions

League, UEFA Europa League and UEFA Conference league as from the 2024/2025 season until 2026/2027. Recently the Canal+ Originals' fiction "*Night in Paradise*" and non-fiction sport documentary "*Teamgeist*" were released to critical acclaim and popular success. The major co-production "*A Better Place*" is set for release towards the end of 2024.

(b) Belgium

M7 offers services under the brands "TV VLAANDEREN" and "TéléSAT"; the first includes key Flemish, Dutch, international, and thematic channels; the second includes Wallonian, French language, and special interest channels. Both platforms provide interactive services, accessible via apps on multiple devices.

(c) Czech Republic and Slovakia

M7 distributes satellite and OTT services under the Skylink brand. Skylink includes channels from local public and commercial broadcasters and a range of international thematic channels mostly in the Czech Republic. It also provides exclusive content through its own channels, Canal+ Action and Canal+ Sport 1 and 2 with some key sports franchises such as the Premier League, WTA, etc. The Skylink Live TV app includes interactive features and is accessible on mobile devices and smart televisions. Recently the Canal+ Originals' fiction, "*Dcera nàroda*" or "*Daughter of the nation*" about Zdeňka Havlíčková's life, was the Group's first production in the Czech Republic.

(d) Germany

In Germany, M7 operates under the "M7 Deutschland" brand as a B2B provider for TV services, supplying various business and institutional clients (such as municipal utilities, regional or national cable network operators and ISPs) with an extensive TV license portfolio that includes FTA and subscription-TV channels, international TV channels, and VOD services.

(e) Hungary

In Hungary, M7 operates under the "Direct One" brand, available via satellite and OTT. Direct One offers high-definition channels, digital video recording, and a rich selection of high-quality premium packages.

(f) Netherlands

In the Netherlands, M7 operates under the "Canal+", "Canal Digitaal" and "Online.nl" brands. Canal Digitaal offers a bouquet of Dutch public and commercial channels, thematic and international TV channels available via satellite, IPTV, and OTT, and embeds interactive applications like restart, replay, and on-demand viewing. The "Canal+" app supports multiple mobile devices and Smart TVs. In addition, M7 offers bundled internet access and subscription-TV services in the Netherlands under the "Online.nl" brand. In September, Canal+ broadcasted "*Eens van ons*", a Dutch-speaking original mini-series.

(g) Romania

In Romania, M7 operates under the "Focus Sat" brand, offering DTH and OTT services.

(h) Switzerland

In Switzerland, M7 operates under the "Canal+" brand, offering DTH, OTT and IPTV services primarily in the French-speaking part of the country and with a content offer comparable to that of France.

(iv) Distribution

M7 uses a multi-channel commercial distribution approach throughout its footprint. Traditional DTH services are primarily sold via retail and online channels, OTT services mainly online as well as via distribution partnerships with ISPs, particularly in the Czech Republic, Slovakia and Austria.

(v) Advertising

M7 has growing advertising operations following the launch of "Canal+" branded channels in Austria, the Czech Republic, Slovakia and the Netherlands, and a mature advertising business with SPI International, particularly in Poland, with its two FTA and hence advertising-supported own channels.

(vi) Telecommunications services

M7 offers bundled internet access and subscription-TV services in the Netherlands under the "Online.nl" brand, leasing broadband capacity from third-party operators (KPN and Delta). Subscribers can choose from various internet speeds and a wide range of channels and features, including recording capabilities and sports channels, with additional options for enhanced entertainment and connectivity. Online.nl hence acts also as a DtoC distribution channel for M7's packages in the country.

(E) Nordics: Viaplay

The Group holds a 29.33% stake in Viaplay following a two-step acquisition in 2023/2024. Viaplay, headquartered in Stockholm, Sweden, is a publicly-listed commercial video-on-demand streaming, TV, and radio entertainment provider. Viaplay offers its streaming service on a DtoC basis in the following core countries: Sweden, Denmark, Norway, Finland and the Netherlands. Viaplay provides on its streaming platform a wide range of entertainment, including TV series, films, documentaries, children's content, and premium live sports, and its Viaplay Select branded content is available in 23 countries globally.

Viaplay also operates TV and radio broadcasting channels in Denmark, Norway, and Sweden, and subscription-TV channels in Denmark, Norway, Sweden, and Finland, and engages in B2B partnerships with third-party subscription-TV distributors.

As of 30 September 2024, Viaplay had approximately 4.8 million subscribers in its core operating geographies (i.e., the Nordics and the Netherlands).

Since its initial investment in Viaplay in July 2023 through February 2024, the Group made a total investment of SEK1,811 million (€159 million) (based on an average exchange rate of €1 = SEK11.4 over such period).

2.2 Africa and Asia

The Group conducts its business outside of Europe primarily in Africa and Asia. The Group had approximately 9.5 million subscribers as of year-end 2023 in Africa and Asia. The "Africa and Asia" operating segment encompasses the Group's subscription-TV (including OTT) and advertising-supported FTA TV businesses, telecommunication services (through GVA) and performance venues (through CanalOlympia) across French-speaking Sub-Saharan Africa as well as the Group's subscription-TV business (including OTT) in Vietnam and Myanmar.

(A) Africa

The Group has operated in Africa for over 30 years and is now present in more than 20 countries. The Group is the leading subscription-TV operator in 19 French-speaking countries in terms of revenue, with the Canal+ brand enjoying an average brand awareness of 96% in 12 of the main African markets in which it operates.

The Group offers nearly 360 channels, including 250 channels in French and local languages with local content (i.e., circa 210 third-party channels and circa 40 in-house channels nearing circa 50% audience share, 25 of which are dedicated to French-speaking Africa) along with circa 110 international channels. The Group has a distribution network comprised of over 17,000 points of sale and approximately 300 distribution partners. The Group would add a promising distribution vector through the contemplated integration of GVA, the operator of an expanding FTTH network in a number of cities, which remains subject to certain conditions.

The Group is poised for a step change in its operations on the continent through its pending offer to acquire the shares of MultiChoice Group beyond its current 45.2% stake. MultiChoice Group is another leading media and entertainment provider in Africa, serving 21 million households (as of March 2024) across Sub-Saharan English- and Portuguese-speaking countries (in which the Group is not currently present) with a diverse content offering, including local content, sports content, and international entertainment in over 40 languages. MultiChoice Group's products and services include DStv (a video entertainment company), Gotv (a DTT platform known for its affordable entertainment), Showmax (an internet-based subscription VOD service operated by a joint venture with Comcast NBC), M-Net (production and acquisition of informative video entertainment), and SuperSport (Africa's premier sports broadcaster). In addition, MultiChoice Group operates Irdeto, a technology business producing hardware and providing cybersecurity services which protect over 6 billion devices and applications globally.

The Group's offer for MultiChoice Group was stated as to become wholly unconditional no later than 8 April 2025 (the long-stop date) and to close on 25 April 2025. The Group has the option, at its sole discretion, to extend the long-stop date of the offer on two occasions, for a period of six calendar months each time; and MultiChoice and the Group may also agree (on one or more occasions) to extend the then-specified long-stop date, subject to prior consultation with the South African Takeover Regulation Panel in accordance with the requirements of the South African takeover regulations and any other applicable laws.

The business description of MultiChoice, as set out in the section entitled "Our business overview" on pages 4-7 of MultiChoice Integrated Annual Report for the year ended 31 March 2024 is incorporated by reference into, and form part of, this Part (see also Part XIX (*Information Incorporated by Reference*)) of this Prospectus. To the extent that the relevant section referred to in MultiChoice Integrated Annual Report for the year ended 31 March 2024 contains outlook information and other forward-looking statements, such statements shall not be incorporated by reference into this Prospectus.

As at May 2024 the Group's total investment in MultiChoice shares (which it started acquiring in March 2020) amounted to ZAR22,794 million (€1,221 million, based on an average exchange rate of €1 = ZAR18.7 over such period).

(i) Content programming, publishing and aggregation

The Group has extensive creation and publishing activities in Africa, producing a broad array of content tailored to African audiences. The Group's approach is two-fold. First, it leverages on its broad spectrum of premium content, including sports, films, and series from US major studios. Second, it focuses on local content to provide African audiences with tailored offerings that resonate and serve local demands, in particular with the Group's in-house channels.

In terms of premium content, the Group produces five Canal+ Sport premium channels (Canal+ Sport 1, Canal+ Sport 2, Canal+ Sport 3, Canal+ Sport 4 and Canal+ Sport 5) that offer access to premium sports events, such as Africa Cup of Nations, La Liga, UEFA Champions League, Premier League, Ligue 1 Bundesliga, NBA, ATP Tour, Roland Garros or UFC. The Group also provides access to numerous other events through distribution agreements with sports channels like SuperSport and Eurosport.

In addition, the Group publishes six Canal+ premium channels dedicated to cinema, series, TV shows and lifestyle: Canal+ Cinema, Canal+ Family, Canal+ Première, Canal+ Elles, Canal+ Action and Canal+ Pop.

Through some of these premium channels, the Group offers an extensive and diverse selection of films and series thanks to agreements with US major studios, such as Sony and Paramount (with which the Group has entered into output deals securing their films' first broadcasting window), as well as Disney and NBC Universal.

In addition to these in-house premium channels, the Group distributes premium channels (Canal+ Docs and Canal+ Kids), as well as themed channels (e.g., Teletoon+, Piwi+ and Planete+) published by Canal+ France.

The Group also distributes a wide range of third-party channels such as channels from Disney, Paramount, Universal and Mediawan, noting that content from the US major studios is of less importance in Africa than in other regions as local African content drives a significant portion of the audience.

In terms of local content, the Group actively invests in and produces, partially through Thema (see paragraph 2.3(C) of this Part VIII (*Business Description*) below), approximately 4,000 hours of content and programs annually for Africa. These local productions have received local and international recognition, totalling more than 100 awards in 2023. Through its Canal+ Original label, the Group commissions for its African operations at least eight TV series per year (e.g., "*Mami Wata*", "*Invisibles*", "*Shaka Ilembe*"). Since the launch of such series, 30 titles have been broadcasted by the Group. The Group has invested in local production companies, leveraging top talent to develop uniquely African content, based on a model allowing local African talent to retain significant minority ownership stakes in their productions, enabling them to benefit from the studios' long-term growth and any future global and local commercial success of their productions. Since acquiring ROK Studios in 2019 (which is controlled by Thema), the Group has become a significant player in Nollywood, the Nigerian film industry, in Ivory Coast (Plan A) as well as in Rwanda (Zacu Entertainment which is controlled by Thema) and Senegal (Marodi TV in which Thema is a shareholder). The Group has also produced African adaptations of popular reality TV shows such as "*Secret Story*", "*Four Weddings*", and "*The Bachelor*". In terms of local sports, the Group broadcasts the African Nations Cup (AFCON) football championship, the Ligue 1 football championship in Ivory Coast, as well as the Basket Africa League in exclusivity.

In the same vein, the Group publishes, partially through Thema (see paragraph 2.3(C) of this Part VIII (*Business Description*) below), various themed French-speaking African channels, such as Nollywood TV & Nollywood Epic, dedicated to Nigerian cinema, Novelas TV, an African television channel dedicated to telenovelas, A+, dedicated to African series, and Cuisines, a cooking channel. In 2021, the Group launched Nathan+, the first French-speaking educational channel specific to Africa, providing homeschooling for elementary school children. Moreover, the Group offers series channels in various local languages, including Novegasy in Malagasy, Sunu Yeuf in Wolof, Maboke TV in Lingala, Zacu TV in Kinyarwand, Puulagu on Pular, and Mandeka in Bambara/Malinke. The Group also publishes African FTA channels, like A+ Ivoire and A+ Benin. Furthermore, the Group aggregates the main free-to-air channels of each country in which it operates.

The Group's subscribers also benefit under certain packages from the Group's Canal+ OTT platform. In French-speaking Sub-Saharan Africa, the Canal+ OTT platform is the most popular video streaming service (by number of subscribers) in 17 countries. It features a range of functionalities, such as Start-over, which lets viewers go back up to eight hours before the broadcast, and is highly customisable, with "Profiles" and "Playlist". In addition, it enables viewing up to 125,000 pieces of content on-demand at any time.

(ii) Packaging and commercial offering

In Africa, the Group covers all price points from basic entry level to very premium offerings, tailored to local economic conditions. An example of an entry level package is the "Access" package from circa €7.50 per month (with a limited number of premium in-house and third-party channels). This package is designed to cater to the purchasing power of a significant portion of electrified households, with the price starting at less than 3% of the average gross national income per capita in the region. Mid-market options like "Evasion" at around €15 per month provide more premium content, while high-end offerings such as "Evasion+" at circa €30 per month offer extensive premium sports, films, and series content.

Subscriptions are essentially pre-paid (approximately 99% of subscribers) on a monthly basis.

(iii) Broadcasting and distribution

The Group delivers its subscription packages mainly through DTH, and, to a lesser extent, through DTT and OTT.

The Group's commercial distribution approach is primarily direct and physical DtoC. At the end of 2023, the Group operated more than 17,000 points of sale, including 12,000 retail outlets, 175 CANAL+ Stores, and more than 5,000 recharge points. The Group's commercial distribution network in Africa encompasses door-to-door field teams, an approved network of technicians and local call centres spread across the continent. This ensures optimal geographical coverage and close proximity to customers and prospects for acquisition, renewal, retention and customer care. The Group would also gain subscribers through the roll-out of GVA's FTTH services, should its contemplated transfer to the Group (which remains subject to certain conditions) be completed.

The Group also relies, to a lesser extent, on DtoC distribution agreements with ISPs under which they distribute the Group's subscription packages to their subscribers. These distribution agreements are made on fixed-line internet offers (e.g., Orange and GVA in Ivory Coast and Sonatel in Senegal) and mobile offers (e.g., MTN in Ivory Coast, Cameroon and Republic of Congo), the volumes of subscribers generated by these partnerships remaining limited compared to DTH subscribers.

(iv) Telecommunications services (FTTH-GVA)

In September 2024, Vivendi and the Group signed a share purchase agreement whereby the Group agreed to acquire 100% of the share capital and voting rights of GVA which provides FTTH services in a number of countries in Africa. Completion of the transaction in whole or in part is subject to certain conditions, including any applicable regulatory approvals.

GVA offers broadband internet access services through optical fibre networks. GVA operates its FTTH services in thirteen cities in eight countries in Africa. It began rolling out FTTH in Libreville, Gabon, in 2017, and has since expanded to Lomé, Togo (2018); Pointe Noire, Republic of the Congo (2019); Abidjan, Ivory Coast (2020); Kigali, Rwanda (2020); Brazzaville, Republic of the Congo (2021); Ouagadougou, Burkina Faso (2021); Kinshasa, DRC (2021); Rubavu, Rwanda (2022); Goma, DRC (2022); Bobo-Dioulasso, Burkina Faso (2022); and Kampala, Uganda (2023). As of 31 December 2024, GVA's fiber network covered a total of 2.7 million homes passed in the eight countries in which it operates. From the launch of GVA through 30 June 2024, approximately €290 million in net investment was allocated to the deployment of GVA's activities.

By offering reliable and high-speed internet, FTTH improves the streaming experience for audiovisual content and allows the Group to address a growing market demand for both robust connectivity and quality entertainment. The contemplated integration of GVA would strategically position the Group to both drive and benefit from the expected digital shift on the continent, in particular through the continued roll-out of fibre networks. GVA's FTTH capabilities would allow the Group to market connectivity offers under the "Canalbox" brand, providing a vertical solution that combines television and internet services.

Should the envisaged transfer of GVA to the Group not complete in substantial part, this would deprive the Group of an asset with significant growth prospects. It would not, however, materially affect the Group's anticipated near-term revenues or EBITA.

(v) Live and screened entertainment venues through CanalOlympia

The Group operates CanalOlympia, a network of live and screened entertainment venues in French-speaking Africa. CanalOlympia's movie theatres provide a balanced program of African and international films and serve as social and cultural centres. In addition to film screenings, CanalOlympia venues offer a variety of complementary entertainment activities.

(B) Asia

The Group has maintained a strong presence in Vietnam for over 15 years and in Myanmar for six years, ranking amongst the top three subscription-TV and OTT providers in Myanmar.

Overall, the Group offers more than 130 channels and thousands of hours of on-demand content to more than a million subscribers in the region. The Group has around 1,500 physical points of sale (1,000 in Vietnam and 500 in Myanmar) and is migrating to OTT services and digital distribution.

In Vietnam, the Group offers, through Vietnam Satellite Digital Television Company Limited ("**VSTV**"), subscription-TV packages branded "K+" that bundle local and international channels. The Group holds a 49% stake in VSTV; the remaining shares are held by the Vietnamese public television company (46% equity stake) and a local shareholder (5% equity stake).

In Myanmar, under a joint venture agreement with the Forever Group signed in 2017, the Group provides access to 64 channels covering a wide range of themes, including channels produced specifically in the Burmese language and showcasing local content.

The Group also owns a 37.2% stake in the OTT platform Viu (the other shareholder being PCCW, a Hong Kong-based media and telecom group), and has an option to increase its stake to 51% and, as a result, take control over the company. With over 62 million monthly active users and 13 million subscribers as of 31 December 2023, spanning Asia, Middle East and South Africa, Viu is one of the key streaming platforms in Southeast Asia. Relying on a dual model of AVOD and SVOD, Viu offers premium regional and local content including series and lifestyle programming in different genres from leading content providers with language localisation, as well as premium original productions under the brand "Viu Original". Viu ranks amongst the top three SVOD/AVOD players in Southeast Asia in terms of revenues.

The Group's total investment in Viu shares (made in June 2023 and June 2024) amounts to $300 million (€277 million, based on an average exchange rate of €1 = $1.1 over such period).

(i) Content programming, publishing and aggregation

In the same way as in other regions, the Group strives to find a balance between premium, international content made accessible to its subscribers in Asia and tailored local content that resonates with their preferences.

In Vietnam the Group publishes through K+ five premium channels produced in-house, including two sports channels that broadcast the Premier League, popular amongst Vietnamese viewers, as well as Formula One™, UFC, Australian Open or, LIV golf. K+ has also acquired distribution rights from the Asian Football Confederation for the 2024-2029 seasons. The other three channels are dedicated to series, films, entertainment, and children's content. The Group also distributes Sony's films, series, and channels as well as Warner's channels and streaming platform in Vietnam.

In addition, K+ produces a variety of Vietnamese content, including series, documentaries, and children's programming. For example, since 2022 K+ has launched several original series, including "*Tiger Mom*", "*Scarlett Hill*", "*Hellbound Village*" and "*Yes Chef*".

K+ operates a production studio and produces approximately 4,500 hours of live sports and 500 hours of other content annually. The production team includes both local and international talent, utilising advanced production techniques like virtual production for sports analysis and studio design.

In Myanmar, the Group operates as Canal+ Myanmar, offering 64 channels that cover a wide range of themes. Subscribers in Myanmar have access to premium sports content, UEFA Champions League, Formula One™ or, the UFC. As in Vietnam, the Group also distributes Sony's films, series, and channels as well as Warner's channels and streaming platform. Finally, Canal+ Myanmar offers eight Canal+ channels specifically produced in the Burmese language, showcasing local content such as Burmese cinema and the Lethwei local boxing championship. The Group is developing successful original series in Myanmar, such as "*Lake Pyar*" and "*Trapped*".

(ii) Packaging and commercial offering

In Vietnam, K+ offers two primary subscription packages: “Tien Loi” (Easy) and “Tron Ven” (Full). The Tien Loi package includes access to 135 DTH channels and 91 OTT channels, while the Tron Ven package offers 144 DTH channels and 103 OTT channels. K+ customers have also access to thousands of hours of content via on-demand services. The Tron Ven package offers up to 5,000 hours of films, series, and TV shows, along with 3,000 hours of sports content, whereas the Tien Loi package provides up to 4,000 hours of films, series, and TV shows, and 2,000 hours of sports content. Subscribers can enjoy K+ channels on various platforms, including satellite, cable, IPTV, smart TVs, and small devices like computers, tablets, and smartphones, with up to two concurrent streams.

In Myanmar, the Group offers three main DTT and DTH packages: “Mini Shal”, “Shal” and “Htoo Shal”. “Mini Shal” includes 30 channels, “Shal” offers 40 channels, and “Htoo Shal” provides access to 62 channels. Subscribers can opt for DTH or DTT decoders, with the latter available in Yangon and Mandalay. Additionally, the “Htoo Shal” package includes premium content such as exclusive rights to the Champions League and new channels added to its lineup. Subscribers can also choose from standalone OTT packages tailored to their needs.

(iii) Distribution

In Vietnam, VSTV relies on two distribution models. The first model, referred to as “co-Distribution”, is a DtoC model. VSTV’s partners (i.e., local ISPs, such as Viettel, VNPT, etc.) offer the five K+ channels at a price set by VSTV and receive a revenue share in return. Subscribers are considered K+ customers, allowing VSTV to contact them directly. These co-distribution offers can be bundled with the TV and internet packages of VSTV’s partners. The second model is wholesale. Under this model, VSTV’s partners pay the latter a cost per subscriber for access to the five K+ channels. The price is uniform across all partners. The partners then integrate K+’s premium offer into their own TV packages and can also bundle such offer with internet services. Unlike co-distribution, VSTV does not have access to customer information under the wholesale model. The Group has 2,000 physical points of sale in Vietnam.

In Myanmar, as in Vietnam, the Group employs two distribution models. The first is a “self-distribution” model with prepaid subscriptions, supported by five owned stores and a network of 600 distributors. In addition, the Group has entered into partnerships with mobile money and ISPs to support its OTT services, including the Canal+ platform.

(iv) Advertising

The advertising services provided by the Group in Asia are largely similar to the television advertising services in France. In Vietnam, there is a strong emphasis on digital and social platforms, with an AVOD module launched in October 2024 on K+. This new module leverages the existing SVOD platform to provide access by non-paying viewers to 10,000 hours of content (including sport highlights, Original, Viu content and other exclusive content). The objective is to generate more revenue through advertising, expand the Group’s audience by attracting viewers and converting them into paying subscribers.

2.3 Content Production, Distribution and Other

The “Content Production, Distribution and Other” operating segment encompasses content production and distribution (through its in-house studio Studiocanal and Thema), advertising-based video streaming (through Dailymotion) and performance venues in France (*L'Olympia* and *Théâtre de l'Œuvre*).

(A) *Studiocanal*

Studiocanal is a leading film and series studio with worldwide production and distribution capabilities. With an annual investment of more than €200 million, it operates directly in nine major European markets (i.e., France, the UK, Ireland, Germany, Austria, the Netherlands, Belgium, Luxemburg and Poland) as well as in Australia and New Zealand, with offices in the United States and China. The studio holds ownership in 15 production companies and is a prominent player in the global content creation industry. Studiocanal has grown both organically and through acquisitions. Expanding its footprint where the Group is present is an important part of Studiocanal's strategy. This is exemplified by the 2022 acquisition of Dutch FilmWorks, which followed the Group's acquisition of M7 (including its subscription-TV operations in the Netherlands), enhancing the Group's content production and distribution capabilities in the Netherlands and the Benelux region.

Each year, Studiocanal produces over 15 series, including local creations and premium international co-productions, as well as approximately 20 feature films. Projects are produced in-house by Studiocanal or through its worldwide network of production companies, including 2e Bureau and Studiocanal Original in France; Birdie Pictures, Red Production Company, Urban Myth Films, Strong Film & Television, and Sunny March TV in the UK; Bambu Producciones in Spain; Lailaps Films and Studiocanal Series in Germany; Opus TV in Poland; Sam Productions in Denmark; Dingie in the Netherlands; and The Picture Company in the United States. Studiocanal provides these companies with the financial and commercial capacity required to develop global projects and sell their content worldwide. In 2023, Studiocanal-produced films reached a cumulative box office of approximately 10.6 million admissions in France and generated meaningful revenues outside of France, where such films are frequently ranked amongst the highest grossing French films of the year abroad (for example in 2022 Gilles de Maistre's "*The Wolf and the Lion*" and "*Around the World in 80 days*" were ranked as the 7th and 8th French films, respectively, in terms of international admissions). Studiocanal has a proven ability to produce significant global hits such as "*Paddington (1 & 2)*" and "*Non-Stop*" that grossed approximately $500 million and $200 million, respectively, in global box office receipts. Since 2021, English-language feature films with global reach produced by Studiocanal, including "*Retribution*", "*Gunpowder Milkshake*", "*Role Play*", "*Baghead*", "*Wicked Little Letters*" and "*Back to Black*", reached cumulatively more than $120 million in global box office revenue, yielding an average return on net budget investments of more than 30% for Studiocanal. Music hit "*Back to Black*" in particular generated more than $50 million in global box office receipts, including more than £12 million in box-office revenue in the UK, over one million admissions in France and more than 650,000 admissions in Germany.

In terms of copyrights, Studiocanal is focused on developing and monetising intellectual property as recently demonstrated by the "*Paddington*" brand and is actively working on identifying new intellectual property and potential franchises. Studiocanal Kids & Family (formerly known as Copyrights Group) was recently transferred from Vivendi to Studiocanal, integrating with Studiocanal's extensive expertise in brand development, licensing, and merchandising. This division focuses on creating innovative concepts that maximise the potential of each franchise on a global scale. It offers a comprehensive range of services, including brand management, licensing, and the creation of immersive experiences as recently demonstrated by the "*Paddington*" brand. "*Paddington*" is the highest-grossing independent family franchise in history. Beyond the franchise's films, "*Paddington*" has also been adapted into a very successful animated TV series broadcasted in more than 230 countries worldwide, which gathered two Day-time Emmys Awards. Paddington brand awareness reaches 97% in the UK, 88% in the United States, 87% in Germany, 85% in China and 84% in France. To date, more than 27 million Paddington toys have been sold, along with over 35 million books, through renowned publishers like HarperCollins and Hachette. The Paddington YouTube channel (@Paddingtonbearofficial) has garnered over 368 million views. In addition, Paddington has now become an immersive experience on London's prestigious Southbank ("*The Paddington Experience*") and is currently being developed as a musical stage show.

Studiocanal is committed to distribution activities in both film and television. This involves direct distribution to movie theatres (when a film is released). In 2023, Studiocanal was the leading independent theatrical distributor (outside the US major studios, Walt Disney, Universal Pictures, Warner Bros., Sony Pictures and Paramount) in Europe and in the UK. Studiocanal's distribution activities also involve providing content to the Group's subscription-TV and advertising-supported channels and the Canal+ OTT platform, as well as selling all other media rights thereafter to third parties, such as traditional television channels (e.g., France Télévisions, TF1, BBC, iTV, ZDF, VRT) and streaming platforms (e.g., Netflix, Amazon Prime Video, AppleTV+, Paramount+, MAX, Disney+). Ranked as the top content distributor in Europe in 2023 (excluding the US major studios), Studiocanal's direct distribution presence in eleven major markets enables both local and global distribution. For instance, in television, Studiocanal distributed Canal+ Originals series "*Paris Has Fallen*" and "*Django*" in more than 110 territories worldwide, as well as "*The Adventures of Paddington*" in more than 100 territories worldwide. This extensive reach has established Studiocanal as the leading European studio. In 2023, Studiocanal's highly experienced teams distributed over 80 new feature films in its local markets. The studio has strong relationships with all leading industry players and, as such, was able to cover almost 70% of net budgets for its English-language films in 2024 through pre-sales or equity before production begins. 100% of its global film productions to be released in 2024 have guaranteed US distribution (e.g., "*Paddington*" and "*Wicked Little Letters*" with Sony Pictures, "*We live in Time*" with A24, "*Back to Black*" with Focus Features (which is owned by Universal Studios)).

Furthermore, Studiocanal invests and produces successful content that embodies the Group's values of inclusion and diversity (e.g., "*Josephine Baker*", "*Wicked Little Letters*", "*Ridley Road*", "*It's a Sin*"), environmental sustainability (e.g., "*The Animal Kingdom*", "*Kangaroo*", "*Families like Ours*", "*Years & Years*"), education and empowerment (e.g., "*Green Border*", "*Paddington*"), creating stories for a modern audience that resonate worldwide.

Studiocanal owns the largest library of European feature films and one of the most prestigious film catalogues in the world, comprising more than 9,400 titles from more than 60 countries, covering 100 years of motion picture history, gathering 80 world-renowned awards (70 Oscar and 18 Cannes' Palmes d'Or), and including major titles such as "*Rambo*", "*Apocalypse Now*", "*Terminator*", "*Bridget Jones*", "*Basic Instinct*", "*Mulholland Drive*", "*Escape from New York*", "*La Grande Vadrouille*" and "*The Father*".

Studiocanal regularly invests in maintaining and expanding its catalogue, having invested over €25 million in the last seven years to restore more than 1,000 classic films. Many of these films were re-released in theatres, shown at major international festivals, re-issued on DVD, Blu-ray and Ultra High Definition, and broadcast on television channels and digital platforms. In 2023, for example, Studiocanal restored Jean-Luc Godard's "*Contempt*" ("*Le Mépris*") to mark the film's 60th anniversary and this year, the recently restored "*Army of Shadows*" ("*L'armée des Ombres*") was presented at the Cannes Film festival "Classics". Recent acquisitions include the global sales and distribution rights to the entire Claude Lelouch catalogue in 2023, the worldwide distribution rights to the entire Jacques Tati library and the Nord Ouest film catalogue with more than 16 titles in 2024, distribution of Britain's iconic Hammer library and much more.

Recently, Studiocanal consolidated its production and distribution activities by integrating Kino Świat, the market leader in Poland, investing in The Picture Company in the United States, and creating two new companies in the UK, Birdie Pictures and Strong Film & Television, with prestigious talent. Additionally, in July 2024, Studiocanal Kids & Family Limited (formerly known as Copyrights Group), a global intellectual property management agency previously owned by Vivendi, was transferred to Studiocanal.

(B) *Dailymotion*

Dailymotion is an international end-to-end video platform with a robust and proprietary ecosystem connecting creators, publishers, brands and users and comprising a global B2C destination platform (web based and native apps), a premium network of publishers (B2B2C audience), a state-of-the-art video technology and a cutting-edge Ad tech video marketing platform for brands. Dailymotion connects over 400 million users every month, across 191 countries, providing a vast audience for content creators and publishers. Dailymotion is accessible worldwide.

Dailymotion boasts an extensive network of over 5,000 publishers worldwide who have selected Dailymotion as their video technology and monetisation partner. This network includes renowned groups like Le Monde, El Pais, Hearst Media, Condé Nast, Radio France, Il Corriere della Sera, Euronews and Time. It also features alternative media outlets that are especially popular with younger audiences, such as Konbini, Fraîches, Break Media, and MinuteBuzz.

Dailymotion's video player provides an optimal streaming experience for publishers and businesses aiming to deliver their content online. Developed in-house, this customisable player is known for its reliability, smooth user experience, and accessibility (certified as meeting the Web Content Accessibility Guidelines (WCAG) at the AA level, with some criteria also met at the AAA level). It includes features designed to enhance engagement, such as dynamic playlists, smart playback, and picture-in-picture and a comprehensive video management suite called Studio. It is continually optimised to ensure smooth streaming of live and high-definition videos across all devices. Recently, Dailymotion has leveraged its proprietary video player technology to develop "Dailymotion Pro", a B2B SaaS offer that provides video infrastructure, live and VOD players, and content management system to all business clients worldwide aiming to connect to their audiences via videos.

To help brands achieve their marketing and business goals by reaching their target audiences on Dailymotion and its publishers' network properties, Dailymotion has developed its own advanced Ad-Tech and video marketing platform. This platform includes a state-of-the-art sell-side component with direct access to major demand platforms such as Google, DV360, The Trade Desk, Amazon, Microsoft, and Xandr. Additionally, it features a video marketing platform supported by a dedicated sales team, offering advertisers and agencies insights into consumer behaviour, activation through instream video campaigns, where video ads are integrated into streaming video content and tailored services blending science, technology, and creativity to craft video experiences that engage, and deliver results (with more than 1000 creative concepts available).

In May 2023, Dailymotion launched a new user interface, enhancing both the app and web experience with an updated recommendation algorithm, with new interactivity features, and fresh content from creators and publishers. This interface, combined with an advanced algorithm and a blend of AI and human moderation, enables Dailymotion to detect and remove toxic content, often before it becomes visible to the community. Additionally, it promotes a greater variety of voices and perspectives on various topics while protecting user privacy. Dailymotion has also developed an advanced algorithm allowing the platform to recommend videos that present either complementary or contradictory viewpoints, thereby introducing more nuance into discussions. This algorithm helps break users out of their usual content environment by selecting new types of content based not only on their established interests but also on current trending topics that may not yet align with their detected preferences.

Dailymotion recorded a 75% growth in revenues over the 2020-2023 period. In terms of geographical revenue distribution, France was Dailymotion's top market in 2023, contributing 34% of its revenue, followed by the United States, contributing 20%. For nearly 20 years, Dailymotion has established partnerships with media organisations both in France and internationally, and today, approximately 90% of French medias actors work with Dailymotion.

(C) *Thema*

Thema is a production and distribution company specialising in creating and distributing diverse content to cable, IPTV, DTH operators, and for mobile packages and OTT.

Thema's production activities are conducted by its owned production companies such as Rok and Zacu, and its minority shareholding in Marodi, which primarily produce series. This content is used to feed Thema's thematic channels and is also sold to third-party local TV channels and platforms. Thema's production capabilities result in approximately 1,500 hours of content annually, a significant portion of which is produced in-house.

Thema also publishes thematic channels, primarily for distribution as part of some of the Group's and MultiChoice's offerings. Thema publishes 23 channels in ten different languages (including English, Spanish, Polish, Wolof, Lingala amongst others). Thema supports the Group's activities in Africa, in particular by handling the distribution and sale of African productions and co-productions in Africa, with a catalogue including over 5,000 hours of diverse content primarily from Africa. For more detail on the Group's activities in Africa, see paragraph 2.2(A) of this Part VIII (*Business Description*) above.

On the distribution front, Thema focuses on delivering multicultural content bundles. In France, it primarily distributes African content bundles through ISPs, targeting diasporas. An example is the "Bouquet Africain" package (with more than 25 African TV channels live or on replay). Thema holds distribution mandates for third-party channels as well as Group's channels across more than 80 countries worldwide. This international distribution operates on a revenue-sharing model, where Thema earns a commission on the revenues generated by such channels abroad.

(D) *Live entertainment through L’Olympia and Théâtre de l’Œuvre*

L’Olympia is an iconic concert venue in Paris, hosting a record 280 shows in 2023 and drawing more than 500,000 spectators annually. It has a capacity of up to 3,000 people (or 2,000 people excluding the orchestra seats).

L’Olympia maintains a dynamic and modern atmosphere by avoiding long series of dates for any single artist, ensuring a regular change-over of performances. It collaborates with various producers, from large international groups to independent, growing producers, and showcases a wide range of genres, including rock, pop, urban, and rap.

L’Olympia provides a platform for both emerging and established artists, contributing to the Group’s strategy to attract talent. It is also renowned internationally, with 40% of its shows featuring non-French artists, ranging from big stars to emerging talents. While music is the main focus, the venue also hosts famous comedians and stand-up performers, constituting almost 20% of the performance dates.

L’Olympia includes several spaces allowing to host special events, such as the historic “*Salle de Billard*”, built in 1897 for Edouard VII, the cosy Mojo lounge next to the orchestra, and Le Petit Olympia, the venue’s restaurant.

In 2023, L’Olympia celebrated its 130th anniversary with a unique graphic universe called Bêtes de Scène, created in collaboration with artist Hugo Ramirez and the A/R Agency. This milestone was marked by a dedicated Canal+ documentary and a commemorative book.

The Group also operates the *Théâtre de l’Œuvre*, founded in 1893 in Paris. This theatre has a rich history of showcasing avant-garde playwrights like Ibsen and Strindberg. Known for its innovative productions, the *Théâtre de l’Œuvre* continues to have a significant impact on modern theatre. Under the direction of Kim Poignant, with Benoit Lavigne and François-Xavier Demaison as active minority shareholders, it hosts a variety of performances. Recent shows include “*Un Spectacle Drôle*” by Marina Rollman in 2020, “*Tout le Monde Savait*” featuring Sylvie Testud (rewarded with the Molière award in the “*Seul en Scène*” category), and “*La Joconde Parle Enfin*”, written by Laurent Ruquier, directed by Rodolphe Sand, and starring Karina Marimon in 2024.

3. KEY CONTRACTUAL ARRANGEMENTS

The Group enters into a multitude of contracts of various types in the ordinary course of its business. While the Group does not consider itself dependent on any single contract, it is a party to contracts in several categories that are important to its business lines. These categories and the key contracts within them are summarised below.

3.1 Aggregation Contracts

An aggregation contract is an agreement through which the Group integrates third-party themed channels and global content streaming platforms (such as Netflix, Disney+, Paramount+, AppleTV+ and MAX) with its own channels and services. These contracts define the term, the remuneration (calculation, amount and processes), the geographic scope, the nature of the right grant (exclusive or not), the packaging, authorised network, the data processing and data sharing and marketing provisions. The Group has entered into agreements, typically with three to five year terms, with (i) major streaming platforms (such as Netflix, Disney, Apple, etc.) and (ii) third-party channels including themed and local channels (e.g., TF1, M6, beIN Sports, etc.). Specific provisions in the first category include the technical method of aggregation ("app-to-app" or "ingestion" into the Canal+ OTT platform); specific provisions in the second category include the broadcasting methods covered (satellite, IPTV, OTT, etc.), the resources and services allocated to each local channel (e.g., channel position, marketing) and the distribution methods used (e.g., first level, add-on, etc.). Remuneration structures include one or a combination of minimum guaranteed payment, revenue share and percentage of the retail subscription price charged to subscribers outside the aggregation.

3.2 Content rights acquisition

(A) Sports content acquisition

The Group is a major actor in sports event broadcasting and regularly acquires audiovisual rights from relevant rights holders.

(i) Sale of sports audiovisual rights: legal framework

The Group acquires sports audiovisual rights for the various regions in which it operates offering subscribers access to a wide range of local and international sports competitions, including for example in France major football, rugby and motorsports events. The acquisition of these rights is subject to local legal frameworks in France, Europe and internationally, in particular with respect to intellectual property rights and competition law.

In France, the exploitation rights to a given sports competition generally belong to the competition's organisers. As an exception, special provisions in the French *Code du Sport* ("**French Sports Code**") apply to competitions organised by professional federations and leagues: audiovisual rights to sports events are either owned by the sports federations that organise them or by entities specifically authorised by these federations to organise such events. Leagues market and sell the audiovisual rights under assignment from the federation and the participating teams. For instance, the French Football Federation has assigned the organisation and the sale of the audiovisual rights pertaining to Ligue 1 to *Ligue de Football Professionnel* (LFP); the LFP then assigned the sale of the audiovisual rights to LFP Media.

More broadly, the sale of the rights either directly by the right holder, or indirectly via a sports rights agency, may be organised through (i) competitive tendering processes, which are mandatory in certain instances or (ii) bilateral negotiations. Negotiations may be conducted separately for different scopes and regions.

In France, the marketing and sale of audiovisual rights by leagues (upon assignment from the federations and teams), may be subject to further legal requirements. For instance, sale of the rights of the "Ligue 1" French football championship, pursuant to Articles L. 333-2-1 and R. 333-3 of the French Sports Code, must be undertaken through a non-discriminatory and public competitive tendering process in which the rights are divided into several separate packages and for a limited period (a maximum of five years). Each package is awarded to the candidate whose offer best meets the criteria defined in the tender documents. There are also certain limitations on the exclusive nature of the grant of audiovisual rights to certain sports events. For example, in France the rights holder must also allow non-assignees to broadcast brief highlights free of charge, through "*droit à l'information*".

At the international level, in almost all of the geographies where the Groupe operates, a requirement to broadcast sports competitions of significant importance free of charge exists, also known as the "listed events" (i.e., sports events of major importance) regulation, which scope varies across countries. These regulations aim to ensure that the public has access to certain major sports events without needing to subscribe to paid services. For example, in France, certain sports events, as listed by Government decree, must be made generally available to the audience on a free-to-air basis; to the extent these events were the subject of an exclusive rights grant to a subscription-TV operator, the operator may either broadcast the event on a free-to-air basis or grant a co-broadcast right to an FTA channel. The current list includes the Olympic Games, certain of the main football competitions (the matches of the French national football team registered in the FIFA calendar, the opening match, semi-finals and final of the Football World Cup, the semi-finals and the final of the European Football Championship (Euro), the final of the UEFA Champions League, the final of the Europa League when a French team is participating, the final of the French Football Cup (Coupe de France), as well as rugby competitions (the final of the French Rugby Championship – Top 14), tennis competitions (the finals of the men's and women's singles of the French Open), and Formula One™ Grand Prix de France.

In any case, in most countries where these requirements apply, the Group can broadcast these sports competitions free of charge (i.e., unscrambled) on its channels to comply with this requirement.

(ii) The Group's acquisition of sports audiovisual rights

The Group is a leading broadcaster of sports content in France, Europe, Asia and French-speaking Sub-Saharan Africa. The Group has secured multi-year access to premium sports events for its subscribers through sports rights acquisition contracts. This includes football events, such as the UEFA Champions League, UEFA Europa League, and UEFA Conference League, the Premier League, and the Arkema Première Ligue (French women's) league. In addition, the Group has rights to the Top 14 and Pro D2 (French) rugby domestic leagues, the Formula One™ and MotoGP™ World Championships, the World Rally Championship, and golf tournaments including the DP World Tour and PGA Tour men's circuits, respectively, the Ryder Cup, and the Amundi Evian (women's) Championship.

With respect to contractual provisions, the Group's sports audiovisual rights agreements typically cover multiple seasons. The Group always seeks to obtain exclusive audiovisual rights and the assignment agreements provide for an exclusive grant of the rights in the territories covered, with some exceptions for certain territories (i.e., exclusive right for French language only or co-exclusivity in some territories). In addition to exclusivity, the Group always seeks to obtain the right to sublicense acquired rights. This flexibility is important given the long-term nature of these agreements, but any sublicensing is always subject to the initial right holder's approval. The scope of the sports rights granted may vary from a single to multiple seasons, and include either all or a specific number of matches or matchdays or events of competition per season. The rights grant is of a specific geographic scope with different assignments potentially covering domestic and international markets. The rights grant usually covers all means of transmission. The pricing provisions of these contracts generally include a flat fee for the season or the seasons awarded, with in some cases a sliding (increasing) scale. Finally, the agreements include standard termination clauses for, amongst other things, breach of payment obligations, material breach of other obligations, failure to produce or broadcast.

(iii) Football

The Group has acquired exclusive audiovisual rights to certain packages in specified countries to all or part of the UEFA Champions League, the Europa League, and the Europa Conference League, featuring the top clubs from the domestic football European leagues, for the 2024/2025, 2025-2026 and 2026/2027 seasons. The Group has acquired rights for France, Monaco, Andorra and certain Overseas Territories and Switzerland (subject to specific terms), together with Austria (through M7) and Poland (through Canal+ Polska) and in various territories in Africa as well as in Myanmar and Haiti. The Group has been a partner of the UEFA Champions League for 25 years. The Group's principal obligations under its agreement with the UEFA relate to broadcasting under defined terms, promoting and marketing the competitions.

The Group has been a partner of the Premier League for 27 years and currently owns the exclusive right to broadcast the matches in mainland France and Monaco and non-exclusive audiovisual rights for Andorra, Luxembourg, Switzerland, Mauritius, Madagascar, Haiti and the French Overseas through and including the 2024/2025 season; and Canal+ Luxembourg (M7) and Canal+ International own the exclusive rights in the Czech Republic and Slovakia, and Vietnam, respectively, for the same seasons. The extension of these rights, for the same territories through and including the 2027-2028 season, was announced in September 2023; the signature of an audiovisual rights assignment agreement covering the extension is pending. The rights for all live and near-live (shortly after live broadcast) matches of each Premier League season are included in these agreements. The Group has been awarded audiovisual rights for live package, delayed and on-demand and for delivery on DTH, cable, DTT, IPTV, analog or mobile technologies.

The Group (through Canal+ Polska) holds the exclusive audiovisual rights in Poland to all live matches of the Ekstraklasa, the top Polish professional football league, for four seasons from 2023/2024 to 2026/2027. Under this agreement, the Group is subject to standard obligations, such as broadcasting of the competition under terms defined therein, marketing and advertising.

(iv) Rugby

The Group has been a partner of the Top 14 (the French professional first-division rugby league) for 30 years and currently holds the exclusive audiovisual rights to the Top 14 matches through the end of the 2027 season, except for the final (one of the sports competition listed by decree which, as noted above, has to be made generally available on a free-to-air basis). The grant covers France (mainland and overseas), Andorra and Monaco, and on a non-exclusive basis in various African countries. The packages acquired include all the matches, live and near-live. The extension of this audiovisual rights grant, following a tender process, with the same geographic scope through and including the 2031/2032 season was announced in May 2024; the signature of an audiovisual rights assignment agreement covering the extension is pending.

(v) Other sports

The Group holds exclusive audiovisual rights for the Formula One™ World Championship (Grand Prix) races in metropolitan France and Monaco, and exclusive rights in the French language in Andorra, Switzerland, Mauritius, Haiti and Sub-Saharan territories, until the 2029 season. The Group also has audiovisual rights for Vietnam and Myanmar until the 2029 season. The Group has been a partner of the Formula One™ for 11 years.

For the MotoGP™, the Group holds exclusive rights in metropolitan France and non-exclusive rights for various territories where the Group may broadcast only in the French language, including the Overseas Territories, Andorra and Monaco and several African countries and Switzerland, in each case until 2029.

(B) Output deals with US major studios

The Group has entered into several agreements (known as “output deals”) with the US major studios providing a framework for the licensing of rights under which the Group commits to buying the licensing rights, within a specific geographic area, of a studio’s future productions (mostly films), typically for a set number of years. Such obligation may be subject to qualifiers specific to each contract, such as a minimum box office and/or a theatrical release in the United Sates and is subject to a cap. This gives the Group the opportunity to license the US major studios’ upcoming films shortly after their theatrical release.

The Group has entered into output contracts with the main US studios including Warner Bros. Discovery, Paramount, Universal, Disney and Sony. Most of these agreements have a term of three to five years and contain exclusivity provisions, ensuring that the Group will be the sole provider of the licensed content per territory or territories depending on the agreement, and typically involve fees per film (known as the “Rate Card”) which depend on the box office in a specified reference territory. Output deals also specify the broadcasting window during which the Group is permitted to broadcast the licensed content and many of these contracts provide for holdback commitments, whereby the studio agrees not to licence the film during a certain period on third party services or channels, ensuring that the Group has exclusive rights to broadcast the content for a certain period of time.

Usually, the output deals do not include TV series as the studios retain the distribution rights for their own streaming platforms. Therefore, the Group’s acquisitions of series from US major studios are made on a piecemeal basis or, less frequently, through package deals.

3.3 Agreement with the French Film Industry and agreement related to the *Chronologie des médias*

The French “*Chronologie des médias*”, originally established by decree in 1982 to regulate the order and timing of film releases across various media formats, evolved over time alongside industry changes and has taken the form since 2009 of an agreement amongst industry participants. This inter-professional agreement is entered into for a specified multi-year term and renegotiated amongst the various stakeholders before its expiration date. The inter-professional agreement currently in effect and its pending renewal are described below.

On 2 December 2021, the Group entered into a three-year agreement with certain professionals of the French film industry whereby the annual investment obligations of the CANAL+ channel and the CINE+ channels in the production or acquisition of films in France were fixed at €170 million and €20 million, respectively.

In addition, on 24 January 2022, the Group entered into an interprofessional agreement on the "*Chronologie des médias*" (Media Timeline), that regulates the release windows across the various media platforms for films that are first released in movie theatres in France. This agreement, which has three-year term, is designed to protect the interests of various stakeholders in the film industry in France, including cinemas, broadcasters, and streaming services, ensuring that each has an exclusive period ("*fenêtre d'exploitation*") to exploit new films.

This *Chronologie des médias* results from an agreement amongst professionals of the cinema industry, further extended by a decree (*arrêté d'extension*) from the French government, with the aim to protect the cinema industry by ensuring that theatrical releases have a significant period of exclusivity before films are available on other platforms. It therefore establishes a clear timeline and structured schedule for availability of films in DVD and VOD, on subscription-TV platforms and SVOD services, and then on FTA channels. The current *Chronologie des médias* results from an agreement dated 24 January 2022, amended in September 2023, extended by a decree dated 4 February 2022 and amended by a decree dated 29 September 2023. This agreement expires in February 2025; negotiations in view of its renewal are ongoing.

Under the agreement in force, films initially released in movie theatres in France may be shown only in movie theatres during the first three months. This is followed by availability on physical media (DVD, Blu-ray) and for purchase or rental via VOD services (three to four months after the fourth week of their release in theatres depending on the number of admissions). Subscription-TV cinema channels (like Canal+ and OCS), which invest in film production in France, can broadcast the film six months after its release. Subscription-TV channels that have not undertaken film financing commitments, can only broadcast such film after fifteen months. Finally, SVOD platforms can stream films starting between six months and thirty-six months after the theatrical release, depending on the amount of their commitment to invest in French cinema. FTA channels can broadcast films typically 22 months after theatrical release if they invest a minimum of their revenue in film productions. They may obtain earlier access, starting at 19 months post-release in the absence of a second paying window (see paragraphs 1.1(C) of Part IX (*Regulatory Overview*)).

3.4 Distribution Agreements

The Group distributes its offerings in particular via a DtoC "self-distribution" model; either directly through its own means (website, telemarketing and physical points of sale) or indirectly through (i) commercial partners' physical distribution networks (e.g., for example major chains and specialist stores like Fnac-Darty and Boulanger in France), or (ii) through ISPs (via interactive TV, TV boxes or via their distribution networks or telemarketing) and aggregators (e.g., manufacturers of connected TVs, game consoles or other devices).

In the DtoC model, even when using indirect distribution (through ISPs or commercial partners), the Group maintains a direct relationship with subscribers. For instance, ISPs or partners provide access to the Group's offerings, but the subscriber is a Canal+ subscriber (the subscription contract being entered into directly with the Group). In exchange, the ISP receives a commission for the subscriber's contribution. Regardless of the broadcasting platform or sales outlet, customer relations are managed directly and exclusively by the Group from the moment the customer activates his or her subscription until such subscription is cancelled. As such the Group is the sole manager of its subscriber database.

The Group also has wholesale distribution agreements with ISPs under which they bundle selected contents (e.g., TV By Canal, Ciné+ OCS) with their packages sold to their subscribers. In essence this means the operator acts as a distributor of the Group's content and pays the Group license or carriage fees. In this context, the Group does not have a direct relationship with the subscriber (who is in privity with the operator) or access to its usage data.

(A) *DtoC Distribution Agreements*

The Group has entered into multi-year distribution agreements for its offers with the main ISPs in France (i.e., Free, Orange, SFR and Bouygues Telecom), Poland (Orange and Play), Austria (A1) and in Vietnam with FPT, Viettel and VNPT). These agreements outline the terms for distributing the Group's offers, including fixed and/or variable payment terms based on the number of subscribers recruited and fees linked to growth in the Group's subscriber base with each ISP.

The Group's offers are distributed by the ISPs through "soft-bundling" against payment for such distribution service. In this context, the Group's services are offered as an optional add-on to the ISP's broadband service. The ISP promotes and offers the Group's services to its own customers and it provides a platform, including its website, directly on their set-top boxes and physical distribution network, where its customers can sign-up for the Group's offer. Each of the ISP and the Group invoice the customer for the respective services provided.

(B) *Wholesale Agreements*

In a wholesale model, the ISP acts as a distributor, buying the subscription-TV service selected by the Group in bulk and reselling it to its customers. Under a wholesale agreement, the ISP agrees to purchase a certain number of licenses or subscriptions at a discounted rate. The ISP then resells these subscriptions to its customers, either as standalone subscription-TV services or as part of a larger bundle. The ISP retains the difference between the wholesale price it pays and the retail price charged to customers. The Group has agreements in this respect with major ISPs in several of its markets including in France with Orange, SFR, Free and Bouygues Telecom; in Poland with Polsat, Orange, UPC, Play, Vectra and INEA; in Austria with A1; in the Czech Republic and Slovakia with T-Mobile, O2 and DIGI; in Africa with Orange and MTN (as well as GVA, the Group's telecommunication services operator in Africa); in Vietnam with FPT, Viettel, VNPT, VTVCab and VieON).

3.5 Technology and Infrastructure Contracts

The Group enters into various contracts to ensure that its offers, content and services are as broadly available as possible. These include agreements for various information system services for DTH broadcasting across its various territories, manufacturing advanced set-top boxes, partnerships with major Smart-TV manufacturers and satellite capacity acquisition contracts. Additional agreements ensure smooth network operations, access, transmission security, and data storage.

(A) *Information technology*

The Group is party to various types of contracts encompassing a broad spectrum of services and supplies, tailored to meet the specific information technology needs of its business.

Amongst these agreements are contracts with digital protection and anti-piracy service providers, designed to identify and report illegal access to the Group's content, including content produced by Studiocanal. The Group's service providers monitor various online platforms, websites, and networks to identify unauthorised distribution or sharing of copyrighted or protected content. Once detected, the service providers issue takedown notices to request the removal of the content.

The Group also has long-term agreements for the provision of Conditional Access Solutions ("**CAS**") to secure access to channels and services through encryption keys embedded in set-top boxes. CAS controls the content viewed by subscribers based on their subscription packages, using software that encrypts and decrypts the content to ensure only authorised users can access it.

(B) *Set-top-box and original equipment manufacturers*

The Group provides its subscribers with set-top boxes designed for the DTT market and the DTH market, and sources these set-top boxes from various manufacturers.

The Group has established several partnerships with set-top box manufacturers in order to make set-top boxes compatible with its offers (for the Group's offers made available through an ISP's network, the set-top-boxes are owned and managed by the ISPs). Set-top box manufacturers produce devices that connect to televisions and enable them to receive and decode digital signals, allowing the Group to develop and propose different user experiences (the Canal+ OTT platform for the High-End set-top boxes) enabling access to DTH, OTT and DTT television services, as well as apps delivering internet-based streaming services. These devices often include features like digital video recording (DVR), interactive television, and access to various on-demand content and applications.

The Group has entered into various supply agreements for the manufacturing of set-top boxes for its needs in France and internationally. Such agreements are important to the Group due to the limited number of manufacturers worldwide capable of producing the high-standard (including in terms of security and anti-piracy) set-top boxes required for the Group's services.

The Group has also established multi-year (typically three) partnerships with most major Smart-TV manufacturers in order to distribute and promote its applications and content in their ecosystems, covering all of the Group's markets. These agreements generally include marketing and exposure undertakings from the partner relating to the Group's services, offers and content.

(C) *Satellite Capacity*

The Group relies on satellite capacity providers to ensure widespread and reliable content delivery on an DTH basis. To achieve this, the Group has entered into multi-year agreements with satellite operators for different transponders with different various orbital positions to cover various regions. These agreements allow the Group to use transponders to broadcast channels within the specified geographical areas. Depending on the Group's needs and satellite transponder availability, the number of transponders may be increased or reduced.

These contracts are entered into for terms ranging from 5 to 10 years. They provide for a specified bandwidth or transponder space to be allocated to the Group by the service provider and specify service level agreements (SLAs) including detailed uptime guarantees, response times for technical support, etc. and a fixed payment obligation from the Group (either up-front or over the service period).

Lastly, the Group has entered into uplink agreements for terrestrial broadcasting and uplink services to satellites in various orbital positions. These agreements provide for the use of uplink services to deliver television broadcasts following content encoding to prepare it for transmission to satellite transponders.

4. INTELLECTUAL PROPERTY

The Group's intellectual property is an important asset of its business. The Group actively protects its intellectual property through a combination of copyright, design, patent, trademark, domain name, trade secret and other intellectual property laws, confidentiality and license agreements. The content it produces and distributes through its various commercial offerings is protected through agreements entered into with the rights owners. The Group is also granted licenses from third-party for copyrights and audiovisual rights, especially for sports content.

Despite the Group's efforts to protect itself from infringement or misappropriation of its intellectual property rights, unauthorised parties may attempt to copy aspects of its content, services, product and brand features, make unauthorised use of original content it makes available, or obtain and use trade secrets or other confidential information (see paragraph 4.1 of Part III (*Risk Factors*)). The Group is actively engaged in the enforcement of its intellectual property rights and will likely continue to expend substantial resources to protect them.

4.1 Industrial property rights including trademarks, domain names, designs and patents

The Group owns or has the right to use, domestically and worldwide, numerous trademarks, domain names, designs and patents in connection with its business.

More specifically, the Group is the owner of a significant number of registered trademarks, in multiple jurisdictions, including but not limited to France, the EU and the *Organisation africaine de la propriété intellectuelle* (OAPI), including for the trademarks "+" / "", "CANAL+" and "" on which the Group has been building its image, identity and reputation for the last 40 years.

In this regard, the / sign, alone or within the sign, is strongly associated with the activities of the Group, in particular in the media, television, audiovisual and entertainment industries. This association has been reinforced by the intensive and long-standing use by the Group of the and trademarks, sometimes used alone (e.g., for the logo of its Canal+ OTT platform application, identified under the sign) or for its longstanding historic channel), and sometimes used as a unifying element and a common denominator of the Group's family of trademarks.

Presently, the and trademarks are also used as a 'signature brand' in association with several television channels (e.g., thematic channels the offer , PLANETE+/ , INFOSPORT+/ , COMEDIE+/ , POLAR+/ , PIWI+/ , TELETOON+/), applications and TV equipment/services and commercial offers such as .

In addition to the Group's family of trademarks, the Group also holds trademarks for several other brands that it uses in France and the markets where it operates, including the name of its OTT platform "myCANAL" and of its global ad-funded video streaming service "Dailymotion"; its free broadcasting channels (C8, CNews, CStar); its main products, such as decoders and streaming devices; and its key operating companies and their associated goods and services (e.g., Studiocanal, M7, K+, SPI and Canalbox). The

Group may apply for additional trademark registrations to the extent it believes it would be beneficial and cost effective.

The Group is also the holder of a significant number of domain names, most of which redirect to websites that it considers important to conduct its business. For example, the Group has registered its primary domain name *canalplus.com* (along with canalplus.fr), that redirects to its website for the French territory where it markets its offers and products directly to the consumers and where customers may access the Group's and its partners' content. Almost all domain names are used for its active commercial websites where the Group's offers are available, including for example pl.canalplus.com in Poland or canalplus-afrique.com for countries in Africa.

To protect its reputation and goodwill, the Group takes particular care to monitor third party use and address uses that could result in consumer confusion, dilute the strength of its trademarks, or otherwise damage its rights.

The Group's trademark and domain name protection strategy is based on a rigorous in-house monitoring performed both internally and through external dedicated tools and both offensive and defensive legal actions. Through this close monitoring the Group examines the recent publications of trademarks and domain names to identify any potential infringement of its intellectual property rights. If such infringement is identified, where appropriate, the Group immediately takes administrative action and, if necessary, undertakes legal action.

The Group also protects its inventions (notably those relating to streaming and content display technologies) via patent applications or, in France, under "sealed package" (*pli cacheté*) or Soleau envelopes to prove precedence or priority, for property protection and proof of invention. In order to protect its proprietary technology and support its research and development initiatives, the Group is proactive in seeking the patents necessary to protect its intellectual property.

Globally, the Group performs annual reporting for *trademarks* (the initial term of protection for trademarks is 10 years, which may be renewed by unlimited consecutive ten-year periods), *designs* (a registered design may be protected for a maximum of 25 years; the initial term of protection is 5 years, which may be renewed by four consecutive five-year periods) and *patents* (patents shall be renewed annually on the national filing date (national applications) or international filing date (PCT, EP) and will expire after a maximal period of 20 years). The Group also performs quarterly reporting for *domain names* (the initial term of protection for domain names is 1 year, which may be renewed by consecutive one-year periods), to ensure the timely renewal of these rights with the assistance of external legal counsel. The Group employs a proactive defensive strategy against any third-party infringements by using administrative procedures first: oppositions or cancellation actions may be filed before the national or regional Trademarks Offices against trademark applications or registrations that are likely to infringe and cause a likelihood of confusion with the Group's trademarks. Then litigating may be carried out, as necessary, against unauthorised use of its trademarks and domain names, or against any third parties' intellectual property rights that may infringe the Group's intellectual property rights, while also implementing robust monitoring measures to detect and prevent such violations. In this regard, the Group is engaged in several proceedings against notorious audiovisual market players that reproduce the + sign to designate audiovisual streaming platform/services or devices used in the audiovisual field.

4.2 Intellectual property rights in content

Intellectual property protections in the audiovisual industry entitle the creators of original works to economic and moral rights. Economic rights enable rightsholders to exploit the use of the work, while moral rights include (i) the right to be attributed as the author of the work when the work is performed or used, and (ii) the right to object to any distortion or modification of a work, or derogatory action in relation to a work, that would be prejudicial to the creator's/author's reputation.

The Group is the owner of, or has the right to use the content it produces. More specifically, the Group, directly or through the activities of Studiocanal and other production companies part of the Group, acts as either producer or co-producer of the audiovisual or cinematographic work, meaning that it is responsible for the financing of such work. The Group can either act as financial producer or co-producer of a film, by investing a fixed amount to finance part or all of the production costs, such investment constituting the Group's entire commitment to the film, or as the lead producer assuming all creative, financial responsibility for the making of a film and responsibility for the compliant delivery of the film/series to the various downstream partners.

In each case, in exchange for its financial participation to the audiovisual or cinematographic work in accordance with its status of financial producer or co-producer, or, as applicable, as lead-producer or co-lead producer, the Group could receive ownership or co-ownership on the work produced, and/or the right to exploit directly or indirectly such work (the right to sell, transfer or sublicence the exploitation rights granted to the Group in the latter). Under French law, there is a presumption of rights transfer to the producer of an audiovisual work, granting it the exclusive rights of exploitation of such work. Additionally, the producer is also granted neighbouring rights of performing artists, which includes moral rights (the performer's right to be credited and of respect of its performance) and the right for the performer to receive royalties depending on the exploitation of such performance. The author must ensure the peaceful enjoyment of the transferred rights, which includes a guarantee against eviction, meaning that if the authors transfer rights they do not own, they are liable for any infringement that the assignee may face from third-party claims.

Further, in the UK, the Copyright, Designs and Patents Act 1988 (the "**Copyright Act**"), offers more flexibility for producers, often allowing them to become the primary holders of the copyright and of all exploitation rights. Under this law, copyright protection automatically arises when an original work is created and fixed in a tangible form. The "producer" of a film is defined under the Copyright Act as the person who made the arrangements necessary for making the film. Before production starts, the contracts entered into by the producer with all the creative participants to the film or series, such as scriptwriters, the director and music composer, allow the producer to become the copyright owner of the film from inception through a full assignment of the various participants' rights, in perpetuity. Under the Copyright Act, copyright in a film expires 70 years after the death of the longest-lived of either the director, the author of the screenplay or of the dialogue and the composer of any music specially written for the film, provided one of them is an EEA national and independently of who owns the copyright. In addition, individual contributions, such as scripts, are owned by the production company to the extent it is commissioned or otherwise sold to a production company.

Lastly, the Group relies on intellectual property laws and contractual protections to acquire certain rights to use intellectual property owned by third parties, and to protect its own intellectual property rights. The Group seeks to ensure it holds the rights to the content, script, music, and any other elements by securing copyright assignments or license from writers, composers, and other contributors when the rights have not been granted to it by virtue of the law. Further, the Group endeavours to ensure robust protection for the intellectual property that it licenses to third parties through contractual protections. Such agreements generally specify the scope of the license, the usage right (broadcasting, streaming, public performance, or educational use), the territories in which the content can be used and the duration for which the license is valid. The Group performs all necessary verifications by verifying the chain of title for the content, ensuring that all rights transfers are properly documented and legally binding and ensures clearance of any third-party rights, including music, images, or performances included in the content. It also ensures payment of all required royalties and licensing fees to rights holders and collecting societies, such as for example to the SACEM (*Société des Auteurs, Compositeurs et Editeurs de Musique*), the French organisation responsible for collecting and distributing royalties for music creators and publishers.

4.3 Piracy

As a major participant in the media and entertainment industry, the protection of both its proprietary content and licensed content is of strategic importance for the Group. One of the main risks the Group faces is piracy of content, which encompasses the unauthorised use of its content in the digital environment and presents a threat to revenues from products and services offered by the Group (see paragraph 3.6 of Part III (*Risk Factors*)).

Motion picture and television piracy is extensive in all parts of the world where the Group operates and is made more challenging by technological advances (such as AI) and the conversion of content into digital formats. This trend facilitates the creation, transmission and sharing of high quality unauthorised copies or broadcasting of content on packaged media and through digital formats.

Given its international reach, the Group has adopted a global strategy to combat audiovisual piracy. The Group's strategy is, subject to applicable local laws, based on mobilising legal resources in order to obtain the blocking of pirate services, dismantling the pirate's infrastructure and filing legal proceedings. This global strategy applies to both non-linear content (films and series) and linear content (sports content).

To protect its rights and those of its various partners in all countries where it operates, the Group is strengthening its technological and legal capabilities to fight against piracy, and to develop a strategic cooperation within the industry. For example, the Group is an active member of international professional associations such as ACE (Alliance for Creativity and Entertainment), AAPA (Audiovisual Anti-Piracy Alliance) and AVIA (Asia Video Industry Association), as well as national associations such as the Agency for Combating Audiovisual Piracy (ALPA – *Association de lutte contre la piraterie audiovisuelle*) and the Agency for the Protection of Sports Programs (APPS – *Association de Protection des Programmes Sportifs*). Additionally, technologies used to protect the Group's content include conditional access systems (CAS), including CAS measures provided by third-party companies such as Nagra (see paragraph 3 of Part VIII (*Business Description*)), digital right management (DRM) and finger-printing watermarking techniques.

In France, the antipiracy work undertaken by the ALPA – of which the Group is a long-standing member – has in recent years led to significant progress in the collective fight against piracy, particularly since 2018 with ISPs blocking websites dedicated to film and series piracy, as well as illegal IPTV services.

The Group is a leading broadcaster of premium sports content in France and in most countries where it operates. In recent years, premium sports content has been specifically subject to the risk of illegal broadcasting and the Group is actively engaged in the fight against such piracy.

In 2020, sports piracy is estimated to have cost the French audiovisual and sports sectors €1.03 billion in lost revenue and 2,650 jobs and the French government €332 million in lost tax revenue (source: HADOPI).

In 2021, French Law No. 2021-1382 of 25 October 2021, on the regulation and protection of access to cultural works in the digital era, introduced new provisions specifically aimed at combating the illegal broadcasting of live sports events and competitions and was a major step forward in the protection of sports content. The new system for combating these illicit practices takes into account the particularities of live sports broadcasting; these are one-off events, broadcast over a limited period (from a few days to a few weeks) and unlike other content, the value of live sports content is ephemeral and limited to the duration of the event. The Article L. 333-10 of the French Sports Code is two-fold, firstly, to enable rights holders and broadcasters to put an end to serious and repeated infringement of their rights as soon as possible and secondly, to ensure the protection of these rights over time, by preventing any recurrence. This law allows the holder of the audiovisual rights to a sports event or competition, to file a claim with the court, acting on an accelerated basis, in order to prevent or cease serious and repeated infringement of audiovisual rights on the internet. Court decisions in this respect are now enforced by the French audiovisual and digital communication regulatory authority ("ARCOM" – *Autorité de régulation de la communication audiovisuelle et numérique*) through its power of injunction that allows it to enforce court decisions in an accelerated timeframe attached to live content, within few days, which does not completely prevent the violation of rights but constitutes a significant advancement in the fight against piracy. These powers may extend such enforcement to any online website reproducing in whole or in a substantial manner (mirror sites) the content of the service subject of such decisions. As the determining condition for infringement is unauthorised broadcasting, nothing prevents a broadcaster of unencrypted content from taking action against a site that broadcasts the competition on a platform without its authorisation.

On 18 January 2023, the Group also welcomed a major new milestone with the signing of an agreement between APPS, an association of sports rights holders, and the four main ISPs in France, under the aegis of the ARCOM. This agreement bolsters the fight against the illicit distribution of online sports content by automating the process of blocking pirate websites and determining the best practices to be adopted in judicial matters, as well as the costs of automating the blocking measures notified to ISPs by ARCOM. Coercive measures are judicially ordered for the duration of the competition concerned, up to a maximum of 12 months. The "dynamic" nature of the decision makes it possible to: block *a priori* the websites identified in the court decision, and to block, *a posteriori*, websites not yet identified on the day of the decision, but which are illegally broadcasting the competition subject of the court decision while it is in force. ARCOM is responsible for ensuring the effectiveness of these decisions over time: the right holder provides it with the list of newly identified websites and, after verification of the validity of this transmission, ARCOM forwards the pirate websites' details to the technical intermediaries which will in turn block the DNS (Domain Name System), making it difficult for users to locate such specific domains or websites on the Internet.

Outside of France, in Europe, Africa and Asia, the Group also adopted a very active defensive strategy against the piracy, it obtains blocking decisions against illicit domain name certificate (DNC) and IP (Internet Protocol) address to be implemented by ISPs and files criminal complaints to obtain dismantling operation of pirate networks from local authorities especially in Africa (with more than 1,000 bases dismantled in Ivory Coast, Senegal, Guinea, and Cameroon in 2023).

Further discussions and actions are ongoing worldwide on further blocking technologies that can better tackle new forms of piracy, such as IPTV, for rapid implementation, as IPTV is currently the main threat to value creation in the creative and sports industries. The Group aims to analyse and understand all forms of piracy, so that those involved in the industry in France and around the world can individually and collectively tackle piracy more effectively and thus contribute to safeguarding digital public order, to which piracy today represents a systemic threat, particularly amongst young audiences.

5. ESG

As a global media and entertainment company with a content creation and distribution activity, the Group has a particular responsibility to carry out its commitments internally, but also with its various audiences.

Building on its cultural commitments, the Group has launched a sustainable strategy around three pillars, as described below, in order to provide an inclusive and ethical workplace for the Group's employees to provide rich, impactful content to all its audiences within a sustainable framework.

5.1 Governance

(A) Management Board and Committees

The Group's CSR policy is driven at the highest level by the Management Board. The CSR department reports to the Group's CFO, ensuring the CSR Strategy is value-driven.

CSR monthly committees involve the Management Board to review action plans and KPIs. Business-specific working groups meet regularly to implement action plans in this respect. CSR Coordinators have also been appointed in each subsidiary to relay policies and raise awareness locally.

(B) Regulatory Compliance

The Group is committed to high standards of compliance and ethics and to complying with all national and international standards, notably those arising from the United Nations Global Compact, the International Charter of Human Rights, the International Labour Organisation and the OECD. These efforts aim to protect human rights, health, safety and the environment in the Group's activities and throughout its entire value chain. The Group's general management is fully dedicated to conducting business with high values of ethics and integrity, and there are compliance officers in each business unit across all operating geographies.

In accordance with the requirements of the French extraterritorial laws on anticorruption and on the duty of vigilance, the Group has also rolled out a comprehensive program that includes risk mapping, compliance codes and procedures, third-party assessments, whistleblowing systems, internal controls and audits, and training programs.

As a European group subject to the CSRD, the Group is preparing to comply with these new regulations in the 2025 annual activity report published in 2026, and already applies the obligations arising from European Taxonomy regulations.

(C) Policies

As the Group is currently working on the creation of its own policies, it currently applies Vivendi's policies to its operations, including its code of ethics, anticorruption code, whistleblower guidelines and sustainable purchasing policies.

The Group has also established specific charters for content production, asking production partners to apply egalitarian and inclusive practices, combat stereotypes and minimise their ecological footprint.

The internal security policy includes an IT charter for non-technical employees and ten global security policies for technical teams.

5.2 Inclusive workplace and teams committed to high standards of ethics

The Group's success largely depends on the development of its employees' skills, as well as their general well-being and satisfaction. The Group's commitment to a healthy, satisfying and safe work environment is widely recognised and reflected in its high retention rate, with a voluntary departure turnover rate of 5.5%. The Group's diversity, equity and inclusion policy is based on five priorities: gender equality, health and disability, generational diversity, diversity of origins and the LGBTQIA+ community, with a particular focus on supporting female talent. Backed by a program guaranteeing ethical business conduct, diverse inclusive teams are the key to rich, powerful and responsible creativity.

(A) *Supporting female talent to achieve gender equality*

The promotion of inclusion and diversity aims to foster an inclusive workplace, with specifically strong female representation, with women representing 48% of the Group's[15] employees at the end of 2023, with such representation continually increasing in the Group's top management (+3 points for the percentage of women amongst the top 100 managers over the last 12 months). Upon Admission, the Management Board will be composed of four members, half of whom will be women.

The Group has an active policy to improve the promotion of women and to challenge gender stereotypes, notably through leadership programs such as "*Boost'Her*" and "*Sister's Day*", which bolster professional ambitions and address unconscious biases that hinder women's promotion. In France specifically, the Group's efforts are assessed by the gender equality index. In 2023, the Group's index scores[16] were: Canal+ (90), Canal+ International (94) and Dailymotion (92).

In particular, Dailymotion is committed to driving further gender parity in technology sector, notably through "Tech in Motion", a roundtable event organised in 2023 featuring diverse guests, to unite industry leaders, professionals and advocates to share insights, promote female role models and develop strategies for fostering gender equality in this industry.

Confronting sexism and harassment is also key to ensuring a safe and inclusive work environment. The Group is a signatory of the Charter to Combat Sexual Harassment and Sexist Behaviour with the organisation *Pour les femmes dans les Médias* (PFDM) and the #StOpE Charter on sexism in the workplace. The Group has also rolled out dedicated training and prevention with an awareness-raising campaign on everyday sexism and harassment and more generally had adopted a zero-tolerance approach. In 2023, 97% of the Group's employees worldwide had completed mandatory e-learning on the topic of sexual harassment, and posters reminding of the existence of the alert system have been deployed in all the Group's offices worldwide.

(B) *Promoting ethical and inclusive practices*

As explained in more detail in paragraph 13 of Part XVIII (*Additional Information*), these commitments are bolstered by the active participation of the Group's employees in

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[15] In this section, reference to the Group with respect to 2023 data refers to the Group's historical perimeter, before the reorganisation and transfers carried out in 2024.

[16] Publication of the index is compulsory for French companies. It consists of 5 main criteria (the gender pay gap, the difference in annual increases, the gap in promotions, increases on return from maternity leave and the share of women in the company's ten highest salaries) that assess gender inequality in companies as one score out of 100.

various initiatives and actions, including training sessions, regular talks and in-house newsletters. For example, the Group offers more than 60 internships annually to young people from disadvantaged backgrounds.

Also, in 2023, the Group signed its fifth consecutive agreement on the employment of disabled workers, ensuring the implementation of measures for the recruitment, onboarding, retention and training of disabled employees.

Other initiatives include support for creative and editorial departments in adopting new perspectives on social and environmental matters, supported by tangible deliverables such as: training sessions, workshops and talks to question on-screen representation of environmental challenges and of diversity. More than 650 employees and partners trained to challenge stereotypes in content to date, including more than 50% of internal editorial teams.

In addition, the Group implemented a comprehensive training program, designed to ensure it follows the highest standards of ethics and actively fights against corruption. All new employees receive ethics and anti-corruption training during onboarding, and at the end of 2023, 96% and 98%; of the Group's employees, respectively, had attended e-learning courses on anti-corruption and transparency obligations (the Sapin II law) and on the duty of vigilance, ensuring the effective implementation of the various policies in place.

Measures are in place within the Group to allow employees to report any suspicious activity through an open whistleblowing system. A platform is accessible to all group employees, as well as third parties. It guarantees the strict confidentiality of the identity of the whistleblower, the persons targeted by the report and all information and documents gathered via the system.

(C) Fostering self-commitment through a skills sponsorship program

In 2024, the Group launched the *Canal+ Solidarity* skill sponsorship program in France, which was progressively rolled out across all its subsidiaries, enabling employees to use working hours, up to three days a year, to volunteer with selected non-profit organisations supporting gender equality, inclusion and environmental protection, in accordance with the Group's commitments. The program aims to involve 20% of the Group's staff in volunteer work within the next 3 years.

5.3 Diverse, impactful talent promotes accessible culture and content

The Group's entities consistently strive to highlight and develop inspirational talents from various origins and backgrounds to offer content that transcends borders. While giving access to content and culture to a growing number of people, the Group pays particular attention to local cultures, and also to addressing underserved and disabled populations. It is committed to embedding its values of diversity, equity and business ethics throughout its value chain, and especially in content production.

(A) Fostering the emergence of diverse talents in all territories, for diversity in the value chain

The Group contributes to the development of local content and talent in its countries of operations in Europe, Africa and South-east Asia, directly through its own production companies within Studiocanal and indirectly by supporting the development of the production industry locally (see also paragraph 1.1(B) of Part VIII (*Business Description*)).

Powered by the Vivendi Foundation, which will be transferred to the Group in the final quarter of 2024, the Create Joy Pro and Canal+ University programs offer trainings in the creative and cultural professions. Canal+ University hosts over 60 workshops annually, benefiting more than 1,000 participants each year. The program attracts a diverse group, with over 20 nationalities represented among its beneficiaries. These programs aim to develop skills in audiovisual and movie-related professions across all countries in French-speaking Sub-Saharan Africa, often in partnership with specialised organisations, schools and festivals.

The Group actively supports female talents in scriptwriting, producing and acting, which translated to 34% of the French films financed by the Group in 2023 being directed by women. In 2023, 54% of films financed by Studiocanal were written by women. In addition to Studiocanal, in 2023 the Group's subscription channels in France financed 32% of French films directed by women, up from 23% in 2021; and amongst first directed films within French films, 51% of them financed by the Group were directed by women, up from 33% in 2021. Some of the most renowned female directors, such as Justine Triet and Julia Ducournau, have been supported by Canal+ since their debut. Furthermore, the Group has established a €1 million support fund to initiate ambitious projects with female filmmakers.

To raise awareness amongst its production partners about diversity issues, both in front of and behind the camera, the Group includes a charter on gender equality, non-stereotyped representation of diversity, and the prohibition of harassment in all its prepurchase and production contracts in France. Progress made by the Group to ensure the distribution and production of impactful content is continuously assessed, using, for example, an internal AI tool which tracks the amount of speaking time by women on the Group's media in France, evaluating the effective promotion of gender equality. It also tracks the proportion of female presenters and applies the Bechdel test, which measures the fair representation of women in fiction, to all its *Créations Originales* in France.

The Group also engages its clients through subscriber surveys, asking them about the impact of the Group's content on their perceptions of environmental issues and the representation of diversity. In 2023, 69% of respondents felt that gender is fairly represented in Canal+ content, a 3-point increase from the previous year, while 71% indicated that different backgrounds and cultures are fairly represented.

(B) Moving audiences through the work of committed talents, to raise public awareness on societal issues

The Group also allocates time and space on its channels and platforms to highlight the work of remarkable individuals committed to making a difference in society, and authors whose documentaries, series or films contribute to have a positive societal impact.

Having pioneered support for the LGBTQIA+ community on television by creating *"La nuit gay"* almost 30 years ago in 1995, the Group has extended this commitment to this societal issue, through Hello, a dedicated permanent section on the Canal+ OTT platform, which showcases LGBTQIA+ creations for all. *Canal+ voit green*, also on the Canal+ OTT platform, reflects the rich variety of documentary, fiction and youth programming that focuses on the environment, and the *Envie d'Agir* show, which highlights and promotes initiatives that aim to have a positive impact on society. Other examples of programs with high impact would include: *Plastic Odyssey*, following a ship's journey to fight plastic pollution around the world, *Vivante(s)*, showcasing Sarah Barukh's fight against domestic violence and feminicides, or *L'Epopée Joyeuse*, highlighting the importance of workplace inclusion for people with disabilities. This latest endeavour even inspired the Group to open the first Café Joyeux counter in the world inside its own headquarters, truly bringing this vision of inclusion to life.

Dailymotion rewards monthly the most active, creative and impactful content creators on its platform through support programs and thematic grants, such as “Pride Month”, “ecology”, and “women in creation”. Through its own virtuous algorithm, Dailymotion also ensures female creators in France can experience a safe space for creating and sharing videos, free from harassment and algorithmic invisibility.

The Group has formally documented its commitment to raising awareness of environmental issues in a public climate contract in 2022 and reports annually on the ongoing application of the provisions of this contract. More than 13,000 hours of content contributing to raising awareness of environmental issues or spreading eco-responsible practices have been broadcast on the Group’s in-house television channels.

(C) *Ensuring content accessibility*

To ensure accessibility, the Group adapts its content and delivery systems to the needs of people with disabilities. A specific internal role within the technical teams has been dedicated to managing disability and accessibility issues.

In France, in accordance with the commitments made in each channel’s agreement with the ARCOM, the Group sets aside a specific amount of time for programs including subtitles and sign language translation for the hearing-impaired audiences. For example, the Canal+ and C8 channels are committed to subtitling 100% of their linear programming.

The Group also provides audio descriptions for at least 150 new programs every year, including for all of its *Créations Originales*, to make content accessible to visually impaired people. To promote equal access to audiovisual content, the Group launched a patterned pioneering subtitling initiative in France in 2023 called dystitles. These subtitles are based on a new and unique typography adapted to both dyslexic and non-dyslexic people, allowing them to watch together content in their original version. In addition, Dailymotion video player conforms to the highest standard of the Web Content Accessibility Guidelines 2.1, allowing people with disabilities, including those who rely on keyboards, system accessibility settings, or assistive technologies such as screen readers, to use all controls within the Player User Interface (play, pause, next, progress bar, etc.).

The Group’s accessibility measures also extend to customer service. The Group has deployed a remote sign language interpreting system at its stores in Poland to facilitate conversations between customer service representatives and hearing-impaired customers. It has also made its customer service accessible to the hearing-impaired in France. The Group enhanced the accessibility of its web interfaces through the development of digital products guaranteeing compliance with accessibility standards from the project’s inception as visually impaired users are consulted. The progress of this project is assessed using monitoring indicators and results are transparently communicated on a dedicated information web page.

The Group also ensures the accessibility of its live performance venues, L’Olympia in Paris and the CanalOlympia venues in Africa are equipped to accommodate people with reduced mobility, and L’Olympia staff are trained about best practices for talking to and assisting spectators with motor, sensory or mental health disabilities.

The Group ensures customers feedback and complaint are closely monitored by every entity, as customer satisfaction lies at the heart of its operations and is a major concern for the Group, which is fully committed to giving appropriate support.

(D) *Empowering young people through culture and creativity*

The Group, through the Vivendi Foundation and its programs *Create Joy* and *Orphée*, promotes personal development and inclusion for disadvantaged populations through access to cultural and sports activities.

Create Joy, drawing on the expertise of non-profit partner organisations, supports projects that promote cultural activities, as well as the discovery of and access to creation. The Group also deployed the pan-African program called *Orphée*, which benefited more than 9,000 children in 67 childcare facilities in 2023, to support vulnerable children in orphanages and other early childhood facilities and improve access to education, culture and entertainment by supplying educational equipment, cultural resources and a range of events.

For the young audience, the Group supports the Youth awards of the festival *Cinema for change*, enabling more than 15,000 children in France and abroad to view a selection of short films, with access to their insights, and debate and vote for their favourite film. In Africa, some classes are hosted in CanalOlympia network theatres for screenings and debates, while in Poland, Studiocanal provides access to a curated selection of films for workshops and activities through an educational program for 14,100 primary and 6,800 secondary schools.

In addition, the CanalOlympia network adapted pricing policy in Africa allows as many people as possible to discover the best of global and African cinema and to participate in numerous concerts and events.

5.4 Responsible footprint of operations throughout the value chain

The Group is highly committed to conducting its business in a responsible manner, minimising its environmental footprint and protecting vulnerable audiences and sensitive data.

(A) *Commitment to a decarbonisation pathway*

To date, the Group has been following Vivendi's Science-Based Targets ("**SBT**") and decarbonisation objectives. At the date of this Prospectus, it is ahead of schedule for meeting the 2035 targets for "Business activities", in large part thanks to the Group's strategy of optimisation for its leased devices (in particular Canal+ set-top boxes), as well as the switch to renewable energy consumption. The Group will set its own SBT targets and make them public in the forthcoming months, and intends to apply for an SBTi target validation.

The Group's new head office, to which it relocated in September 2022, is an HQE® and BREEAM® certified building, featuring the very latest environmental innovations. Due to all the steps it has taken to make its buildings more sustainable and energy efficient, in 2023 the Group's worldwide electricity consumption was more than 25% lower than the prior five years, and nearly 60% of the Group electricity consumption was from renewable sources.

The Group's business travel policy includes guidelines to reduce carbon emissions, such as the obligation to give preference to train journeys in France when they last less than 3 hours. To reduce the environmental impact of commuting, the Group has implemented various measures such as a sustainable mobility package for its employees in France, safety and repair workshops to encourage employees to use bicycles in France and Poland, or the development of an app to encourage employees in La Réunion to carpool. In addition, remote work agreements have also been in place since 2021, and the group implemented additional resources (technological tools, equipped meeting rooms, etc.) to ensure that virtual collaboration can be prioritised.

The Group also participates in the development of projects that reduce or sequester greenhouse gas emissions all certified to the highest internationally recognised standards and promote international solidarity and the common good, through job creation in the various countries where it operates. The annual investment corresponds to a quantity of carbon quotas equivalent to the emission of head office buildings and travel: 7,000t in 2024, totalling 40,000 tons in 5 years.

As an independent company, the Group intends to comply with the requirements from the Task Force on Climate-Related Financial Disclosures, a global organisation formed to develop a set of recommended climate-related disclosures, in its future annual reports.

(B) *Generalising eco-responsible practices in business operations*

The Group aims to develop solutions to implement circular economy and eco-conception principles in the production of its equipment. It endeavours to recycle its equipment through appropriate channels once they are no longer usable and recovers set-top boxes returned by subscribers and refurbishes them when possible for use by new subscribers. In 2023, 60% of set-top boxes supplied to French subscribers were refurbished boxes, and 93% of set-top boxes returned by subscribers were refurbished and put back into service, while in Africa the Group continues to deploy initiatives to recycle old set-top boxes in various countries.

In addition to the re-use and refurbishing of its set-top boxes, the Group actively seeks to reduce the amount of plastic used in its production. The Group reduced dramatically the carbon footprint of set-top boxes, as manufacturing the previous generation emitted 40% more greenhouse gases than the new generation. The latest generations of set-top boxes are made from 97% recycled plastic; all protective bags and films, plastic ties and non-essential accessories have been eliminated from their packaging; and they have been eco-conceived to be lighter to reduce the GHG emissions produced by shipping them. Whenever possible, the plastic casings of refurbished boxes are polished instead of being replaced, to avoid having to use new parts, which has resulted in a three-fold reduction in the plastic parts used in the refurbishing process.

For its in-house IT infrastructure equipment, Dailymotion has set up a circular economy program in association with a specialised partner designed to refurbish equipment and sell it on the second-hand market, and it also uses a special market platform for purchasing refurbished equipment. Dailymotion is committed to reducing the carbon footprint associated with operating its video platform and aligns with the United Nations Sustainable Development Goals (SDGs) to proactively fight against climate change and to encourage its suppliers toward the same commitment. Its efforts revolve around the implementation of a Green IT Program, which includes optimising its infrastructures for energy efficiency and providing access to sustainable features and practices.

The Group has enabled the development of tools and systems for eco-responsible content production, through Ecoprod, a non-profit organisation, of which it is a founding member and Board member, aimed at accelerating the green transition in the film and audiovisual production sector. These resources are freely accessible to all industry stakeholders and include various tools such as the Carbon'Clap carbon calculator and the Ecoprod Label, which provides guidance and certification for eco-responsible audiovisual shoots. The Group pledged that 100% of its *Créations Originales* content shot in France and French Entertainment TV Shows from 2024 onwards will be eco-produced under the Ecoprod label. Thus, in June 2024, the major series Marie-Antoinette was awarded the label for its eco-responsible practices on set, and 18 TV shows are in the process of obtaining the label. To raise awareness amongst all its production partners about these issues, the Group includes a charter encouraging eco-production practices in all its prepurchase and production contracts in France.

In addition, the Canal+ Brand Solutions agency has developed a "Low Carbon" guide for the entire advertising ecosystem, which provides information on best practices to apply in making video advertising more environmentally friendly. Advertiser customers can use the agency's carbon label to assess the environmental impact of the film production process before beginning work on it in order to reduce the carbon footprint right from the design stage. This label has been endorsed by Ecoprod and made available to the whole advertising industry in 2024. The Group also applies an environmental code of conduct for sales communications in its advertising activities, including a series of measures to bolster environmental practices in the sector. Finally, natively integrated within Dailymotion's video supply-side platform, Scope3 is powering the Dailymotion Green Media Marketplace, enabling media buyers to measure and optimise the carbon emissions of their video activations.

Between 2020 and 2023, the Group invested in the roll-out of more efficient encoding formats for the distribution of its content, enabling decreased bandwidth consumption, a key factor in the carbon emissions of video streams estimated by the Group to be 15% for sports content to 40% for films. In 2023, the Group launched specific R&D initiatives and technical investments to reduce the impact of live streaming events, supported by the French national agency for the environment. These initiatives include testing the delivery of video streams in a single format across all platforms, which would enable a four-fold reduction in data volumes and the deployment of a video stream that adapts in real-time based on the bandwidth actually available to end customers. In addition, Dailymotion developed a homegrown global virtualisation platform that will be live mid-2025 to streamline and optimise the use of servers, resulting in energy savings estimated at between 8% and 15% and reduced hardware purchases, as fewer servers will be needed. Dailymotion used on-premise data centres in France entirely powered by renewable energy, while its cloud infrastructures have enabled it to achieve significant reductions in carbon emissions in the past years. It also deployed a Sustainable Purchase Policy as well as a GHG Emission questionnaire to evaluate its suppliers' commitments on environmental stakes, carbon emissions measurement and reduction trajectory.

Thanks to the eco-responsible feature developed for the Canal+ OTT platform and Dailymotion apps, users can select the broadcast quality of their content, allowing them to be more energy efficient should they wish. Furthermore, Dailymotion raises awareness on the impact of digital services sustainability by providing information accessible from the website on eco-friendly practices that its users can implement online.

(C) Guaranteeing safe content and asset protection

The measures taken by the Group's channels in France and abroad to ensure the fairness, independence and pluralism of information and programs are developed in paragraph 1 of Part IX (*Regulatory Overview*).

The Group also ensures content appropriateness for young audiences, in line with legal requirements and regulatory guidelines, as the principle embedded in the Arcom agreement for the Canal+ Group French channels in France. Viewing committees ensure that the principle of child protection is taken into account in the broadcasting of programs. On the Canal+ OTT platform, children have their own secure space, “Jeunesse” in France, which gives them access to ad-free programs that are not subject to age restrictions. The Group also proposes parental control tools and rates content by age range while the Dailymotion platform hides sensitive content by default to protect those who may be sensitive to certain subject matters, including young audiences.

The Group ensures to follow the highest standards in terms of cyber security asset protection and implemented controls and process to guarantee personal data protection and cybersecurity. These measures include notably, the use of an external third party provider RUBRIK system to provide immutable backups that cannot be altered by external attacks such as ransomware; the systemic reporting of any attempted intrusion into the Group’s system in France to the National Agency for Internal Security (ANSI) and security tests conducted both internally (penetration testing) and by an external provider. The Group also has in place a 24/7 Security Operation Center which operates with internal teams in France and Poland, as well as various external providers.

PART IX
REGULATORY OVERVIEW

1. TELEVISION SERVICES

The Group provides audiovisual services in numerous countries around the world and is subject to local regulations applicable to the audiovisual industry.

1.1 France

The Group is a global media and entertainment company, with operations that include the broadcasting and transmission of audiovisual services (including Subscription-TV and free-to-air channels). As such, it is subject to extensive regulation. The main regulations applicable to the Group's activities in France are summarised below.

The regulatory framework applicable to the broadcasting services provided by the Group in France depends on the nature of the service (linear services vs non-linear services) and whether it is broadcast on DTT or by other means. The following categories are subject to different regulations: (i) linear services broadcast on DTT, (ii) linear services broadcast by means other than DTT (for example by cable, fibre optics, satellite, ADSL, internet), or (iii) non-linear services corresponding to on-demand audiovisual media services such as SVOD or VOD.

(A) Licences, declarations and agreements with the ARCOM

(i) ARCOM

The French Audiovisual and Digital Communication Regulatory Authority (*Autorité de régulation de la communication audiovisuelle et numérique* or "ARCOM", successor of the *Conseil supérieur de l'audiovisuel* or "CSA") is an independent public authority with a broad mandate. Its responsibilities include guaranteeing freedom of communication and expression in audiovisual and digital spaces, overseeing the democratic and social responsibilities of audiovisual media and online platforms, ensuring pluralism in audiovisual news media and the independence of public broadcasting, providing economic equilibrium to the sector and supporting content creation. As such, the ARCOM notably regulates television and on-demand services in France.

The ARCOM allocates licences for the use of radio frequencies by television services, regulates on-demand services and online platforms (including overseeing efforts to combat misinformation and harmful content), promotes the development of French-language and European audiovisual production and creation, and combats the online piracy of cultural and sports content.

The ARCOM is also entrusted with the power to impose sanctions. In accordance with the French Law of 30 September 1986 on the freedom of communication (the "**French Audiovisual Law**"), the ARCOM has the power to impose sanctions for non-compliance with applicable regulations. As part of its enforcement powers, the ARCOM may impose financial penalties, suspend broadcast for up to one month, reduce the duration of the authorisation by up to one year or, in more severe cases, withdraw the broadcasting licence entirely.

As a provider of television and on-demand services, a distributor/aggregator of channels and services, and an entity responsible for the technical operations required to broadcast programmes, the Group is subject to the supervision of the ARCOM.

(ii) Licences for DTT television services

In France, a licence must be awarded by the ARCOM to conduct digital terrestrial television broadcasting services. To that effect, the ARCOM launches a competitive tendering process for the available radio frequencies and then examines the applications received from broadcasters. In accordance with articles 29, 30 and 30-1 of the French Audiovisual Law, the ARCOM evaluates the relevance of each project for the public, considering factors such as safeguarding pluralistic socio-cultural expression, diversifying operators, and preventing abuses of dominant positions and practices that hinder free competition. Once selected, the relevant broadcaster enters into an agreement with the ARCOM, setting out various obligations, including requirements regarding technical aspects of broadcasting, the protection of children and young people, programmes and shareholding structure.

These authorisations are issued for a maximum of 10 years, with the possibility of a single extension for an additional period of up to 5 years.

A single company may hold up to seven DTT licences simultaneously, whether directly or indirectly.

To date, the Group has four DTT licences for subscription-TV channels (CANAL+, CANAL+ CINEMA(S), CANAL+ SPORT and PLANETE+) and three licences for free-to-air channels (C8, CNews and CSTAR). All of these licences include the authorisation to broadcast in high definition. These licences are all due to expire in the course of 2025 (and more specifically on 5 June 2025 as regards the main Canal+ channel's DTT licence (also referred to as "TNT" license) (the "**Canal+ Channel Licence**")).

Following the tender process it launched on 28 February 2024 in relation to these seven frequencies as well as eight other radio frequencies licensed to other audiovisual groups, the ARCOM announced on 24 July 2024 that all applications for DTT broadcasting licenses for the Group's channels, except for C8, have progressed to the second phase of the licensing process. Accordingly, C8's DTT broadcasting license will expire on 28 February 2025. The Group has brought an action to annul the ARCOM's decision not to include C8 in the second stage of the selection procedure; a decision is currently anticipated to be rendered in November 2024. The selection process in respect of the Group's other applications for DTT broadcasting licenses is ongoing and could result in some of the applications made by the Group not being successful.

In connection with its existing licences, the SOCIÉTÉ D'ÉDITION DE CANAL PLUS (SECP) entered into an agreement with the ARCOM for the broadcasting services of CANAL+, CANAL+ CINEMA(S) and CANAL+ SPORT. This agreement also covers CANAL+ Séries, CANAL+ Box office, CANAL+ (Réunion), CANAL+ (Calédonie), CANAL+ (Guyane) and CANAL+ (Antilles) which are broadcasted or distributed solely by networks not using frequencies assigned by the ARCOM. For each of the other channels (PLANETE+, C8, CNews and CSTAR), the relevant affiliate of the Group signed a separate agreement with the ARCOM in connection with its respective DTT broadcasting services licence.

Under its broadcasting licences in France and related agreements, the Group must comply with the relevant regulatory and the specific contractual obligations with the ARCOM. These obligations encompass requirements for programme broadcasting and investments in European and French-language audiovisual and film production, as illustrated below.

Other obligations include ensuring pluralism, refraining from broadcasting any programme that undermines human dignity as defined by law, respecting individuals' privacy rights, honour and reputation, and complying with diversity provisions.

(iii) Non-DTT television services declarations and agreements

Broadcasting or distributing a television service other than DTT (for example by cable, fibre optics, satellite, ADSL, internet) does not require the ARCOM to grant a licence to use certain radio-frequencies. Nevertheless, an agreement with the ARCOM or a declaration is required, depending on the revenues or the nature of the audiovisual service.

In this context, the Group has signed agreements with the ARCOM covering its non-DTT channels (including, for example, channels such as CANAL+ Foot, Infosport+, Planète, CANAL+ Kids or CANAL+ Docs for its linear channels and CANAL+ Séries and Canal VOD for its non-linear channels). These agreements set out certain requirements for the relevant channels such as ensuring that programmes (i) do not encourage dangerous, delinquent or uncivil behaviour or practices; (ii) respect the different political, cultural and religious sensitivities of the public; (iii) promote the values of integration and solidarity; and (iv) do not undermine human dignity.

(iv) On-demand audiovisual media services

Not all on-demand audiovisual media services (SMAD) such as SVOD and VOD are subject to a licensing requirement. They are, however, conducted under the supervision of the ARCOM and are subject to certain regulatory requirements such as broadcasting quotas.

French operators of SMAD are required to enter into an agreement with the ARCOM if their turnover is above a certain threshold. This agreement sets forth the financing obligations regarding the production of films and audiovisual works, as well as obligations regarding the offer and presentation of such works.

In addition, foreign on-demand audiovisual media services platforms targeting audiences in France are required to comply with rules requiring contributions to the financing of cinematographic and audiovisual works, similar to those imposed on services established in France. They may enter into an agreement with the ARCOM to that effect. In the absence of such an agreement, the ARCOM notifies them of their financing obligations, as well as the obligations regarding the offer and presentation of such works.

(B) Obligations to finance the production of cinematographic and audiovisual works

The respective obligations of the Group's channels and services to invest in audiovisual and cinematographic production are specified by: (i) Decree n° 2021-1926 of 30 December 2021 for the channels using radio-frequencies assigned by the ARCOM (the "**DTT Decree**"); (ii) Decree n° 2021-1924 of 30 December 2021 for the channels broadcast on other networks not using frequencies assigned by the ARCOM (the "**Cable-Satellite Decree**"); and (iii) Decree n° 2021-793 dated 22 June 2021 for on demand audiovisual media services (the "**AMSD Decree**").

Besides the rules set by the above-mentioned Decrees, an agreement between the Group and certain professionals of the film industry was concluded on 2 December 2021 (the "**2021 Agreement with the Film Industry**").

In accordance with the provisions for non-cinematographic channels of the DTT Decree and the Cable Satellite Decree, investment in film production is required from channels that broadcast more than 52 films per year. Furthermore, investment in audiovisual production is required from channels that devote more than 20% of their transmission time to audiovisual works during the year or with revenues exceeding €350 million. In accordance with the AMSD Decree, investment obligations apply to services which offer at least ten cinematographic works per year, requiring contributions to cinematographic production and to services which offer at least ten audiovisual works per year (other than pornographic programmes or programmes inciting violence) requiring contributions to audiovisual production. Under the AMSD Decree and the Cable Satellite Decree, investment obligations only apply to services with an annual net turnover exceeding €5 million and, cumulatively, with at least 0.5% of an audience share in their relevant category of services. The amount of these contributions depends on the nature of the channels, their revenues and their programmes.

For channels that offer cinematographic television services, the DTT Decree and the Cable Satellite Decree provide that a proportion of their net annual turnover for the previous financial year must be allocated to investment in the production of European cinematographic works. The investment amount must be at least equal to:

- 16% when they offer at least one feature film per year within less than nine months of its release in theatres in France, including 13% for French-language films;
- 14% when they offer at least one feature-length cinematographic work annually within a period equal to or greater than nine months and less than twelve months after its release in theatres in France, including 11.5% for French-language cinematographic works; and
- 12% if they offer at least one feature-length cinematographic work per year within twelve months or more of its release in theatres in France, including 10% for French-language cinematographic works.

By way of exception, pursuant to the Canal+ Channel Licence, in accordance with Article 40 of the DTT Decree, and in accordance with Article 44 of the Cable Satellite Decree for the CINE+OCS channels, CANAL+ channel's and CINE+OCS channel's investment obligations in the production or acquisition of films was set as a fixed sum per year equal to an aggregate amount of €190 million (€170 million and €20 million respectively), subject to adjustments; 81.25% of this amount must be invested in original French-language productions, pursuant to the 2021 Agreement with the Film Industry. This amount corresponds to the investment amount agreed upon in the 2021 Agreement with the Film Industry for a three-year period.

C8 is a non-cinematographic channel that broadcasts more than 52 films per year. Therefore, it must allocate at least 3.2% of its total net revenues for the previous financial year to European cinematographic works, including at least 2.5% to original French-language works.

Regarding audiovisual works, C8 must allocate 15% of its total net revenues for the previous financial year to the production of European or original French-language audiovisual works, including at least 8.5% in the production of heritage works.

Similar financing obligations apply to non-DTT channels, categorised as cinema or non-cinema channels.

The CANAL+ channel must allocate 6% of its annual turnover for the previous financial year to audiovisual works, including a minimum of 85% of that amount to heritage works (fiction, animation, creative documentaries, music videos and live performances). At least two-thirds of this investment is allocated to supporting independent production.

As regards the CANAL+ channel, all percentages apply to an amount of annual turnover net of distribution costs (deductible up to 30%).

(C) *Media chronology*

The media chronology sets the windows for the screening of cinematographic works, from theatres to subscription video-on-demand (SVOD), via DVD and transactional video-on-demand (VOD), as well as subscription-TV and free-to-air TV. With the exception of releases in theatres, which are governed by law, the media chronology is determined by an inter-professional agreement, which the Ministry of Culture can extend by decree, making it binding on non-signatories. The current agreement, signed in January 2022, amended in September 2023 and subsequently extended, expires in February 2025.

A decree (*arrêté*) of 4 February 2022, and a decree of 29 September 2023, extended the media chronology to the industry.

Pursuant to the applicable framework, the various operators define the timeframe for the broadcasting of films following their release in theatres. The broadcasting windows are as follows:

Time period for initial use of rights after theatrical release	**Broadcasting medium**
Starting from the 3rd to 4th month	Films available on VOD, pay-per-view and DVD: a minimum of three months after their release in theatres for films with less than 100,000 admissions after the fourth week of their release in theatres, and a minimum of four months after their release in theatres for films with more than 100,000 admissions after the fourth week of their release in theatres.
Starting from the 6th month	First-broadcast film subscription-TV, with an agreement signed with professional film organisations (1st window).
Starting from the 15th month or the 17th month, as applicable	First-broadcast film subscription-TV, with an agreement signed with professional film organisations (2nd window).
Starting from the 6th to 36th month	On-demand subscription video services (SVOD): depending on the level of the service's contribution to film production and whether or not an agreement has been signed with the film industry's professional associations, from a minimum of six months after their release in theatres to a maximum (in the case of free VOD services) of thirty-six months after their release in theatres.
Starting from the 19th to 22nd month	free-to-air-TV channels that invest at least 3.2% of their revenues in film productions (such as C8): at least twenty-two months after the release in

theatres (or at least 19 months in the absence of a second paying window).

(D) *Broadcasting obligations*

(i) Broadcasting quotas

The broadcast obligations are defined by amended Decree n°90-66 of 17 January 1990, as well as by the agreements entered into with the ARCOM in connection with the licences and apply to the diffusion of cinematographic and audiovisual works.

Films

The Group's channels must devote at least 60% of the total annual number of broadcast cinematographic works to works of European origin and 40% to French-language works (*œuvres d'expression originale française*) ("**EOF**"). These obligations also apply in peak viewing hours, defined as hours between 6:00 p.m. and 2:00 a.m. for channels qualifying as cinema channels and pay-per-view service publishers, and hours between 8:30 p.m. and 10:30 p.m. for other channels.

In addition, there are restrictions on the broadcasting of long-running films at certain times, including for cinema channels on Saturdays from 8:30 pm.

A "European" cinematographic or audiovisual work must, on the one hand, be made with artistic and technical contributors residing in Europe and, on the other hand, have its production delegated to a company whose head office is in Europe, whose directors are European nationals, and which is controlled by European interests; or which is financed mainly by co-producers established in Europe; or which is co-produced by a European company and a company from a third country with which a co-production treaty is in force. An EOF is a work produced in French or in a regional language used in France.

Audiovisual work

For other audiovisual works, a channel must devote 60% of its total annual broadcasting time to European works and 40% to EOF.

The AMSD Decree provides in this respect that the catalogue of an on-demand audiovisual media service must contain 60% European works, including 40% EOF works in the total number of feature-length cinematographic and audiovisual works made available to the public. Such percentages may vary pursuant to the agreements entered into with the ARCOM (subject to a minimum of 50%) in consideration for the financing undertakings of the on-demand audiovisual media of the production of EOF works by independent producers. These European and EOF works must be given "substantial" exposure on the service's home page.

In addition, under the European Audiovisual Media Services Directive, on-demand audiovisual media services must secure at least a 30 % share of European works in their catalogues and ensure prominence of those works. For TV channels, broadcasters must ensure, where practicable and by appropriate means, that they allot a majority of their transmission time, excluding the time allotted to news, sports events, games, advertising, teletext services and tele-shopping, to European works.

(ii) Accessibility of programmes: Subtitling for deaf and hard-of-hearing individuals and audio-description for blind or visually impaired individuals

In accordance with the obligations set by Law n°2005-102 for equal rights, opportunities, participation and citizenship for people with disabilities, channels with an average audience share of more than 2.5% must make all programmes accessible to the deaf and hard-of-hearing, with certain exceptions, such as advertising slots, sponsorship messages, live singing performances and instrumental music pieces, trailers, teleshopping and commentaries on live broadcasts of sports events between 0:00 a.m. and 6:00 a.m.

To date, the CANAL+ Channel and C8 subtitle all of their programming (excluding the above-mentioned exceptions). Since June 2024, CNews has voluntarily made accessible all of its programmes to deaf and hard-of-hearing individuals.

Law n°2005-102 also mandated the ARCOM to set quotas of programmes with audio-description to be broadcast on private channels with an average audience share of more than 2.5%. In this context, the CANAL+ channel and C8 have undertaken to broadcast, respectively, 180 and 25 programmes with audio-description.

(iii) Rating system

As part of its role in protecting young viewers, the ARCOM has established a rating system for programmes and a signalling code, to which the Group's channels must adhere. Channels may broadcast programmes aimed at all audiences, and, depending on broadcasting time, category II (viewers must be at least 10 years old), III (12+) and IV (16+). Category V (18+) programmes are subject to a total ban on the Group's DTT channels C8, CNews, CStar, PLANETE+, CANAL+ CINEMA(S) and CANAL+ SPORT, and more generally on all its channels, except for CINE+ Frisson and OCS.

(iv) Advertising

Pursuant to Decree No. 92-280 of 27 March 1992, as amended, setting the regulations applying to television advertising, sponsorship and teleshopping, the average advertising time allowable is set at 9 minutes per hour on a daily basis. The maximum permissible hourly advertising time is set at 12 minutes, calculated per clock hour.

Regulatory provisions relating to the broadcasting of advertisements also arise from the Code of Public Health and from the Law of 30 September 1986. Since the decree of 27 February 2007, advertising or promotional messages for certain foods and beverages must be accompanied by relevant health information.

(E) Share ownership in the audiovisual sector

The French Audiovisual Law, as amended, contains the rules applicable to the direct or indirect ownership in the audiovisual sector in France.

Under the terms of Article 39 of the French Audiovisual Law, no single natural or legal person acting alone or in concert may directly or indirectly hold more than 49% of the capital or voting rights of a company that holds a licence to operate a national terrestrial television service whose average annual audience (terrestrial, cable and satellite) exceeds 8% of the total television audience. Other provisions govern the direct or indirect holding of local television station for companies owning a national television channel.

Under the terms of Article 40 of the French Audiovisual Law no natural or legal person of non-European nationality may make any acquisition that has the effect of directly or indirectly increasing to more than 20% the percentage interest held by foreign persons in the capital of a company that holds a licence to operate a terrestrial television service. Similarly, no foreign person may make an acquisition that would result in foreign persons holding more than 20% of the share capital or voting rights in the general meetings of a company holding such a license. Such limitation does not apply to services distributed through networks that do not use frequencies assigned by ARCOM, such as cable, satellite, ADSL services, etc.

1.2 Europe

(A) Data protection and cybersecurity

(i) General principles

The nature of the Group's business requires the collection of data from its subscribers and users, which must be conducted in a manner that is consistent with personal data privacy laws, including but not limited to the EU GDPR as supplemented by applicable national data protection laws.

The EU GDPR came into force in May 2018 and established requirements applicable to the processing of personal data of individuals (also called "data subjects") by organisations established in the EU, or which offer products and services to individuals in the EU, or which monitor the behaviour of persons as far as such behaviour takes place within the EU. This regulation strengthens the data protection rights of individuals and increases the enforcement powers of data protection regulators. It imposes strict obligations on organisations regarding the protection and security of personal data, as well as the reporting of personal data breaches. The EU GDPR also requires organisations to implement a data protection governance framework.

Generally, any action performed on information that relates to an identified or identifiable individual falls within the scope of the EU GDPR. The EU GDPR also offers EU Member States the possibility to adopt local derogations in several areas. France made use of this option in the context of the law of 20 June 2018, reforming Act No. 78-17 of 6 January 1978 on data processing, data files and individual liberties (*Loi Informatique et Libertés*, or the "**French Data Protection Act**"). Therefore, in addition to the EU GDPR, local data protection laws in the countries in which the Group is established, offers services or monitors behaviour of data subjects must be taken into account. In the Group's case, this is primarily the French Data Protection Act.

The EU GDPR distinguishes between (i) controllers, which, alone or jointly, determine the purposes and means of processing of personal data, (ii) processors, which process personal data on behalf and under the instructions of a controller and (iii) subsequent processors (generally referred to as "sub-processors"), which are generally engaged by the processor to assist it with the processing. In certain situations, multiple controllers involved in the processing of personal data may qualify as joint controllers where they jointly determine the purposes and/or means of processing. While controllers are primarily responsible for the processing under the EU GDPR, processors may also be directly liable where they act outside or contrary to lawful instructions of the controller.

A breach of the EU GDPR by a controller may lead to administrative fines of up to the higher of €20 million or 4% of the global annual revenues of the controller from the preceding year. The breach of most obligations incumbent on processors is subject to a lower (but still significant) level of administrative fines of up to the higher of €10 million or 2% of the annual revenues from the preceding year. However, the breach of obligations relating to transfers of personal data outside the EU may be sanctioned by the highest level of fines regardless of whether it is committed by a controller or processor.

(ii) Application of the EU GDPR to the Group

The Group is subject to the EU GDPR and national data protection laws when processing personal data in the context of the activities of its the EEA establishments. This framework also applies when an entity of the Group established outside of the EEA processes personal data of EEA individuals where such processing relates to the offering of goods or services to, or monitoring behaviour of, EEA individuals.

(iii) Key controller obligations

The Group provides its customers and users with linear and nonlinear television services, VOD (with or without subscriptions) in all its geographies and advertising VOD in a number of them. In the course of providing such products and services, the Group receives and has access to personal data of its customers and/or users. In this respect, in accordance with the provision of EU GDPR, the Group is a data controller.

Controllers are responsible in particular for (i) establishing and implementing technical and organisational measures to safeguard personal data against unauthorised or unlawful processing, accidental loss, destruction, or damage, (ii) ensuring personal data is processed in a lawful, transparent and fair manner, (iii) using only processors who can provide sufficient guarantees to implement appropriate technical and organisational measures in such a way that their processing of data complies with the requirements of the EU GDPR, and (iv) reporting personal data breaches to the competent supervisory authority(ies), unless the breach is unlikely to result in a risk to the rights and freedoms of natural persons. In cases where the breach is likely to result in a high risk to individuals' rights and freedoms, the relevant data subjects must also be notified.

As a controller, the Group's processing activities are subject to certain transparency obligations under the EU GDPR. To comply with these obligations and ensure that its processing activities are transparent, the Group provides information to the data subjects whose personal data it processes and updates this information as required. The Group discloses this information to the data subjects generally through the data privacy policy, which is posted on the Group's website. Transparency information may also be made available via email, or as otherwise required by applicable law, for example via cookie banners on the Group's website.

The Group has implemented a security management system plan for its operations in France and overseas, and appointed a data protection officer ("DPO") in each subsidiary in the EU responsible for overseeing data processing operations of the entity.

(iv) Cross-border transfers

Under the EU GDPR, a processing is considered a cross-border transfer of personal data where (i) an organisation ("exporter") is subject to the EU GDPR for a given processing; (ii) the exporter makes personal data, subject to this processing, available to another organisation ("importer"); and (iii) the importer is located outside of the EEA.

As a rule, personal data can be transferred freely within the EU and EEA, provided that such transfer is otherwise compliant with the EU GDPR (e.g., the controller must inform individuals of the transfer, and there must be a lawful basis for such transfer). The EU GDPR (and other European and the UK data protection laws) prohibit cross-border data transfers absent (i) an adequacy decision; or (ii) a valid transfer mechanism prescribed by Chapter V of the EU GDPR, such as an appropriate safeguard, or a derogation.

Appropriate safeguards include: (i) the exporter and importer entering into a set of standard contractual clauses ("**SCCs**") issued by the European Commission, (ii) binding corporate rules adopted by entities belonging to the same group of companies, (iii) a code of conduct approved by applicable data protection authorities, or (iv) approved certification mechanisms.

For transfer of personal data from the EEA and the UK to third countries outside the EEA and the UK that are not deemed to be "adequate" such as the United States, the Group generally relies on SCCs.

The EU GDPR is part of the UK's "retained EU law" by virtue of the EU (Withdrawal) Act 2018 as amended by the Data Protection, Privacy and Electronic Communications (Amendments etc.) (EU Exit) Regulations 2019 (SI 2019/419) (the "**UK GDPR**"), and sits alongside the UK Data Protection Act 2018, which contains provisions for how the EU GDPR is applied in the UK. The UK GDPR and the UK Data Protection Act 2018 may apply to the Group's activities that have ties to the UK. Currently, the UK GDPR is largely identical to the EU GDPR, however, a new UK Data Protection and Digital Information Bill (the "**UK Bill**") is currently being debated in the UK Parliament which, if enacted, will result in a divergence from the EU GDPR.

On 28 June 2021, the European Commission adopted the adequacy decision for the UK, which recognised that the UK law provides a level of data protection substantially equivalent to that of the EU and allowed the free flow of personal data from the EU to the UK for a period of four years.

For the transfer of personal data from the UK to third countries deemed as providing an inadequate level of protection, the UK Information Commissioner's Office has released two agreements that provide an "appropriate safeguard" under the UK GDPR and that can be used as of 21 March 2022: the International Data Transfer Agreement ("**IDTA**") and the Data Transfer Addendum ("**Addendum**"). All existing contracts and any new contracts signed before 21 September 2022 can continue to use the old SCCs (which were replaced by the new SCCs) until 21 March 2024. From that point onwards, the old SCCs must be replaced by either the IDTA or the Addendum in conjunction with the new SCCs. All contracts signed after 21 September 2022 must use either the IDTA or the Addendum in conjunction with the new SCCs.

(B) *EU privacy laws on cookies and e-marketing*

In the EU, e-marketing and data privacy in the online behavioural advertising ecosystem ("**ePrivacy rules**") are currently regulated by national laws that implement the ePrivacy Directive (updated in 2009 with the 2009/136/EC Directive, commonly referred to as the "cookie law"). The ePrivacy Directive is enforced by each EU Member State's data protection authority according to national implementation. The European Data Protection Board, consisting of representatives from all national data protection authorities, is responsible for issuing overall guidelines for interpretation and enforcement of the ePrivacy Directive.

The national implementing laws of the ePrivacy Directive are highly likely to be replaced by an EU-regulation (the "**ePrivacy Regulation**"), which is intended to harmonise the different legislations and to accompany the EU GDPR. Amongst other things, the ePrivacy Regulation will significantly increase fines for non-compliance with ePrivacy rules.

Under the ePrivacy Directive, prior consent is required for the placement of a cookie or similar technologies on a user's device and for direct electronic marketing, unless certain limited exceptions apply. The ePrivacy Directive, when read together with the EU GDPR, requires that users be given clear and comprehensive information about the purposes of data processing (as well as information about storage, retention and access) to allow them to give an informed consent. Users must also be provided with an easy way to opt out from processing or withdraw any consent that they have previously given. The EU GDPR and the relevant guidance published by regulators also impose conditions on how to obtain valid consent for the purposes of the ePrivacy Directive. These additional conditions, amongst other things, prohibit organisations from obtaining consents through pre-ticked consent boxes. Organisations are also required to seek separate consents for each type of cookie (or similar technology) they are placing on users' devices.

European court decisions and recent guidance released by regulators in respect of the ePrivacy Directive are driving increased attention to cookies and tracking technologies.

On the other hand, the text of the ePrivacy Regulation is still under development. Although it will be some time before the ePrivacy Regulation comes into force and is legally valid, in France, the French data protection authority (*Commission Nationale de l'Informatique et des Libertés*) has already imposed an important change in the area of cookie tracking. Since 1 April 2021, every website must follow Article 82 of the French Data Protection Act and allow Internet users to refuse as easily as they can accept the use of cookies for advertising tracking. Moreover, silence must be interpreted as a refusal.

The Group's websites in France and overseas territories include a cookie consent banner, in the form of a cookie notification that is displayed as a banner or pop-up that explicitly asks for users' consent before deploying cookies. The Group's cookie banners provide visitors with clear information in plain language about their privacy rights and the web technologies, such as cookies, that are used on their websites.

(C) *Digital Services Act (DCA)*

Regulation (EU) 2022/2065 of the European Parliament and of the Council of 19 October 2022 on a Single Market For Digital Services and amending Directive 2000/31/EC (Digital Services Act) (the "**DCA**") is a European regulation aimed at reducing the distribution of illegal and other harmful content on intermediary platforms and also regulates the relationship between online platforms and their users, creating more transparency. The DSA has a broad scope and regulates many aspects of digital services, including liability for online content and services, targeted advertising, "know-your-customer" and various other requirements. Restrictions apply differently depending on the nature of the digital service being provided.

The DSA focuses on four pillars: preventing the sale of illegal goods and services, ensuring safety of minors, banning illegal/misleading content, and prohibiting advertising based on users' sensitive information. This Regulation applies to "online platforms", which are defined as a hosting service that stores and discloses information to the public at the request of a recipient of the service (such as Dailymotion), and has been in force since 17 February 2024.

Requirements for transparency include the obligation for all providers to make publicly available reports on content moderation in which they are engaged, including information about moderation initiatives, use of automated tools, training measures, and complaints received. Providers appoint points of contact, providing for rapid and direct communication with the recipients of their services. Lastly, the providers' terms of services must use clear, plain, intelligible, user-friendly, and unambiguous language. In addition, hosting services providers must implement mechanisms to allow recipients of their services to notify them of the presence of allegedly illegal content. Once notified, providers must present the affected user with a statement of reason, including the steps taken after the user's report.

The liability regime for intermediary service providers remains under the same conditions as previously established by the e-commerce directive, transposed into French law by the LCEN (Law No. 2004-575 of 21 June 2004, for confidence in the digital economy). Under this regime, hosts are only held liable for the content they store if they fail to act to remove or block access to it after being duly requested to do so.

Additional requirements under the DSA apply, depending on the type of services provided. These may include obligations to maintain internal complaint systems, suspend services to recipients who frequently provide manifestly illegal content (after issuing prior warnings), ensure specific design for interfaces and supply users with information relating to online advertisement on the platform.

Failure to comply with the DSA can result in fines of up to 6% of total annual worldwide turnover and recipients of services have the right to seek compensation from providers in respect of damage or loss suffered due to infringement by the provider of obligations under the DSA.

1.3 Poland

The KRRiT is the authority responsible for the supervision of TV production and broadcasting in Poland. The KRRiT is a constitutional independent authority competent for matters pertaining to television and radio broadcasting in Poland and is responsible for enforcing the Act on Television and Radio Broadcasting. In accordance with Article 6.1 of the Act on Television and Radio Broadcasting, the KRRiT is in charge of safeguarding the freedom of speech in radio and television broadcasting, ensuring an open and pluralistic radio and television. It protects the independence of media service providers and video sharing platforms providers and safeguards the interests of viewers, listeners and users. The KRRiT also grants the relevant broadcasting licences for TV providers in Poland.

In the context of its activities in Poland, the Group is subject to the supervision of the KRRiT and must obtain from it the necessary licences for the TV services it provides.

(A) Broadcasting licenses

In Poland, television broadcasting licences must be granted by the KRRiT. This requirement applies to all broadcasting transmission methods: DTT, satellite and telecommunication networks (other than the networks used for terrestrial or satellite broadcasting, if a channel is to be retransmitted on terrestrial, satellite or cable networks).

Broadcasting licences can only be granted to (i) natural persons who are Polish citizens and residents, as well as legal persons or partnerships under commercial law with registered offices in Poland; (ii) foreign persons, entities and subsidiaries of such foreign entities domiciled or registered in one of the EEA countries; or (iii) entities having registered seats in Poland, whose owner is not registered or domiciled in any of the EEA countries, provided that: (i) the equity interest of a non-EEA resident does not exceed 49% of the entity's share capital, (ii) the articles of association stipulate that: (a) the voting rights held or controlled by non-EEA residents or their subsidiaries do not exceed 49% of the total voting rights in the company, and (b) the company's articles of association provide that the majority of the company's supervisory and management board members or persons authorised to represent or manage the company are Polish citizens and residents.

A particular regime exists for DTT broadcasting, which is subject to a competitive tender process depending on the available frequencies. However, as of the date of this Prospectus, the Group does not operate any DTT channel in Poland and is therefore not subject to such tender process.

In deciding whether to award a broadcasting licence to a TV service provider, the KRRiT evaluates the suitability of the proposed programming activity with the purposes specified in Article 1 of the Act on Television and Radio Broadcasting (distribution of information, providing cultural assets and works of art, facilitating access to education and scientific achievements, promoting civic education, providing entertainment content, promoting national audiovisual creation), as well as the extent to which these purposes are covered by other broadcasters operating in the area covered by the licence. The KRRiT also takes into account the applicant's record of compliance with the radio communication and mass media regulations.

The broadcasting licences are awarded for a period of ten years and are not transferable.

As of the date of this Prospectus, Canal+ Polska holds twenty-three satellite TV broadcasting licences (and one telecommunication networks broadcasting (other than the networks used for terrestrial or satellite broadcasting) licence. The broadcaster may apply for a licence for another period no later than 12 months before the expiry of the existing licence. The KRRiT may refuse to extend the licence only if circumstances arise with respect to the broadcaster in which the licence could be justifiably revoked. In addition, Stopklatka and Kino Polska, two subsidiaries of SPI International, have obtained KRRiT licences for two FTA channels, namely Stopklatka and Zoom TV, as well as two pay TV channels, namely Kino Polska and Kino Polska Muzyka.

If an entity that provides audio-visual media services does not comply with the relevant regulations, the KRRiT may impose a fine in the maximum amount of up to: (i) 50% of the annual fee for the right to dispose of a frequency intended for terrestrial broadcasting; and (ii) if a broadcaster does not pay the fee for the right to dispose of a terrestrial frequency, 10% of the broadcaster's revenue generated in the financial year preceding the year in which such fine is imposed.

The KRRiT may also decide to revoke the broadcasting licence if: (i) a final decision has been issued to the effect that the broadcaster is not authorised to conduct the activity covered by the licence; (ii) the broadcaster is in gross violation of the Act on Television and Radio Broadcasting or the licence; (iii) the activity covered by the licence is contrary to the Act on Television and Radio Broadcasting or the terms of the licence, and the broadcaster failed to remedy the breach within the prescribed deadline; or (iv) the broadcaster, despite being requested by the Chairperson of the KRRiT, failed to start broadcasting within the deadline set out in the licence or permanently ceased (for more than three consecutive months) to broadcast, unless the broadcaster demonstrates that the delay in or cessation of the broadcasting was due to circumstances beyond its control. Furthermore, the KRRiT may revoke the licence if: (i) the broadcasting threatens the interest of national culture, security or defence and is contrary to good morals; (ii) the broadcasting has caused the broadcaster to achieve dominance over mass media channels in a given relevant market; or (iii) another person assumes direct or indirect control of the broadcaster's business.

(B) *Broadcasting obligations*

(i) Broadcasting quotas

The Act on Television and Radio Broadcasting imposes detailed regulations regarding the programme structure of TV channels. Such restrictions are also described in the broadcasting licences granted by the KRRiT.

In accordance with article 15 of the Act on Television and Radio Broadcasting, television broadcasters shall reserve at least 33% of their quarterly transmission time for programmes originally produced in the Polish language and more than 50% of their quarterly transmission time for European programmes, excluding news, advertising, teleshopping, sports events, teletext services and games. Further, at least 10% of the quarterly transmission time shall be reserved for European programmes produced by independent producers, excluding news, advertising, teleshopping, sports events, teletext services, and games.

A programme shall be deemed to be a European programme, if it: (1) originates in a EU Member State, or (2) originates in another state party to the European Convention on Transfrontier Television done in Strasbourg on 5 May 1989 (official journal "Dz.U." of 1995, item 160 and of 2004, item 250), which does not apply discriminatory measures against any programmes originating in EU Member States, or (3) was co-produced within the framework of an agreement related to the audiovisual sector executed between the EU and another third state, and fulfils the requirements defined in the agreement if this state does not apply discriminatory measures against any programmes originating in EU Member States.

(ii) Investment obligation

In accordance with the Cinematography Act of 30 June 2005, cinema operators, distributors, digital platform operators, cable TV operators and TV broadcasters have an obligation to make quarterly payments to the Polish Film Institute in the amount of 1.5% of the revenue generated from their respective businesses. This includes revenue from broadcasting advertisements, sales by TV markets and sponsored broadcasts, as well as from subscription fee income in the case of TV broadcasters, and fees for access to TV programmes broadcast or re-broadcast via a digital platform in the case of digital platform operators. Since 2020, such obligation is also applicable to all VOD platform operators.

(iii) Restrictions on sponsorship and advertising

Sponsorship is regulated under the Act on Television and Radio Broadcasting and the KRRiT Regulation of 6 July 2000 on the sponsorship of programmes and other transmissions (the "**Regulation on Sponsorship of Programmes**"). The Regulation on Sponsorship of Programmes permits the sponsorship of programmes, subject to a number of conditions. In particular, the Regulation limits the time allotted to sponsorship identification and imposes an additional obligation to clearly and unambiguously identify the sponsor. Sponsored programmes and broadcasts must distinctly identify the sponsor, including the sponsor's name, logo or other designation or relevant references to its products, services or trademarks.

In respect of advertising, the applicable laws provide for specific requirements including the following:

- Commercial breaks and teleshopping windows must be readily recognisable and distinguishable from editorial content;
- Commercial breaks and teleshopping windows must not exceed a specified number of minutes in a given daily period (6:00am-6:00pm: 144 minutes; 6:00pm-midnight: 72 minutes; 00:00am-6:00am: no limits). This limitation does not apply to announcements made by the broadcaster in connection with its own programmes and ancillary products directly derived from those programmes, announcements containing only information about media services or programs distributed in media services provided by entities belonging to the same capital group, as well as to announcements required by law (in particular, sponsorship announcements);
- Commercial breaks and teleshopping windows should be inserted between programmes, however, the broadcast of films made for TV (excluding series, TV series and documentaries) as well as cinematographic works may only be interrupted once every 45 minutes by advertising and/or teleshopping spots, provided that at least 20 minutes in a TV programme service have elapsed between each successive break in the programme. During the broadcast of sports events, advertising and teleshopping spots can only be broadcast during natural breaks as per the competition' rules, except for a single advertisement, which is permitted. Advertising spots are prohibited during programming lasting less than 30 minutes and covering news and current affairs, programmes with religious content, commentaries and documentaries and children's programmes. An exception applies for children's film lasting more than one hour.

Separate regulations provide for product-specific advertising restrictions, including the prohibition of advertising for tobacco and psychotropic drugs. The advertising of alcohol (including beer), pharmaceuticals, health services, cylindrical games, card games, craps, betting, slot machines, and other products regulated by the Gambling Act of 19 November 2009, is also subject to restrictions. In addition, market self-regulation provides for restrictions in the advertising of food and drinks that are high in fat, salt or sugar and dietary supplements.

(iv) Accessibility of programmes

In accordance with the provisions of the Act on Television and Radio Broadcasting, broadcasters of television programme services shall ensure accessibility of programmes for visually impaired persons and hearing impaired persons by introducing appropriate aids for people with disabilities. Such aids must be provided during at least 50% of the quarterly transmission time of the programme service, with the exception of advertising and teleshopping. On-demand audio-visual media services shall ensure such accessibility for at least 30% of programmes in the public catalogue. Different percentages for audio-description and sign-language or captioning exist, and depending on the channel type and percentage can range from 7% and 43%, respectively, for the general, film, documentary and lifestyle channels, to 20% and 30% for children oriented channels, and 5% and 20% for sports channels, which can be further reduced under certain conditions.

1.4 Rest of Europe / Africa and Asia

The Group operates in various other geographies in Europe, Africa and Asia, and provides television services, broadcasting and distribution through subsidiaries.

(A) Europe

In Luxembourg (where M7 is headquartered), TV broadcasting activities are regulated by, amongst others, the Act of 27 July 1991 on electronic medias (*Loi du 27 juillet 1991 sur les médias électroniques*) which aims at ensuring the free access of the population of the Grand Duchy to a multitude of sources of information and entertainment, thus guaranteeing freedom of expression and information. The broadcasting of channels via DTT, cable or satellite is subject to the prior grant of a broadcasting licence by the Government of the Grand Duchy of Luxembourg, Department of Media, Connectivity and Digital Policy (*Service des médias, de la connectivité et de la politique numérique* – SMC). The broadcasting of a channel via OTT only, as well as the offering of a VOD service, are only subject to prior notification to the SMC.

Licence holders must adhere to terms ensuring pluralism, cultural promotion, and advertising limits. The Luxembourgish Independent Audiovisual Authority (ALIA) oversees compliance and can impose sanctions ranging from fines to licence suspension or withdrawal. The Group holds satellite broadcasting licences for many channels in various languages targeted at countries such as the Netherlands, the Czech Republic, Slovakia, and Hungary. In addition, the Group has made notifications to the SMC for video services provided through an app via OTT, for all countries in which its subsidiary Canal+ Luxembourg operates (Canal+ App), and for the Netherlands, the Czech Republic and Slovakia for specific apps. Lastly, the Group has made notifications to the SMC for OTT-only broadcasting feeds targeted at the Czech Republic and Slovakia.

Through its subsidiary Canal+ Luxembourg (M7), the Group operates in several countries in Europe providing mainly television distribution services. In this context, the Group generally operates on a declarative basis by notifying its activities to relevant regulatory authorities. The Group must, in any case, comply with the applicable local regulations.

In the various geographies covered by Canal+ Luxembourg, the Group operates under applicable local laws. For instance, in Austria, the Group operates TV services via satellite and OTT under the “Canal+” brand and through the SKY Austria satellite network and its activities, including a joint venture with A1 Telekom Austria AG, are supervised by KommAustria and the Austrian Regulatory Authority for Broadcasting and Telecommunications (RTR).

Furthermore, in the Netherlands, the Group provides TV services via satellite and OTT under the “Canal Digitaal” brand, and a Canal+ branded OTT service which fall under the regulatory oversight of the Dutch Media Authority (CvdM) and the Authority for Consumers and Markets (ACM). In Belgium, the Group offers TV services via satellite and OTT under the brands “TV VLAANDEREN” and “TéléSAT”. These services are notified to the Flemish Regulator for the Media (VRM), while internet and telephony services are reported to the Belgian Institute for Postal Services and Telecommunications (BIPT).

In the Czech Republic and Slovakia, the Group provides TV services under the “freeSAT” (satellite) and “Skylink” (satellite and OTT) brands and OTT packs branded as “Canal+” are distributed directly to the public and through agreements with local ISPs. These activities are notified to the Czech Telecommunications Office (CTO) and the Slovak

Office for Electronic Communications and Postal Services, ensuring compliance with national regulations.

(B) *Africa*

The Group operates in more than 20 countries in Africa via 14 subsidiaries, more than 300 partners and distributors, and a network of more than 17,000 physical points of sale. It provides television services via satellite (DTH) and certain packages from the Group's OTT platform, the Canal+ platform, under the "Canal+" brand to 25 Sub-Saharan countries, and through DTT via the "EasyTv" brand in four countries. To distribute its services in Africa, the Group, through its subsidiary CANAL+ INTERNATIONAL, typically needs authorisation from each state entity for signal transmission within the territory where it operates. These authorisations are often formalised through ad hoc agreements outlining distribution and commercialisation terms by CANAL+ INTERNATIONAL and its subsidiaries in each respective country.

The Group also publishes two local FTA channels: A+IVOIRE in Ivory Coast, published by SACI, which has a specific agreement with the High Authority for Audiovisual Communication (*Haute autorité de la Communication audiovisuelle,* HACA), and A+ BENIN with an authorisation from the Benin national audiovisual regulatory body (*Haute Autorité de l'audiovisuel et de la communication,* HAAC). Such licences typically cover content standards, audiovisual rights, and adherence to local cultural and legal norms.

In Africa, in addition to obtaining licences from the respective national audiovisual regulatory body, CANAL+ INTERNATIONAL and its subsidiaries must comply with local audiovisual regulations. These regulations include communication codes, decrees, and orders overseen by sectoral regulatory authorities. They outline specific rules on data protection, especially concerning subscriber data and its transfer to France, overseen by data protection authorities. CANAL+ INTERNATIONAL also follows regional community rules from West African Economic and Monetary Union (*Union Economique et Monétaire Ouest Africaine*, UEMOA, in French) and COMESA (Common Market for Eastern and Southern Africa), particularly competition law, ensuring fair market practices and consumer protection.

Furthermore, CANAL+ INTERNATIONAL and its African subsidiaries are subject to intellectual property regulations. Particularly relevant is the legislation of the African Intellectual Property Organization (OAPI) and its Bangui Agreement, which enacts legislation on intellectual property, in compliance with the World Trade Organization (WTO) Agreement on Trade-Related Aspects of Intellectual Property Rights. OAPI is a member of the World Intellectual Property Organization (WIPO) and a signatory to the main treaties related to intellectual property law.

As internet operator designing and developing fibre optic networks in Sub-Saharan Africa, GVA is subject to local regulations on networks and telecommunications. Each of its subsidiaries has been granted licences from local authorities in each of the 12 Sub-Saharan countries in which it operates. These licences are generally granted for long periods (i.e., 15 to 20 years) and typically require licence holder to comply with technical specifications.

(C) Asia

The Group offers subscription-TV and OTT services in Vietnam and Myanmar, through partnerships.

(i) Vietnam

In Vietnam, the Group is subject to regulations regarding subscriptions TV services (comprising channels programming, sport, films, series, entertainment, shows, games, etc,.) and dissemination of films on internet. Under Decree No. 06/2016/ND-CP, as amended by Decree No. 71/2022/ND-CP (the "**Decree 06/71**"), Vietnam has made licensing mandatory for all subscription-TV service providers, including cross border content providers like Netflix. VSTV (Vietnam Satellite Digital Television Company Limited) a joint venture between the Group and Vietnam Television (VTV)) is licensed to provide Subscription-TV services in Vietnam. It is also subject to numerous regulations, including the Decree 06/71, the Law on Investment (governing the activities and regulating foreign and domestic investments), the Law on Enterprises (providing legal framework for the establishment, organisation, and operation of businesses), the Law on Telecommunication (regulating the telecommunications sector, including infrastructure, services, and network operations) and the Press Law (overseeing the management, rights, and responsibilities of press agencies and journalists).

VSTV must hold several licences to broadcast and distribute its offerings, including linear channels and VOD content, notably the in-principle approval of the Prime Minister for Investment Policy and various certificates for VSTV's establishment (which are valid for 25 years from May 2009); a Telecommunication Network Licence and Frequency Licences issued by the Ministry of Information and Communications (MIC), valid for 10 years and renewable, to broadcast via satellite (with the current term extending to 2031); and a DTH Subscription-TV Service Licence and OTT Service License to provide Subscription-TV service via DTH and the Internet, granted by the Vietnamese Ministry of Information and Communications for 10 years and renewable (with the current licences expiring in 2026).

Additionally, VSTV must register its channel lineup and any changes with the Authority of Broadcasting and Electronic Information (ABEI). VSTV produces and edits five channels in collaboration with VTV, the national television of Vietnam.

Broadcasting in Vietnam is governed by various regulations such as the Press Law and the Cinema Law and its implementing Decree No. 131/2022/ND-CP, effective as of 1 January 2023.

(ii) Myanmar

In Myanmar, the Television and Radio Broadcasting Law (Law No. 53/2015 of 28 August 2015, as amended) (the "**Broadcasting Law**") sets up the legal framework for the Myanmar broadcasting industry. It sets out the governing principles, establishes the regulators, provides for their powers, explains their rules, lays out the licensing process and specifies sanctions. The Broadcasting Law has been in the past and continues to be subject to amendments.

Traditional subscription-TV services are regulated by the Broadcasting Law, now extended to internet and OTT services. The regulatory bodies in charge of the granting of licences in Myanmar are: (i) the National Broadcasting Development Authority, under the Ministry of Information, responsible for developing national broadcasting policies and technical standards and (ii) the TV Broadcasting Council, an independent regulator, responsible for enforcing the TV and Broadcasting Law.

2. FILM INDUSTRY

The film industry, and hence Studiocanal's production and distribution business, is subject to regulatory oversight by authorities in France and Europe, and it also benefits from financial support at both the national and EU levels.

In France, the CNC is the competent regulatory authority for the film industry. It issues professional licences and permits to producers and distributors, enforces quotas for French and European films, and ensures a diverse and balanced range of content by supporting independent cinemas to maintain cultural diversity in the film industry. The CNC also monitors box office revenue in France by collecting detailed data on ticket sales, which is used to track the performance of films, ensure accurate reporting, and distribute subsidies and financial support to the industry accordingly.

The EU and certain Member States in which Studiocanal operates provide support for film and television production, both directly through public subsidies and indirectly through the regulation of content. Most notable is the existence of broadcasting quotas at the EU level (see paragraphs 1.1(D)(i) and 1.3(B)(i) of this Part IX (*Regulatory Overview*) above).

The EU and certain Member States maintain public sponsorship programmes for film projects. EU regulations authorise Member States to maintain sponsorship programmes for local producers, and the EU makes funds available to producers in Europe. The European Commission provides financial support for the development and distribution of European audiovisual programmes (including television programmes) and films with a European dimension. Creative Europe 2021-2027, the EU's new programme for the cultural and creative sectors, has a budget of €2.44 billion and invests with the view of strengthening cultural diversity and responding to the needs and challenges of the cultural and creative sectors. The MEDIA programme, specifically dedicated to the European audiovisual, film and video game sectors will benefit from 58% of the total Creative Europe budget, amounting to a total of €1.4 billion. Amongst the areas which will benefit from such financial support are training and project development, in addition to initiatives that strengthen the industry's efforts to become more digital, greener, more resilient and more inclusive. The new Creative Europe maintains the unconditional aid mechanism, previously put in place by various EU programmes since 1996, to encourage European distributors to distribute non-national European films by supplying them with the means to invest in production and distribution.

In addition, the CNC also manages the French public financial aid programme for the audiovisual industry, which is responsible for allocating the different types of aid available to companies operating in the film sector. Allocations are governed by the provisions of Book III of the CNC's General Aid Regulations and are grouped together in the Audiovisual Support Fund (formerly the *Compte de soutien aux industries* (COSIP)). In France, public funding, including automatic subsidies, selective subsidies (i.e., for production companies that do not benefit from automatic subsidies), regional subsidies and tax credit slightly fell in 2023 after having reached a peak in 2022, the first year of fully reopening movie theatres post pandemic (-4.0%). They nevertheless reached circa €250 million in 2023, the second highest level of the decade after 2022 (circa €260 million).

To encourage the production of French feature films or international co-productions, the CNC grants automatic subsidies for production and distribution. Funded by a tax box office, the automatic subsidy is awarded on the condition that the film's producer or distributor can justify the amount invested in the film and that a European producer established in France is present amongst the producers of the film. Furthermore, the production must also comply with the criteria required to qualify as a European film. If these conditions are met, the producer can then apply for approval, on the basis of which the film will be eligible for automatic financial support. Any approved film has access to automatic financial support, both in the form of new funds to be credited to the producers' account and in the form of access to the available balance from subsidies granted to previous films of the producer. In practice, therefore, an approved film can benefit from the automatic support granted to the production company for earlier films.

In addition, the CNC grants selective financial aid to promote the quality of French film production and to improve the conditions under which French films are broadcast. This aid takes the form of advances based on box-office revenues, selected support for the development of films in progress, aid for script writing and film music, and direct aid for works to be exported. French feature films or Franco-foreign co-productions can, after receiving production approval, generate financial support for the distributing company under certain conditions, which amounts credited to the distributor's account are proportional to the film's box office revenue and are intended to be reinvested in the production and/or distribution of a new approved work.

The CNC is financed by the general budget of the Ministry of Culture, professional taxes and other fees, including the special tax on cinema tickets, the tax on the sale of French films, the tax on income generated by television channels from advertising and subscription-TV subscriptions, the audiovisual licence fee, and the reimbursement of advances granted to film and television producers.

Since 2017, the CNC has also set up a new automatic support fund for the international distribution and promotion of cinematographic works. Once production approval has been granted, French feature films or French-foreign co-productions can generate financial support for the company distributing them, subject to certain conditions set out in the distribution agreement between the co-producer(s) and the distributor. Support is generated from the first theatrical release of an eligible film in one of the 55 territories in all regions of the world retained for the calculation of support. Studiocanal, has been able to benefit from this support. Support for promotion and sales includes four types of eligible expenditure are eligible for selective support: website, web marketing, style guides and special operations (promotional, as part of a strategic plan to launch a work) as the aid is intended to cover part of the expenses incurred by production or distribution companies (including broadcasters' subsidiaries) to promote their audiovisual works abroad.

3. TELECOMMUNICATIONS SERVICES

The Group provides fixed telecommunications services in the French Overseas Departments through Canal+ Telecom, which encompasses internet services over fixed cable ADSL and FTTH networks to consumers, professionals and medium and large undertakings. Accordingly, Canal+ Telecom is subject to French regulations governing the telecommunications industry, mainly included in the French Electronic communications and Post Code (*Code des Postes et communications électroniques or* "*CPCE"*). The Electronic communications and Post Code defines the legal framework regulating telecommunication services. In particular, requirements apply to Canal+

Telecom in its quality of ISPs on a fixed telecommunications network, including relating to (i) the conditions of continuity, quality and availability of the network and service, (ii) the conditions of confidentiality and neutrality of communications and information related to communications, (iii) network and service standards and specifications, (iv) the protection of health and the environment, (v) the provision of information on the coverage of the territory by electronic communications services, (vi) the provision of information to States, local authorities and associations thereof concerning the infrastructures and networks established in their territory, (vii) the requirements of public order, national defence and public security, (viii) the routing and location of emergency calls and (ix) customer information and protection rules.

Under the Electronic communications and Post Code the operator is also required to respond to requests for interconnection from operators authorised in countries offering equivalent treatment and must comply with the rules on the conditions necessary to ensure the interoperability of services.

Canal+ Telecom is not required to have a licence to operate. However, its activities may be controlled by the Autorité de régulation des communications électroniques, des postes et de la distribution de la presse (ARCEP) (France's Electronic Communications, Postal and Print media distribution regulatory Authority), which has the power to impose injunctions and fines in the event of non-compliance with the above rules.

The role of the ARCEP is to define regulations applicable to all or some of the telecommunication operators, to allocate frequency and numbering resources to operators, to oversee the financing and supply of the universal service, to share its expertise, by issuing opinions at the request to the Government, Parliament and other regulatory authorities and to issue soft laws, such as guidelines or recommendations. In case of infringement of the Electronic communications and Post Code, ARCEP has the power to impose penalties on operators and to settle disputes between them concerning the technical and financial terms and conditions governing access or interconnection. Operators are also required to provide the ARCEP with financial, commercial and technical information on the operation of its network and the provision of its services.

PART X
OVERVIEW OF THE VIVENDI SPIN-OFF

1. OVERVIEW

As of the date of this Prospectus, the Group is owned by Vivendi.

On 13 December 2023, Vivendi announced the initiation of a feasibility study in relation to the separation of several entities from the Vivendi Group, including the Group, each of which would become an independent, publicly listed company, operating separately from Vivendi (which shares would remain listed on Euronext Paris). The transactions required to implement this separation are referred to, collectively, as the "**Vivendi Spin-Off**". A description of the Vivendi Spin-Off, including Vivendi's reasons therefor and the conditions thereto, is included in paragraph 2 of this Part X (*Overview of the Vivendi Spin-Off*).

On 28 October 2024, after completion of such feasibility study and the information and consultation process of the relevant employee representative bodies of the Vivendi Group in relation thereto, the management board and the supervisory board of Vivendi decided to implement the Vivendi Spin-Off and convened the Vivendi General Meeting to approve the Vivendi Spin-Off, including the Partial Demerger, pursuant to which all of the shares held by Vivendi in Groupe Canal+ S.A. will be contributed to the Company, and the Vivendi Shareholders will receive Canal+ Shares issued and allocated directly to them by the Company in consideration for such contribution on a pro rata basis (the "**Partial Demerger Resolution**"). The Canal+ Shares are expected to be admitted to trading on the LSE with the first trading day occurring in the days following the Partial Demerger Resolution. The Partial Demerger is described in further detail in paragraph 3 of this Part X (*Overview of the Vivendi Spin-Off*).

In addition, Vivendi and the Company are undertaking the Reorganisation Transactions, which are discussed in further detail in paragraph 4 of this Part X (*Overview of the Vivendi Spin-Off*).

If the Vivendi Shareholders approve the Vivendi Spin-Off at the Vivendi General Meeting, each Vivendi Shareholder will receive one newly issued ordinary share of the Company for each Vivendi Share held by such Vivendi Shareholder, as further described in paragraph 2 of this Part X (*Overview of the Vivendi Spin-Off*). Vivendi Shareholders will continue to own their Vivendi Shares unless they sell or transfer them in the ordinary course.

Completion of the Vivendi Spin-Off is subject to the satisfaction of a number of conditions, including approval by a two-thirds (⅔) majority of the votes cast by the Vivendi Shareholders at the Vivendi General Meeting, which are described in more detail in paragraph 2.2 of this Part X (*Overview of the Vivendi Spin-Off*). In addition, Vivendi may at any time until the Vivendi General Meeting decide to abandon the Vivendi Spin-Off or modify or change the terms thereof.

Prior to the Partial Demerger, Vivendi initiated an internal legal reorganisation (the "**Reorganisation Transactions**") involving the transfer from Vivendi to the Group of its shareholdings in various entities, some of them already operationally managed by the Group, such as Dailymotion SA (the "**Vivendi Transfers**").

All Vivendi Transfers to be carried out as part of the Reorganisation Transactions were completed prior to the date of this Prospectus, with the exception of the transfers of GVA

SAS, completion of which remains subject to certain conditions, and of one production company. The Reorganisation Transactions are discussed in further detail in paragraph 4 of this Part X (*Overview of the Vivendi Spin-Off*).

Vivendi does not have a sponsored American Depositary Receipt program. Vivendi has no contractual relationships with the depositary banks and has not taken any steps to facilitate the issuance of American Depositary Shares ("**ADSs**") in any such programs. Vivendi will not implement any measures to allow holders of ADSs to participate or vote at the shareholders meeting relating to the Vivendi Spin-Off. Holders of ADSs may need to convert their ADSs to ordinary shares (and pay any fees charged by the depositary bank) in order to participate and vote. Holders of ADSs who wish to vote will need to contact the depositary bank in order to determine the procedures for converting their ADSs to ordinary shares and voting.

2. THE VIVENDI SPIN-OFF

2.1 Reasons for the Vivendi Spin-Off

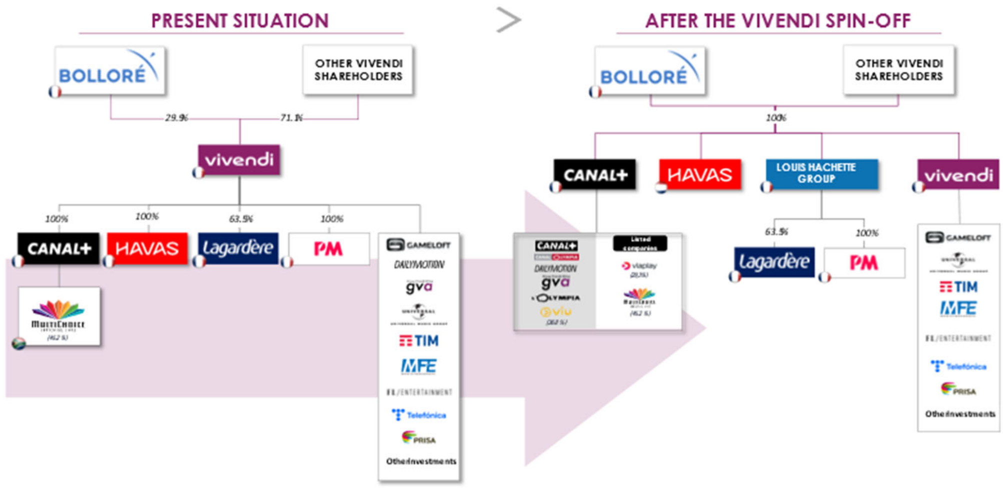
Vivendi has expressed the following reasons for the Vivendi Spin-Off:

- Since the distribution by Vivendi of a 60% stake in Universal Music Group N.V. in 2021, the shares of Vivendi have been trading at a significantly high conglomerate discount, substantially reducing their valuation and thereby limiting Vivendi's ability to carry out external growth transactions for its subsidiaries, such as Groupe Canal+ S.A., Havas S.A. and Lagardère SA, which are currently experiencing strong growth in an international context marked by numerous investment opportunities.
- Further to the spin-off feasibility study initiated in December 2023, and after completion of the information and consultation process of the relevant employee representative bodies of the Vivendi Group, Vivendi has decided to seek its shareholders' approval to separate several entities from the Vivendi Group, each of which would become an independent, publicly listed company, operating separately from Vivendi (which would remain listed on Euronext Paris). These new entities would comprise the Havas business (including Havas S.A.), to be owned and operated by a Dutch company to be named Havas N.V., the Group businesses (including Groupe Canal+ S.A.), to be owned and operated by the Company, and the publishing and travel retail businesses (including Vivendi's 66.53% shareholding in Lagardère SA as of 30 September 2024, and Prisma Media S.A.S.), to be owned and operated by a French company named Louis Hachette Group S.A., as further described below.
- The Vivendi Spin-Off is designed to fully unleash the development potential of all of the activities of the Vivendi Group by separating these businesses from the remaining existing activities of the Vivendi Group. Following the Vivendi Spin-Off, Havas, the Company and Louis Hachette Group will have the capacity to independently allocate their capital to address their specific market dynamics, optimise their respective capital structure in an effort to drive profitable growth and pursue their strategic objectives, including through acquisitions and other growth opportunities.
- The target capital structures of the Company and Havas are expected to provide strategic and financial flexibility to each company to pursue investment and growth opportunities, taking advantage of their reduced financial leverage at the

time of the Vivendi Spin-Off. As regards the Group, a description of its indebtedness at the time of the Vivendi Spin-Off is set forth in Part XIV (*Capitalisation and Indebtedness*). Likewise, Louis Hachette Group will have no net debt of its own upon the Vivendi Spin-Off, while Lagardère SA's net financial debt will amount to approximately €2 billion as of 30 September 2024.

- In addition, the shares of Havas and the Company will be admitted to trading on stock exchanges deemed to be attractive for long-term investors and best suited to match each company's business needs and geographic footprint. Louis Hachette Group's listing on Euronext Growth (Paris) is expected to provide the company with greater flexibility and to minimise the duplication of regulatory costs in light of Lagardère SA's separate listing on a regulated market.

The below chart provides an overview of the Vivendi Group as of the date of this Prospectus and immediately after the completion of the Vivendi Spin-Off.



Vivendi further indicated the following:

- **Havas**, with the majority of its activities being carried out internationally by more than 23,000 employees spread across more than 100 countries, will be a Dutch public limited liability company (*naamloze vennootschap*) which shares will be listed on Euronext Amsterdam. Havas N.V. will be subject to Dutch securities laws and will adhere to the Dutch Corporate Governance Code. Havas will be in the best possible position to stabilise its share capital, thus ensuring its sustainability for its talents and clients, as a Dutch legal foundation would guarantee the preservation of the group's independence and identity, and a loyalty voting structure will allow long-term committed shareholders to benefit from multiple voting rights, initially double voting rights after two years of uninterrupted shareholding, and then quadruple voting rights after two more years of uninterrupted shareholding.

- **Louis Hachette Group** will combine Vivendi's assets in publishing and distribution (represented by Vivendi's 66.53% shareholding in Lagardère SA as of 30 September 2024 and its 100% shareholding in Prisma Media S.A.S.). Lagardère SA is a worldwide group present in more than 40 countries with over 27,000 employees. It is the third largest consumer book publisher (comprising the trade publishing market and K-12 education publishing market) and a global leader in travel retail, as well as press and live entertainment activities. Prisma

Media is the leader of magazine publications and online media in France with a portfolio of over 35 brands. The shares of Louis Hachette Group will be listed on Euronext Growth (Paris), consistent with the continued listing of its subsidiary Lagardère SA on a regulated market, Euronext Paris.

- **Vivendi** will remain a leading player in the creative and entertainment industries. Its shares will remain listed on Euronext Paris. Vivendi will continue to develop and transform Gameloft and actively manage a portfolio of investments, including its minority stake in Universal Music Group N.V., in sectors perfectly familiar to its teams for many years, while having the means and ambition to initiate new investments in related activities. Vivendi will also retain the minority interest in Lagardère SA it may acquire as from 1 October 2024, as a result of the put option rights granted by Vivendi in connection with Vivendi's takeover offer for Lagardère in 2022, which may be exercised until 15 June 2025. Vivendi will also provide certain services to Havas, the Company and Louis Hachette Group after completion of the Vivendi Spin-Off.

Following the completion of the Vivendi Spin-Off, Havas, the Company and Louis Hachette Group's respective decision-making centres and operational teams will be in France. Although listed on stock exchanges outside of France, the Company and Havas, are expected to remain French tax residents for French corporate income tax purposes.

2.2 Description of the Vivendi Spin-Off

The implementation of the Vivendi Spin-Off will require the completion, on or around the same time, of three series of transactions to effect the separation from Vivendi of the Havas business (the "**Havas Distribution**"), the Group (the Partial Demerger) and the publishing and travel retail businesses (the "**Louis Hachette Spin-Off**").

The following discussion of the transactions forming the Vivendi Spin-Off and the conditions thereto is based on the reports of the management Board of Vivendi that have been made available to the Vivendi Shareholders in connection with the Vivendi General Meeting.

(A) The Havas Distribution

On 28 October 2024, Vivendi contributed all of the shares it holds in Havas S.A. to Havas B.V., in exchange for the issuance by Havas B.V. of new ordinary shares to Vivendi. The Havas Distribution will be implemented, subject to the approval of the Vivendi Spin-Off by the Vivendi General Meeting, by the distribution by Vivendi of all of the ordinary shares it holds in Havas N.V. to the Vivendi Shareholders, on a pro rata basis. The ordinary shares of Havas N.V. are expected to be conditionally admitted to listing and trading on Euronext Amsterdam prior to the Vivendi General Meeting, with the first trading day occurring in the days following the Vivendi General Meeting.

(B) The Partial Demerger

Please refer to paragraph 3 of this Part X (*Overview of the Vivendi Spin-Off*) for a detailed description of the Partial Demerger.

(C) The Louis Hachette Spin-Off

The Louis Hachette Spin-Off will be implemented by means of a partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*), whereby Vivendi will contribute to Louis Hachette Group (i) all of the ordinary shares Vivendi holds in the share capital of Lagardère SA as of 30

September 2024, and (ii) all of the ordinary shares of Prisma Media S.A.S., and shares of Louis Hachette Group issued in consideration for such contribution will be allocated directly to the shareholders of Vivendi, in accordance with Article L. 236-27, para. 2 of the French Commercial Code. Holders of the Excluded Vivendi Shares will not be eligible to receive shares of Louis Hachette Group pursuant to French law, resulting in shares of Louis Hachette Group being issued and allocated to all of the other Vivendi Shareholders on the Effective Date. The ordinary shares of Louis Hachette Group are expected to be conditionally admitted to listing and trading on Euronext Growth (Paris) prior to the Vivendi General Meeting, with the first trading day occurring in the days following the Vivendi General Meeting.

(D) *Conditions to the Vivendi Spin-Off*

The Vivendi Spin-Off and the listings of the Company, Havas N.V. and the Louis Hachette Group are expected to be completed on or around 18 December 2024, provided that the following material conditions shall have been satisfied or waived by Vivendi (to the extent such waiver is permitted by law):

(i) the Havas Distribution, the Louis Hachette Spin-Off and the Partial Demerger having been approved by the Vivendi Shareholders at the Vivendi General Meeting scheduled for 9 December 2024, and by the Shareholders and Louis Hachette Group shareholders at the extraordinary shareholders' meetings of the Company and Louis Hachette Group, which approvals may be given, withheld or withdrawn in their absolute and sole discretion;

(ii) the FCA having acknowledged to the Company or its agents (and such acknowledgement not having been withdrawn) that the application for Admission: (a) has been approved; and (b) will become effective as soon as a dealing notice has been issued by the FCA and any Listing Conditions have been satisfied;

(iii) the LSE having acknowledged to the Company or its agents (and such acknowledgement not having been withdrawn) that the Canal+ Shares will be admitted to trading on its main market for listed securities (commercial companies (equity shares) category);

(iv) the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) having approved the prospectus relating to the admission of the ordinary shares of Havas N.V. to trading on Euronext Amsterdam;

(v) Euronext Amsterdam N.V. having approved the admission to trading of the ordinary shares of Havas N.V. on Euronext Amsterdam (subject to technical deliverables only); and

(vi) Euronext Paris S.A. having approved (a) the information document relating to the admission of the ordinary shares of Louis Hachette Group, and (b) the admission to trading of the ordinary shares of Louis Hachette Group on Euronext Growth (Paris) (subject to technical deliverables only).

The Partial Demerger, the Havas Distribution and the Louis Hachette Spin-Off will be effective following the approvals by the relevant shareholders described in subsection (i) above. The listings of each of the Company, Havas N.V. and Louis Hachette Group are also subject to the respective listing conditions described above.

Neither the Company, nor Vivendi can assure the Vivendi Shareholders that any or all of the above conditions to the Vivendi Spin-Off and the listings of the Company, Havas N.V. and Louis Hachette Group will be satisfied or waived.

3. THE PARTIAL DEMERGER

The Partial Demerger will be implemented by means of a partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*), whereby Vivendi will contribute to the Company all of the ordinary shares Vivendi holds in the share capital of Groupe Canal+ S.A. and shares of the Company issued as consideration for such contribution will be allocated directly to the shareholders of Vivendi on the Effective Date, in accordance with Article L. 236-27, para. 2 of the French Commercial Code. Holders of the Excluded Vivendi Shares and Vivendi, in respect of any shares of the Company held by Vivendi before the Partial Demerger, will not be eligible to receive shares of the Company pursuant to French law, resulting in shares of the Company being issued and allocated to all of the other Vivendi Shareholders at the Effective Date.

The completion of the Partial Demerger is not conditional upon the completion of the Havas Distribution or the Louis Hachette Spin-Off.

Following completion of the Partial Demerger, the number of Canal+ Shares in issue will be equal to the number of Vivendi Shares in issue at 13 December 2024 (excluding the Excluded Vivendi Shares) plus the 148,000 existing Canal+ Shares already in issue as of the date of this Prospectus.

The Canal+ Shares are expected to be admitted to listing and trading on the LSE (commercial companies (equity shares) category), with the first trading day occurring in the days following the Vivendi General Meeting.

4. REORGANISATION TRANSACTIONS

Prior to the Vivendi Spin-Off, Dailymotion SA, l'Olympia SAS, CanalOlympia SAS, GVA SAS as well as performance venues and licensing and production entities in France, the UK, Germany and Poland were held (directly or indirectly through subsidiaries) by Vivendi. Most of them were previously operationally managed by the Group. In order to better align the Group's operational and legal structure, after completion of relevant employee representatives consultation process, Vivendi and the Group entered into share transfer agreements organising the Vivendi Transfers, as summarised below:

(i) In September 2024, the Group acquired 100% of the shares of Dailymotion SA;

(ii) In September 2024, Vivendi and the Group signed a share purchase agreement whereby the Group agreed to acquire 100% of the share capital of GVA SAS, subject to certain conditions;

(iii) In July 2024 and September 2024, Studiocanal executed binding agreements for the transfer of the entire stake held by Vivendi in various production entities in France, Poland and Germany as well as in Studiocanal Kids & Family Limited (formerly known as Copyrights Group), a global intellectual property management agency developing, inter alia, the “Paddington” brand. Most of such transfers have been completed as of the date of the Prospectus;

(iv) In July 2024, Canal+ France acquired all of the shares held by Vivendi in l’Olympia and Théâtre de L’Oeuvre.

On 24 October 2024, the Company was converted from a French simplified joint-stock company (*société par actions simplifiée*) into a French private company (*société anonyme*).

In addition, certain internal reorganisations are taking place within the Group independently of the Vivendi Spin-Off, consisting of (a) the transfer by Groupe Canal+ to Canal+ France SAS of its offer distribution and publishing activities in mainland France, and (b) the transfer by Groupe Canal+ SA to Canal+ Tech SAS of its IT activities in mainland France and worldwide (the “**Canal+ Asset Transfers**”). Both Canal+ France SAS and Canal+ Tech SAS are wholly-owned subsidiaries of Groupe Canal+ incorporated in France.

The Canal+ Asset Transfers, expected to occur shortly after completion of the Vivendi Spin-Off, in early 2025, will be operated among entities currently wholly-owned (directly or indirectly) by Groupe Canal+ and therefore to be wholly-owned (directly or indirectly) by the Company following the Partial Demerger, as follows:

(i) Canal+ France, a wholly owned subsidiary of Groupe Canal+, will operate the Group’s offer distribution and publishing business in mainland France. The transfer will take place through a partial asset contribution to Canal+ France pursuant to the French legal regime applicable to demergers (*apport partiel d’actif soumis au régime des scissions*) including Groupe Canal+ SA’s offer distribution business and publishing activities in mainland France. The contribution will be subject to the approval of the sole shareholder of Canal+ France, contemplated to occur on or around January 2025.

(ii) Canal+ Tech, a wholly owned subsidiary of Groupe Canal+, will operate the Group’s global IT activities, including the design, development, maintenance, and security of the Group's technological platforms, IT solutions, software and systems, in France and worldwide. The transfer will take place through a partial asset contribution to Canal+ Tech pursuant to the French legal regime applicable to demergers (*apport partiel d’actif soumis au régime des scissions*) by Groupe Canal+. The contribution will be subject to the approval of the sole shareholder of Canal+ Tech, contemplated to occur on or around January 2025.

In addition, Canal+ Rights, a wholly owned subsidiary of Groupe Canal+, will pool together the Group’s resources and personnel necessary for the joint acquisition of content broadcasting rights for their exploitation.

PART XI
MANAGEMENT BOARD AND SUPERVISORY BOARD, SENIOR MANAGERS, EMPLOYEES, CORPORATE GOVERNANCE AND REMUNERATION

1. MANAGEMENT BOARD, SUPERVISORY BOARD AND SENIOR MANAGERS

A *société anonyme à directoire et conseil de surveillance* (such as the Company) has a two-tier board structure. Generally, the Management Board, whose members are appointed by the Supervisory Board, is responsible for day-to-day operations of the Company and collectively conducts the management of the Company.

The Supervisory Board oversees and reviews the Management Board's management of the Company on an ongoing basis and ensures the Company's operations are conducted in the best interests of Shareholders and in accordance with legal and ethical standards.

For more information on the remit and powers of the Management Board and Supervisory Board, see paragraphs 5.3 and 5.4 of Part XVIII (*Additional Information*).

Members of both the Management Board and the Supervisory Board are accountable under the UK Listing Rules as such rules are drafted on the basis of a unitary board structure and do not distinguish between directors on different boards.

1.1 Management Board

The following table lists the names, ages, positions and dates of appointment of the members of the Management Board.

Name	**Age**	**Position**	**Date Appointed***
Maxime Saada	54	Chairman of the Management Board and Chief Executive Officer	24 October 2024
Jacques du Puy	66	Canal+ Deputy CEO, in charge of International	24 October 2024
Anna Marsh	45	Canal+ Deputy CEO, Chief Executive Officer of Studiocanal	24 October 2024
Amandine Ferré	41	Group Chief Financial Officer	24 October 2024

* The members of the Management Board were appointed immediately following the conversion of the Company into a *société anonyme*, on 24 October 2024. As of the date of this Prospectus, the members of the Management Board are members of the management board of Groupe Canal+ SA, which will remain, until the completion of the Partial Demerger, the parent company of the Group, and will become a wholly-owned subsidiary of the Company upon completion of the Partial Demerger. The dates of appointment of the members of the Management Board of the Company as members of the management board of Groupe Canal+ SA are as follows: Maxime Saada, in July 2015; Jacques du Puy, in February 2016; Anna Marsh, in January 2022; and Amandine Ferré, in September 2024.

(A) Biographical information of the members of the Management Board

A brief description of the members of the Management Board business experience and principal business activities outside the Group is set out below.

(i) Maxime Saada

Maxime Saada has been Chief Executive Officer of the Groupe CANAL+ SA since 2015 and Chairman of the Management Board since 2018. He currently serves as: Chairman of Dailymotion since 2016, Chairman of Studiocanal since 2018, Chairman of L'Olympia and Vice President of Lagardère Group since 2023. He has also been a member of Vivendi's Management Board since June 24, 2022. Maxime Saada has been with the CANAL+ Group for 20 years, starting as the Group's EVP Strategy. After working on the merger with TPS, he successively held the positions of Marketing Director, Head of Canalsat, Commercial Director, and Executive Vice President in charge of Distribution, before being promoted to Executive Vice President in charge of pay-TV in 2013.

Before joining CANAL+, Maxime Saada worked for 5 years at McKinsey & Company, following a stint in the USA with the North American branch of DATAR (Frances's Inter-ministerial Delegation of Land Planning and Regional Attractiveness).

Maxime Saada is a graduate of the *Institut d'Etudes Politiques de Paris* (Sciences Po 1992) and holds an MBA from HEC (1994).

(ii) Jacques du Puy

Jacques du Puy has been Chief Executive Officer of CANAL+ International since January 2013. He also holds the position of Deputy CEO of CANAL+ Group, a role he assumed in 2016. Jacques du Puy has been a member of the Management Board of CANAL+ Group since 2016. Jacques du Puy has been with the CANAL+ Group for 12 years, joining the company in November 2012.

Before joining CANAL+ Group, Jacques du Puy held several high-profile positions across the globe. From 2011 to 2012, he served as the Chief Operating Officer of Vetoquinol, a veterinary pharmaceutical laboratory. Before that, he was a Member of the Global Executive Committee of Bayer CropScience and CEO of Europe, Africa and Middle East from 2002 to 2011. From 1998 until 2002, he served as CEO of Rhône-Poulenc Agro Japan then CEO of Aventis CorpScience Japan and Korea following the merger between Rhône-Poulenc and Hoechst. His career began in the early 1980s with Rhône Poulenc Agro, where he held various high-level international positions, notably as CEO of India and subsequently Japan.

He is a graduate of AgroParis Tech and Panthéon - Sorbonne University.

(iii) Anna Marsh

Anna Marsh more than 20 years of experience in the entertainment industry. She has been the Chief Executive Officer of Studiocanal since December 2019. She also holds the position of Deputy CEO of CANAL+ Group, a role she assumed in October 2022. Anna Marsh has been a member of the CANAL+ Group Management Board since February 2022. She has been with Studiocanal for 16 years, joining the company in 2008 as VP International Sales. Prior to her current role, she held various key positions within CANAL+ Group, including Head of International Distribution Strategy, Head of International Sales, EVP of International Distribution, and Managing Director of Studiocanal UK. Prior to joining Studiocanal, Anna Marsh worked as International Sales Manager at TF1 International. She began her career in 2002 in the International Sales department of Tele Images Productions (Marathon group).

She is a graduate of the University of Otago in New Zealand and HEC.

(iv) Amandine Ferré

Amandine Ferré was appointed Chief Financial Officer of the CANAL+ Group on September 16, 2024 and has been a member of the CANAL+ Group Executive Committee since May 2024. She is also a member of the Management Board of CANAL+

Group. Amandine Ferré has been with the CANAL+ Group for 14 years, starting her journey with the company in 2010. Throughout her tenure, she has held various pivotal positions, including Director of Business Development for Studiocanal in China (2023-2024), Chief Financial Officer of CANAL+ Tech (2021-2023), and Director of Business Development for CANAL+ in India (2018-2021). She also served as the Chief Financial Officer of Dailymotion from 2017 to 2018. Prior to joining CANAL+, Amandine Ferré worked as a strategy consultant at Roland Berger.

She is a graduate of the *Ecole Nationale Supérieure des Télécommunications* and HEC.

The business address of each of the members of the Management Board (in such capacity) is 50 rue Camille Desmoulins, 92863 Issy-les-Moulineaux Cedex 9 – France.

1.2 Supervisory Board

The following table lists the names, ages, positions and dates of appointment of the members of the Supervisory Board.

As of the date of this Prospectus, the Supervisory Board is composed of three members, appointed on 24 October 2024 upon conversion of the Company into a *société anonyme*. As indicated in the table below, it is contemplated that additional members will be appointed to the Supervisory Board effective upon the approval of the Vivendi Spin-Off at the Vivendi General Meeting scheduled on 9 December 2024, i.e., prior to Admission.

Name	**Age**	**Position**	**Date Appointed**
Yannick Bolloré	44	Non-Executive Chair	24 October 2024
Jean-Christophe Thiery	57	Non-Executive Director	24 October 2024
Arnaud de Puyfontaine	60	Non-Executive Director	24 October 2024
Philippe Bénacin*	65	Independent Non-Executive Director	9 December 2024
Xavier Mayer*	51	Vice-Chair Independent Non-Executive Director	9 December 2024
Robert Bakish*	60	Independent Non-Executive Director	9 December 2024
Pierre-Ignace Bernard*	53	Independent Non-Executive Director	9 December 2024
Emmanuelle Malecaze-Doublet*	37	Independent Non-Executive Director	9 December 2024
Christel Heydemann*	50	Non-Executive Director	9 December 2024
Ségolène Gallienne-Frère*	47	Independent Non-Executive Director	9 December 2024
Maud Bailly*	45	Independent Non-Executive Director	9 December 2024
Martine Studer*	63	Independent Non-Executive Director	9 December 2024

*Indicates those persons who will become members of the Supervisory Board ahead of Admission.

The business address of each of the members of the Supervisory Board (in such capacity) is 50 rue Camille Desmoulins, 92863 Issy-les-Moulineaux Cedex 9 – France.

(A) *Biographical information of the Supervisory Board members*

A brief description of the members of the Supervisory Board business experience and principal business activities outside the Group is set out below:

(i) Yannick Bolloré

Yannick Bolloré has been Chairman of the Supervisory Board of Vivendi since April 2018. He is also Vice-Chairman of the Board of Directors of Bolloré SE. In connection with the Vivendi Spin-Off, in October 2024, Yannick Bolloré was appointed Chairman of the Supervisory Board of Canal+ SA and Chairman and Chief Executive Officer of Havas NV and member of the Board of Directors of Louis Hachette Group.

He co-founded the production company WY Productions in 2002. In 2006, he joined his family group, the Bolloré Group, to launch and develop its media division. Within five years, Bolloré Média became a leading independent French TV group and was subsequently sold to Canal+, making the Bolloré Group a shareholder in Vivendi. He then joined the Havas Group in 2011 and became Chairman and Chief Executive Officer (*Président-Directeur Général*) of Havas S.A. in 2013.

Yannick Bolloré was named a Young Global Leader in 2008 by the World Economic Forum. He has received numerous honors and awards from international associations and the business press. He is also a Chevalier de l'Ordre des Arts et des Lettres. Yannick Bolloré is a graduate of Paris-Dauphine University in 2001.

(ii) Jean-Christophe Thiery

Jean-Christophe Thiery joined the Bolloré group to create and develop its media business. He became Chief Executive Officer of Bolloré Media, and launched French TV channel Direct 8, and the French free daily newspaper Direct Matin. The successive acquisitions of TNT Virgin 17 channels, of the CSA polling institute, of wifi services provider Wifirst, the stakes acquired in technical services provider Euromedia-SFP and French video games leader Bigben-Nacon, completed the assets of Bolloré Media. Following the sale of TV channels Direct 8 and Direct 17 to Groupe Canal+ in 2012, and the concurrent acquisition of a stake in Vivendi by the Bolloré group, Jean-Christophe Thiery became Chairman of the Management Board of Groupe Canal+ in 2015. In 2018, Jean-Christophe Thiery was appointed Chairman of the Supervisory Board of Groupe Canal+ SA, whose shares will be contributed to Canal+ pursuant to the Partial Demerger. In connection with the Vivendi Spin-Off, in October 2024, Mr. Jean-Christophe Thiery was appointed as a member of the Supervisory Board of Canal+ SA and Chairman and Chief Executive Officer of Louis Hachette Group.

Jean-Christophe Thiery is a graduate of the *Ecole Nationale d'Administration* and joined the administration (*corps préfectoral*) in 1997. After two years in Perpignan as Chief of Staff of the Prefect of Pyrénées-Orientales, he joined the French Ministry of the Economy and Finance in 1999 as Chief of Staff of the Head of Public Accounts (*Directeur Général de la Comptabilité Publique*).

(iii) Arnaud de Puyfontaine

Arnaud de Puyfontaine has been Chief Executive Officer (*Chairman of the Management Board*) of Vivendi since 24 June 2014. He was a member of the Vivendi Management Board and Senior Executive Vice President in charge of its media and content operations from January to June 2014. In connection with the Vivendi Spin-Off, in October 2024, Mr. Arnaud de Puyfontaine was appointed as a member of the Supervisory Board of Canal+ SA, member of the Board of Directors of Louis Hachette Group and Chair of the Board (*voorzitter*) of Havas NV.

He started his career as a consultant at Arthur Andersen and then in 1989 worked as a project manager at Rhône-Poulenc Pharma in Indonesia. In 1990, he joined Le Figaro as Deputy Director. In 1995, as a member of the founding team of the Emap Group in France, he led Télé Poche and Studio Magazine, managed the acquisition of Télé Star and Télé Star Jeux, and launched the Emap Star Division, before becoming Chief Executive Officer of Emap France in 1998. In 1999, he was appointed Chairman and Chief Executive Officer of Emap France, and, in 2000, joined the Executive Board of Emap plc. He led several M&A deals, and concomitantly, from 2000 to 2005, served as Chairman of EMW, the Emap/Wanadoo digital subsidiary. In August 2006, he was appointed Chairman and Chief Executive Officer of Editions Mondadori France. In June 2007, he became General Manager of all digital business for the Mondadori Group. In April 2009, Arnaud de Puyfontaine joined the US media group Hearst as Chief Executive Officer of its UK subsidiary, Hearst UK. In 2011, on behalf of the Hearst Group, he led the acquisition from the Lagardère group of 102 magazines published abroad, and, in June 2011, was appointed Executive Vice President of Hearst Magazines International. In August 2013, he was appointed Managing Director of Western Europe. He is also Honorary Chairman of ESCP Business School Alumni and French American Foundation.

Arnaud de Puyfontaine is a graduate of the ESCP Business School (1988), the Multimedia Institute (1992) and Harvard Business School (2000).

(iv) Philippe Bénacin

Philippe Bénacin founded Interparfums, a company that creates, produces, and distributes prestige perfumes and cosmetics under exclusive global licenses, alongside Jean Madar in 1982. The company has been listed on Euronext Paris since 1995 and has a market capitalisation of approximately €3.5 billion. Philippe Bénacin is Chairman and Chief Executive Officer of Interparfums, a major player in the international perfume and cosmetics market and Vice-Chairman and lead independent member of the Supervisory Board and Chairman of the Corporate Governance, Nominations and Remuneration Committee of Vivendi. In connection with the Vivendi Spin-Off, in October 2024, Mr. Philippe Bénacin was appointed as an independent member of the Supervisory Board of the Company.

Philippe Bénacin is a graduate of the ESSEC business school.

(v) Xavier Mayer

Xavier Mayer has been a private investor and a business angel since 2017 and focuses his investments mostly on public equities and venture investments in technology and consumer goods. In connection with the Vivendi Spin-Off, in October 2024, Mr. Xavier Mayer was appointed as an independent member and Vice-Chair of the Supervisory Board of the Company.

Xavier Mayer started his career in the investment banking division of Morgan Stanley International in London in 1997 and he later served as Managing Director from 2008 until 2017.

Xavier Mayer is a graduate of the ESSEC business school.

(vi) Robert Bakish

Robert Bakish was President and Chief Executive Officer and a member of the Board from December 2016 until April 2024 of Paramount Global, and its predecessor Viacom. Paramount Global is one of the world's leading producers of media and entertainment content, driven by a global portfolio of powerful consumer brands, including CBS, Showtime, Nickelodeon, MTV, BET, Comedy Central, Paramount+ and Paramount Pictures. In connection with the Vivendi Spin-Off, in October 2024, Mr. Robert Bakish was appointed as an independent member of the Supervisory Board of the Company.

Robert Bakish was a partner with Booz Allen Hamilton in its Media and Entertainment practice. He joined Viacom in 1997 and held positions throughout the organisation, including as President and Chief Executive Officer of Viacom International Media Networks and its predecessor, MTV Networks International, from 2007 to 2016; Executive Vice President, Operations and Viacom Enterprises; Executive Vice President and Chief Operating Officer, MTV Networks Advertising Sales; and Senior Vice President, Planning, Development and Technology. Robert Bakish was also a director of Avid Technology, Inc. from 2009 to 2023.

Robert Bakish is a graduate of Columbia Business School and Columbia's School of Engineering and Applied Science. He serves on the boards of both schools.

(vii) Pierre-Ignace Bernard

Pierre-Ignace Bernard joined McKinsey & Company as an associate in 1995, was a Partner from 2002 until 2008, and has been a Senior Partner since 2008. He co-leads McKinsey's Financial Services practice in Europe, where he oversees the Life Insurance & Pensions practice. He is also an active member of the Capital Projects & Infrastructure and Travel, Transport & Logistics practices. He focuses on designing and rolling out growth strategies and large-scale transformations with privately-owned and listed companies. In connection with the Vivendi Spin-Off, in October 2024, Mr. Pierre Ignace Bernard was appointed as an independent member of the Supervisory Board of the Company.

Pierre-Ignace Bernard is a graduate of the Ecole Polytechnique, La Sorbonne University, the Ecole Nationale des Ponts et Chaussées and Stanford University.

(viii) Emmanuelle Malecaze-Doublet

Emmanuelle Malecaze-Doublet has been the Chief Executive Officer of PMU since July 2022. Before this position she served as Administrative and Financial Director, Marketing and Customer Director, Marketing, E-commerce and International Director and Deputy Managing Director. In connection with the Vivendi Spin-Off, in October 2024, Ms. Emmanuelle Malecaze-Doublet was appointed as an independent member of the Supervisory Board of the Company.

Emmanuelle Malecaze-Doublet started her career at McKinsey & Company where she spent over 6 years in France and the United States. She worked on assignments in the consumer goods, retail and luxury goods sectors, both in France and internationally, specialising in strategy, marketing, transformation and digital issues.

Emmanuelle Malecaze-Doublet is a graduate of HEC Paris.

(ix) Christel Heydemann

Christel Heydemann has been Chief Executive Officer of the Orange Group since April 2022 and has been a member of the Board of Directors since July 2017. In connection with the Vivendi Spin-Off, in October 2024, Ms. Christel Heydemann was appointed as a member of the Supervisory Board of the Company.

She began her career in 1999 at Alcatel where she was entrusted with a range of roles and responsibilities, specifically in the context of the merger of Alcatel and Lucent. In 2008, she was appointed to Alcatel-Lucent's Executive Committee as Sales Director for France and promoted in 2011 to Executive Vice-President Human Resources and Transformation, and member of the Executive Committee.

In 2014, Christel Heydemann joined Schneider Electric as the Director of Strategic Alliances before being appointed as Senior Vice President Corporate Strategy & Alliances in 2016. In April 2017 she became Chairwoman and Chief Executive Officer of Schneider Electric France and subsequently Executive Vice President Europe Operations in May 2021. She was also a member of the Executive Committee of Schneider Electric until the beginning of 2022.

Christel Heydemann is a graduate of Ecole Polytechnique, the Ecole Nationale des Ponts et Chaussées, and Harvard Kennedy School of Government.

(x) Ségolène Gallienne-Frère

Ségolène Gallienne-Frère serves as a director of various international companies including Groupe Bruxelles Lambert (GBL), Christian Dior SE, Société Civile du Château Cheval Blanc, FG Bros, Financière de la Sambre, Power Corporation of Canada and Pargesa. Since 2008, she has served as Chairwoman of the Board of Directors of Diane SA, a company that specialises in the art trade. She is also the Chairwoman of the Strategic Committee of Maison de Champagne Lenoble and the Vice-Chairwoman of the Board of GBL. In connection with the Vivendi Spin-Off, in October 2024, Ms. Ségolène Gallienne-Frère was appointed as an independent member of the Supervisory Board of the Company.

Prior to these several mandates, Ségolène Gallienne-Frère was Head of Public Relations at Proximus (previously Belgacom) and Head of Communications at Dior Fine Jewelry.

Ségolène Gallienne-Frère is a graduate of the Vesalius College of Brussels.

(xi) Maud Bailly

Maud Bailly is the Chief Executive Officer of Sofitel, MGallery & Emblems and member of Accor's Luxury & Lifestyle Executive Committee since January 2023, having been Chief Executive Officer for Southern Europe since October 2020. In connection with the Vivendi Spin-Off, in October 2024, Ms. Maud Bailly was appointed as an independent member of the Supervisory Board of the Company.

She started her career in 2007 at the General Inspectorate of Finance, where she carried out several strategic and financial audit assignments in France and abroad, most notably for the World Bank and the International Monetary Fund. In 2011 she joined the SNCF where she was appointed Director of Paris Montparnasse station and Deputy Director of TGV product coordination for the Paris Rive Gauche area. In 2014, she became Director of Trains. In May 2015, she joined French Prime Minister Manuel Vall's office as Head of the Economic & Digital department responsible for economic, budget, fiscal, industrial, and digital affairs.

In April 2017, Maud Bailly joined Accor as Chief Digital Officer, member of the Executive Committee, in charge of Digital, Data, Information Systems, Distribution, Sales, and Customer.

In May 2018, Maud joined the French Digital Council, (CNNum), a 30-people-circle nominated by the French Minister of Digital to work on the challenges of the digital transition in France and its economic and societal impacts.

Maud Bailly is a graduate of the Ecole Nationale d'Administration.

(xii) Martine Studer

Martine Studer is an independent director of Compagnie de l'Odet SE. In connection with the Vivendi Spin-Off, in October 2024, Ms. Martine Studer was appointed as an independent member of the Supervisory Board of the Company.

In 1988, she founded an advertising company, Océan Ogilvy, which has since established a presence in twenty African countries.

She was Minister Delegate for Communication of the Ivory Coast from 2006 to 2007.

Martine Studer was an independent director of Bolloré SE until 2020 and an independent director of Blue Solutions until 2019.

Martine Studer is a graduate of the University of Côte d'Ivoire.

1.3 Senior Managers

Other than the members of the Management Board listed in the section above, the following individuals have responsibility in the day-to-day management of the Group (the "**Senior Management**"): Audrey Richard, Bichoï Bastha, Christophe Pinard-Legry, David Mignot, Emilie Pietrini, Géraldine Gygi Laggiard, Gérald-Brice Viret, Guillaume Clément, Laëtitia Ménasé, Marc Heller, Pascale Chabert and Stéphane Baumier.

The business address of each of the members of the Senior Management (in such capacity) is 50 rue Camille Desmoulins, 92863 Issy-les-Moulineaux Cedex 9 – France.

(A) Biographical information of the Senior Managers

A brief description of the Senior Management business experience and principal business activities outside the Group is set out below.

(i) Audrey Richard - Chief People Officer of CANAL+ Group

Audrey Richard has been the Chief People Officer of CANAL+ Group since 2023. She is also a member of the CANAL+ Group Executive Committee. Before joining CANAL+, Audrey Richard served as Director of Human Resources at Groupe Up, a role she took on in 2019.

With a career spanning over 20 years, she has held various HR positions across both public and private sector companies, including Orange, Capgemini, SNCF, and Dassault Systèmes. Her diverse career path has allowed her to navigate a broad spectrum of multicultural and dynamic challenges in France and abroad.

Audrey Richard is also the volunteer President of the National Association of HR Directors, where she actively promotes the recognition of the HR profession within companies and society at large. Alongside her team at the association, she supports HR professionals in both their strategic and operational roles. In addition, she is the co-author of the book "Devenir DRH", published in 2022.

(ii) Bichoï Bastha – General Manager of Dailymotion and Chief Executive Officer of Dailymotion Advertising

Bichoï Bastha has been General Manager of Dailymotion and CEO of Dailymotion Advertising since June 2024.

Bichoï Bastha has been a driving force at Dailymotion since 2009, ascending to an executive role in 2016 and becoming the General Manager and CEO of Dailymotion Advertising in June 2024. With over 15 years of experience across the media, digital advertising, and ad tech industries, he has played a pivotal role in Dailymotion's transformation into a global leader in video advertising.

Before assuming his current position, Bichoï Bastha led initiatives to develop and scale advertising solutions tailored to agencies and advertisers. His leadership saw the launch of Dailymotion's proprietary Ad-Exchange technology, enabling seamless integration with major DSPs and further establishing Dailymotion as an innovator in video ad tech.

As Chief Revenue and Business Officer, Bichoï Bastha's strategic insights were instrumental in accelerating revenue growth, reinforcing Dailymotion's strong relationships with global brands and agencies. He continues to focus on scaling the platform and delivering cutting-edge advertising solutions in the fast-evolving digital landscape.

Bichoï holds a Master's degree in computer science from SUPINFO International University of Paris.

(iii) Christophe Pinard-Legry - Chief Executive Officer of CANAL+ France

Christophe Pinard-Legry has been the Chief Executive Officer of CANAL+ France since 2022, managing business activities including Marketing, digital, sales, operations, customer services, and B2B activities. He is also a member of the CANAL+ Group Executive Committee. Christophe Pinard-Legry has been with the CANAL+ Group for 8 years, joining the company in 2016 as Sales Director France. Prior to his current role, he held several key positions within CANAL+ France, including Director of Marketing and Sales (2017), Director of Marketing, Sales and Customer Services (2018), and Managing Director of Marketing, Sales, Operations, Customer Services for CANAL+ France (2021).

Prior to joining CANAL+, Christophe Pinard-Legry worked in various Commercial and Marketing Positions at several prominent companies including SFR, E. Leclerc, and Henkel France. He is a graduate of EM Lyon.

(iv) David Mignot - Chief Executive Officer of CANAL+ Africa

David Mignot has been Chief Executive Officer of CANAL+ Africa since June 2013. He is also a member of the CANAL+ Group Executive Committee. David Mignot has been with the CANAL+ Group for more than 10 years, joining the company in 2011 as COO for Africa and bringing his extensive experience in the pay-TV and telecom sectors.

Prior to joining CANAL+, he served as Deputy Managing Director of the Outremer Telecom Group, where he successfully restored profitability and introduced mobile offerings. Before joining CANAL+ Group, he was the Founder and CEO of Parabole Réunion Group, overseeing its operations in the Indian Ocean islands from 1999 to 2008. David Mignot began his career in 1996 at Bossard Gemini Consulting, where he specialised in the pay-TV and telecom sectors.

He is a graduate of the *Ecole Nationale Supérieure des Télécommunications* and holds a master's degree in economics from Paris Dauphine University.

(v) Emilie Pietrini - Chief Brand & Communication Officer of CANAL+ Group

Emilie Pietrini has been the Chief Communication Officer of CANAL+ Group since February 2020 and serves as the Brand Director, a role she took on in July 2019. She is also a member of the CANAL+ Group Executive Committee. Emilie Pietrini brings extensive experience in the media industry, having held various marketing director positions across leading media companies such as Amaury, Milan Presse, Disney, and NRJ Group.

Prior to her position at CANAL+ GROUP she worked several years at M6 Group as Chief Communication Officer, overseeing the communication strategies for its diverse portfolio, including M6, W9, 6ter, Paris Première, TEVA, RTL, RTL2, and Fun Radio.

She is a graduate of the Institut Supérieur de Gestion (ISG).

(vi) Géraldine Gygi Laggiard - Chief Sport Acquisition Officer of CANAL+ Group

Géraldine Gygi Laggiard has been the Chief Sport Acquisition Officer of CANAL+ Group since March 2021. She is also a member of the CANAL+ Group Executive Committee. Géraldine Gygi Laggiard has been with the CANAL+ Group for 25 years, joining the company in 1999. Prior to her current role she was Content Chief Financial Officer for CANAL+ France (2013-2020) and before that Technology and Engineering Chief Financial Officer (2009-2013). She began her career at CANAL+ as a Financial Controller and Financial Manager, roles she held from 1999 to 2008.

She holds a Master's degree from Kedge Business School in Bordeaux and an MBA in Finance from the University of Laval in Quebec.

(vii) Gérald-Brice Viret – Chief Executive Officer of CANAL+ France in charge of Programs and Channels

Gérald-Brice Viret has been the Chief Executive Officer of CANAL+ France in charge of Programs and Channels since 2022. He is also a member of the CANAL+ Group Executive Committee. Gérald-Brice Viret has been with the CANAL+ Group for 9 years, joining the company in 2015 as Executive Director of Content and Broadcasting of CANAL+ France.

Prior to joining CANAL+, Gérald-Brice Viret directed a wide variety of French television channels, ranging from general to special-interest and from free-to-air to pay TV. Notably, he launched TMC over DTT in 2005. In 2006, he joined the NRJ Group, where he headed the new channel NRJ 12, established a TV division, and successively launched NRJ Hits, NRJ Paris, and Chérie 25. In 2013, he became Deputy Director of Lagardère Active's TV division, which includes Gulli, Gulli Africa, Canal J, Tiji, June, MCM, Mezzo, Mezzo Live, RFM TV and Virgin Radio TV. Previously, he began his career in local and regional television, working for 8 Mont-Blanc, TLM, Antilles TV, and France 3.

Gérald-Brice Viret holds a master's degree from Université Paris 1 Panthéon-Sorbonne.

(viii) Guillaume Clément - Executive Technology Officer of Dailymotion

Guillaume Clément has been an executive at Dailymotion since September 2014. He has been the Chief Executive Officer since June 2024. Guillaume Clement has more than 17 years of expertise in the media, internet and communication industry.

Guillaume Clément has held several senior management positions at Dailymotion over the past years from Chief Product and Technology Officer to Chief Operating Officer. Guillaume Clement has been focusing on delivering a reinvented version of Dailymotion to the market, including key aspects like AdTech platform, social video platform and new line of business.

Guillaume Clément began his career as a management consultant at Accenture France. He has held several positions at Accenture from 2007 to 2013, overseeing global transformation projects for media and music companies from strategy definition to digital delivery.

Guillaume Clément has a Master in Mathematics and Engineering from the ENSEIRB-MATMECA Bordeaux.

(ix) Laëtitia Ménasé - General Counsel of CANAL+ Group

Laëtitia Ménasé has been the General Counsel of CANAL+ Group and Dailymotion since September 2016. Laëtitia Ménasé is a member of the CANAL+ Group Executive Committee. Laëtitia Ménasé has been with the CANAL+ Group for 8 years, joining the company in December 2016 as Group Head of Legal of CANAL+ Group and General Counsel of Dailymotion. Prior to joining CANAL+, Laëtitia Ménasé worked in Vivendi's Legal Department from 2012 to 2016, where she held the position of Director of Corporate Law and Mergers & Acquisitions. During her tenure at Vivendi, she was responsible for several key projects, including Universal Music's acquisition of EMI, Lagardère's transfer of shares from Canal Plus France, Vivendi's sale of Maroc Telecom, and the acquisition of Dailymotion in 2015.

Laëtitia Ménasé began her career as a lawyer at Bredin Prat, where she specialised in mergers and acquisitions, particularly cross-border transactions. She is a graduate of ESSEC business school (2003) and holds a Magister degree in Business Law and Taxation from the Panthéon Assas University in Paris 2 (2005).

(x) Marc Heller - Chief Strategy Officer of CANAL+ Group

Marc Heller has been the Chief Strategy Officer of CANAL+ Group since 2016. He is also a member of the CANAL+ Group Executive Committee. Marc Heller brings over 30 years of experience in the media and internet industry, having held several senior management positions at both CANAL+ Group and News Corporation.

Marc Heller spent more than 17 years with CANAL+ Group, including his role as Chief Operating Officer of Telepiu, CANAL+'s former Italian subsidiary (now Sky Italia, Italy's leading pay-TV platform). He also worked for News Corporation where he held various management roles as well including leading Corporate Development for Europe and the Middle East.

In addition to his roles at CANAL+ and News Corporation, Marc Heller was CEO of a French e-commerce company and served as an advisor to various venture capital and private equity funds on digital investments.

Marc Heller began his career as a management consultant at Bain & Company and he is a graduate of HEC Paris.

(xi) Pascale Chabert - Chief Content Acquisition Officer of CANAL+ Group

Pascale Chabert has been the Chief Content Acquisition Officer of CANAL+ Group since October 2018. She is a member of the CANAL+ Group Executive Committee. Pascale

Chabert has been with the CANAL+ Group for over six years, joining the company in March 2017 as Deputy Director of CANAL+ Content Offer.

Before joining CANAL+, Pascale Chabert had a long-standing career at the M6 Group, where she worked for 17 years. During her tenure at M6, she notably held the position of Deputy Director of Strategy, Development, and Distribution.

She holds a Master's degree in Television and Telecommunications Management from the University of Paris Dauphine.

(xii) Stéphane Baumier - Chief Technology Officer of CANAL+ Group

Stéphane Baumier has been the Chief Technology Officer of CANAL+ Group since May 2022 and he is a member of the CANAL+ Group Executive Committee. Stéphane Baumier has been with the CANAL+ Group for almost 25 years, joining the company in 2000.

Prior to his current position, he held numerous key positions across the globe, including Director of Transformation and CRM Project at CANAL+ International (2021-2022), Deputy General Director of CANAL+ in Vietnam (K+) (2017-2021), Managing Director of CANAL+ in Côte d'Ivoire (2015-2017) and Managing Director of CANAL+ in Madagascar (2013-2015). His international experience also includes roles as IT & Methods/Industrialisation Director for K+ in Vietnam (2009-2013) and IT Director for CANAL+ in Reunion Island (2006-2009). Stéphane Baumier began his career at CANAL+ in information systems, working in the Caribbean and then in Senegal. Prior to joining CANAL+, he worked as a C++ developer at the National Institute of Agricultural Research for three years.

He is a graduate of the *Conservatoire national des arts et métiers*.

2. EMPLOYEES

The average number of employees employed by the Group, not including employees employed by its joint ventures and associated undertakings, for the financial years ended 31 December 2021, 2022 and 2023 is set out below:

	Headcount as of 31 December		
Geographic area	**2023**	**2022**	**2021**
Europe	5,197	5,215	5,119
Africa	1,806	1,763	1,785
Asia	474	498	516
Americas	79	93	89
Pacific	26	28	26
Total	**7,582**	**7,597**	**7,535**

Details regarding employees of the Group are set out in paragraph 13 of Part XVIII (*Additional Information*).

3. CORPORATE GOVERNANCE

3.1 Supervisory Board committees

The Supervisory Board has established a number of committees, whose terms of reference are documented formally and updated as necessary. If the need should arise, the Supervisory Board may set up additional committees as appropriate.

The composition of the committees described below reflects what the composition of such committees will be as of Admission, after all the members of the Supervisory Board have been appointed.

(A) *Audit & Sustainability Committee*

The Audit & Sustainability Committee will be chaired by Pierre-Ignace Bernard and have three other members of the Supervisory Board and will not include any members of the Management Board.

In addition to the chair, the initial members of the Audit & Sustainability Committee will be Xavier Mayer, Maud Bailly and Jean-Christophe Thiery.

The goal of the Audit & Sustainability Committee is to monitor questions related to the preparation and the control of accounting and financial information and to monitor the efficiency of risk monitoring and operational internal control and the Group's sustainability reporting process in order to facilitate the Supervisory Board's duties to control and verify such matters.

The Audit & Sustainability Committee's main duties are as follows:

- monitoring the financial reporting process;
- monitoring the effectiveness of internal control, internal audit and risk management systems relating to the preparation and processing of accounting, financial and sustainability information, as well as the procedures for raising alerts within the Company;
- monitoring the statutory audit of the unconsolidated financial statements and consolidated financial statements by the Company's statutory auditors;
- monitoring the independence of the Company's statutory auditors and their selection and appointment procedures;
- examining and monitoring the systems and procedures in place to ensure the dissemination and application of policies and rules of good practice in the areas of ethics, competition, fraud and corruption and, more generally, compliance with the regulations in force; and
- monitoring the sustainability reporting process and determination of the information to be published in accordance with the sustainability reporting standards adopted under Article 29b of Directive 2013/34/EU, i.e. in accordance with Commission Delegated Regulation (EU) 2023/2772, if and when applicable to the Group. Where appropriate, it makes recommendations to ensure the integrity of these processes.

The Audit & Sustainability Committee will meet not less than four times a year.

(B) *Remuneration and Nomination Committee*

The Remuneration and Nomination Committee will be chaired by Emmanuelle Malecaze and have five other members of the Supervisory Board and will not include any members of the Management Board.

In addition to the chair, the initial members of the Remuneration and Nomination Committee will be Philippe Bénacin, Martine Studer, Robert Bakish, Yannick Bolloré and Christel Heydeman.

The Remuneration and Nomination Committee is a specialised committee of the Supervisory Board whose principal duty is to assist the Supervisory Board in the composition of the managing bodies of the Company and the Group and the design of a succession plan for replacement of company officers and in the determination and regular evaluation of the compensation policy of the Company's Supervisory Board members, Management Board members and executive officers. Such committee also assists the Supervisory Board in connection with the evaluation of the functioning of the Supervisory Board and the preparation of the report on corporate governance.

3.2 Share Dealing

The Company will adopt, with effect from Admission, a code of securities dealings in relation to the Canal+ Shares, which is based on the requirements of the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules. The code adopted will apply to the Management Board and the Supervisory Board and other relevant employees of the Group.

3.3 UK Corporate Governance Code

From Admission, the UK Corporate Governance Code will apply to the Group and, except as described below, on Admission, the Group will be compliant with the UK Corporate Governance Code.

(A) Board independence

The UK Corporate Governance Code recommends that the chair and at least half the board of directors of a UK listed company (excluding the chair) should comprise 'independent' non-executive directors, being individuals determined by the board of directors to be independent in character and judgement and free from relationships or circumstances which may affect, or could appear to affect, the directors' judgement.

From Admission, the chair of the Supervisory Board will be Yannick Bolloré, who is not considered by the Supervisory Board to be independent because of his relationship with Bolloré SE, a significant Shareholder upon Admission. In view of Yannick Bolloré's position as chair of the supervisory board of Vivendi, his position of vice-chair of the board of directors of Bolloré SE, the Company's largest shareholder upon Admission, and his deep knowledge and experience of Canal+, the Supervisory Board deems it to be in the best interests of the Group and its Shareholders for him to be appointed as chair of the Supervisory Board, with unanimous support, to continue to promote an effective and appropriately balanced leadership of the Group.

From Admission, the Supervisory Board will comprise twelve members, all of whom will be non-executive Directors and eight of whom are considered to be independent. The Supervisory Board considers Philippe Bénacin, Xavier Mayer, Robert Bakish, Pierre-Ignace Bernard, Emmanuelle Malecaze-Doublet, Ségolène Gallienne-Frère, Maud Bailly and Martine Studer (i.e. more than half of all members of the Supervisory Board), to be independent for the purposes of the UK Corporate Governance Code.

The Supervisory Board notes that Martine Studer was, in the past five years, an independent director of Bolloré SE and an independent director of Blue Solutions, and is currently an independent director of Compagnie de l'Odet. Both Blue Solutions and Compagnie de l'Odet are entities controlled by the Bolloré family. However, her directorship at Compagnie de l'Odet is expected to end in the near term and, as she is considered to be an independent director of Compagnie de l'Odet, the Supervisory Board considers Martine Studer to be an independent member of the Supervisory Board.

The Supervisory Board does not consider Yannick Bolloré, Jean-Christophe Thiery and Arnaud de Puyfontaine to be independent because of their respective positions and directorships within the Vivendi group and the Bolloré group, a significant Shareholder upon Admission, and does not consider Christel Heydemann to be independent due to her role as Chief Executive Officer of Orange S.A., with which the Group has a material business relationship.

From Admission, the Management Board will comprise four members, none of whom will be non-executive Directors and none of whom will be considered independent for the purposes of the UK Corporate Governance Code as they are all employees of the Group.

The UK Corporate Governance Code is not drafted on the basis of a dual-tier board structure such as that which is used by French *sociétés anonymes* like the Company. In France, it is customary to apply corporate governance recommendations for companies with such a governance structure at the level of the Supervisory Board. This is because the Management Board is responsible for the management of the Company under the Supervisory Board's supervision. It is therefore customary for companies incorporated in France with a dual-tier board structure to have management boards comprising only executives. Furthermore, this governance structure reflects the governance structure of Vivendi as of the date of this Prospectus.

(B) *Committees and independence*

The UK Corporate Governance Code recommends that a UK listed company should establish remuneration and audit committees of independent non-executive directors, each comprising at least three members, as well as a nomination committee, the majority of members of which should be independent non-executive directors.

As described in paragraph 3.1(A) of this Part XI (*Management Board and Supervisory Board, Senior Managers, Employees, Corporate Governance and Remuneration*), the Company has established an Audit & Sustainability Committee which will comprise solely non-executive Directors from the Supervisory Board and will be chaired by Pierre-Ignace Bernard (who is considered to be independent). Of the other members of the committee, two are considered to be independent and one is not considered to be independent.

This composition of the committee, which comprises at least two-thirds of independent members, is in line with the recommendation of French Afep-MEDEF Code for publicly traded companies currently applied by Vivendi and, in the opinion of the Supervisory Board ensures, that the Audit & Sustainability Committee members have the right skills and experience to discharge their duties.

As described in paragraph 3.1(B) of this Part XI (*Management Board and Supervisory Board, Senior Managers, Employees, Corporate Governance and Remuneration*), the Company has established a single Remuneration and Nomination Committee which will comprise solely of non-executive Directors from the Supervisory Board and will be chaired by Emmanuelle Malecaze-Doublet (who is considered to be independent). Of the other members of the committee, three are considered to be independent and two are not considered to be independent.

Having a single committee to oversee a company's remuneration and nomination responsibilities is in line with market practice for companies incorporated in France, including Vivendi. Furthermore, while two members of this committee are not considered by the Supervisory Board to be independent, the Supervisory Board is of the view that this will not impact the committee's ability to impartially review and set the remuneration of members of the Management Board. The composition of the Remuneration and Nomination Committee, which is chaired by an independent member of the Supervisory Board and comprises a majority of independent members, is also in compliance with the recommendations of the French Afep-MEDEF Code for publicly traded companies, which is currently applied by Vivendi.

(C) *Senior independent director*

The UK Corporate Governance Code also recommends that the board of directors of a UK listed company should appoint one of its independent non-executive directors to be the senior independent non-executive director.

The senior independent non-executive director should provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders. He or she should be available to shareholders if they have concerns that the normal channels of chair, chief executive officer or other executive directors have failed to resolve or for which such channel of communication is inappropriate.

Xavier Mayer will be a member of the Supervisory Board and will be appointed as the Company's Senior Independent Director subject to approval of the Vivendi Spin-Off and of the Partial Demerger at the Vivendi General Meeting.

(D) *Workforce engagement director*

The UK Corporate Governance Code requires that the board of directors understands the views of the Company's other key stakeholders, including its workforce. To facilitate effective engagement with the Company's workforce, the UK Corporate Governance Code recommends that a listed company adopt one or a combination of: (a) a director appointed from the workforce; (b) a formal workforce advisory panel; or (c) a designated non-executive director.

The Company does not have a director appointed by the workforce, a formal workforce advisory panel or a designated non-executive director at the date of this Prospectus, the Company intends to meet this requirement after Admission.

(E) *Annual re-election*

The UK Corporate Governance Code recommends that all directors of UK listed companies should be subject to annual re-election.

The annual re-election of members of the Supervisory Board is not customary for companies incorporated in France, including Vivendi. Instead, the French Afep-MEDEF Code for publicly traded companies recommends the staggered re-election of directors, with a maximum of four-year terms.

The Articles of Association therefore provide for a term of office of four years for the members of the Supervisory Board and the members of the Supervisory Board as of the date of Admission will have terms of office of respectively two, three and four years (expiring as of the date of the annual general meetings to be held respectively in the second quarter of 2026, 2027 and 2028) in order to implement a staggered board.

In addition, the Supervisory Board intends to carry out an annual re-assessment of the ongoing independence of each of the members of the Supervisory Board and to make an appropriate statement disclosing their status in the Company's annual report. The Supervisory Board further intends to carry out an annual assessment of the functioning of the Supervisory Board and, at least once every three years, a more formal assessment of the functioning of the Supervisory Board under the supervision of the Remuneration and Nomination Committee.

The members of the Management Board are appointed by the Supervisory Board as further detailed in paragraph 5.3 of Part XVIII (*Additional Information*), for a term of office which may not be less than two years in accordance with French company law. Accordingly, and consistent with Vivendi's practice, the members of the Management Board will therefore not be subject to annual re-election by Shareholders.

(F) *Malus and claw-back*

The UK Corporate Governance Code recommends that directors' contracts and/or other agreements or documents which cover director remuneration should include malus and clawback provisions that would enable the company to recover and/or withhold sums or share awards.

These mechanisms, that are not customary for French companies and are not currently applied by Vivendi, will not be applied by the Group.

3.4 Relationship with Bolloré SE

As at the date of this Prospectus Bolloré SE and related entities and individuals hold 29.90% of the share capital of Vivendi (with theoretical voting rights of 29.83%) and do not hold any direct interest in the Company and will not hold any direct interest in the Company prior to completion of the Partial Demerger.

Bolloré SE and related entities and individuals will retain a significant interest in the Company following Admission, including, on the basis of the current holding in Vivendi, 31.04% of the Canal+ Shares and thus of the voting rights of the Company. This will not give Bolloré SE control within the meaning of the French Commercial Code regardless of the fact that, if and for so long as Bolloré SE (and its concert parties) holds more than 30% of the voting rights of the Company, Bolloré SE will be considered a "controlling shareholder" within the meaning of the UK Listing Rules.

The chair, Yannick Bolloré, and two members of the Supervisory Board, Jean-Christophe Thiery and Arnaud de Puyfontaine, have a relationship with Bolloré SE and/or its affiliates. However, the majority of the members of the Supervisory Board are considered by the Supervisory Board to be independent for the purposes of the UK Corporate Governance Code. Furthermore, there are no material contracts between the Group and Vivendi or Bolloré SE as of the date of this Prospectus (although the Company and Vivendi intend to enter into the Transitional Services Agreement in connection with the Partial Demerger – see paragraph □ of Part XVIII (*Additional Information*)). In particular, the Group has not granted, and will not be required to grant, security over its business in connection with the funding of Bolloré SE or a member of Bolloré SE's group and the Group has access to financing other than from Bolloré SE as detailed in paragraphs 16.1 and 16.2 of Part XVIII (*Additional Information*). The Supervisory Board is therefore of the opinion that the Company is able to carry on the business it carries on as its main activity independently from Bolloré SE at all times.

Furthermore, as required by the UK Listing Rules, the election and re-election of independent members of the Supervisory Board must be approved by (i) Shareholders as a whole and (ii) all Shareholders other than any person who exercises, or controls on their own or together with any person with whom they are acting in concert, 30% or more of the Shares. If either vote is not passed, a single vote by all Shareholders is permitted after a 90-day cooling off period.

The Company intends to agree, with effect from Admission, to provide certain financial information to Bolloré SE to enable Bolloré SE to comply with its financial and other reporting obligations. The provision of this information to Bolloré SE will be subject to restriction of use and confidentiality provisions.

3.5 Takeover Code and French Takeover Rules

Neither the UK Takeover Code, nor the French Takeover Rules nor any other equivalent takeover regime apply to the Company. Shareholders will not receive the benefit of the protections provided by the foregoing. No rules relating to mandatory bids, squeeze-outs and/or-sell-outs apply to the company (see paragraph 9.10 of Part III (*Risk Factors*)).

3.6 Shareholder votes on remuneration report and policy

As the Company is incorporated in France, the requirements in the UK Companies Act 2006 to have an advisory shareholder vote on a company's remuneration report every year and a binding vote on a company's remuneration policy every three years do not apply to the Company. Shareholders will therefore not be able to vote on the Company's remuneration report and policy.

3.7 Shareholder votes on employees' share plans

As the Company is incorporated in France, the requirements in the UK Listing Rules to have a shareholder vote on a company's employees' share plans do not apply to the Company. However, French company law requires a shareholder vote on the issuance of shares pursuant to employee's share plans. Shareholders will therefore not be able to vote on the Company's employees' share plans, but will be able to vote on the issuance of Canal+ Shares pursuant to such plans, prior to the granting of the awards.

4. REMUNERATION

Details regarding remuneration of members of the Management Board and Supervisory Board are set out in paragraph 10.3 of Part XVIII (*Additional Information*).

PART XII
SELECTED FINANCIAL INFORMATION

The selected combined historical financial information relating to the Group set out below has been extracted, without material adjustment, from Schedule II (*Historical Financial Information of the Group*). The selected non-IFRS financial information and operating information relating to the Group set out below has been calculated on the basis set out in "Presentation of Financial and Other Information". The selected financial and operating information presented below should be read in conjunction with Part XIII (*Operating and Financial Review*).

1. INTERIM FINANCIAL INFORMATION

The unaudited condensed interim combined statement of earnings for the six months ended 30 June 2024 and 30 June 2023 and the unaudited condensed interim combined statement of financial position as of 30 June 2024 have been extracted without material adjustment from the Company's unaudited combined condensed financial statements as of 30 June 2024 and for the six months ended 30 June 30 2024 (the "**Unaudited Interim Combined Financial Statements**") and should be read in conjunction therewith. The Unaudited Interim Combined Financial Statements have been prepared on a basis consistent with Combined Financial Statements.

1.1 Unaudited condensed interim combined statement of earnings

For the six months ended 30 June 2024 and 30 June 2023.

(in millions of Euros)	**Six months ended 30 June**	
	2024	**2023**
Revenues	**3,190**	**3,034**
Content costs	(1,909)	(1,734)
Technology, selling, general, administrative costs & others	(967)	(988)
Restructuring costs	(2)	0
Impairment losses on intangible assets acquired through business combinations	(0)	-
Amortization of intangible assets acquired through business combinations	(23)	(24)
Operating Income (EBIT)	**289**	**287**
Income (loss) from equity affiliates	(70)	(60)
Interest expenses	(18)	(63)
Income from investments	1	-
Other financial income	1	6
Other financial expenses	(41)	(28)
	(57)	***(85)***
Earnings before income taxes	**162**	**142**
Income tax	(107)	(110)
Earnings (losses)	**54**	**32**
Of which		
Earnings (losses) attributable to Canal+ Group Owners	23	5
Earnings attributable to non-controlling interests	31	27

1.2 Condensed interim combined statement of financial position

As of 30 June 2024 (unaudited) and 31 December 2023 (audited).

(in millions of Euros)	30 June 2024	31 December 2023
ASSETS		
Goodwill	2,459	2,458
Non-current content assets	560	468
Other intangible assets	628	632
Property and equipment	644	675
Rights-of-use relating to leases	158	184
Investments in equity affiliates	1,555	1,103
Non-current financial assets	240	245
Other non-current assets	43	74
Deferred tax assets	149	134
Non-current assets	**6,436**	**5,973**
Inventories	77	89
Current tax receivable	26	29
Current content assets	660	979
Trade accounts receivable and other	1 418	1 394
Other current financial assets	54	21
Loans to Vivendi	101	94
Cash and cash equivalents	350	334
Current assets	**2,686**	**2,939**
TOTAL ASSETS	**9,122**	**8,912**
EQUITY AND LIABILITIES		
Canal+ Group Owner's net investment	4,360	894
Canal+ Group Owner's net investment	**4,360**	**894**
Non-controlling interests	234	246
Total equity	**4,594**	**1,140**
Non-current provisions	269	241
Long-term borrowings and other financial liabilities	35	50
Deferred tax liabilities	193	196
Long-term lease liabilities	162	182
Other non-current liabilities	5	5
Non-current liabilities	**664**	**674**
Current provisions	206	157
Short-term borrowings from Vivendi	1,195	4,143
Short-term borrowings and other financial liabilities	43	33
Trade accounts payable and other	2,342	2,702
Short-term lease liabilities	35	41
Current tax payables	43	22
Current liabilities	**3,864**	**7,098**
TOTAL LIABILITIES	**4,529**	**7,772**
TOTAL EQUITY AND LIABILITIES	**9,122**	**8,912**

2. COMBINED STATEMENT OF EARNINGS

For the years ended 31 December 2023, 2022 and 2021.

	Year ended 31 December		
(in millions of Euros)	**2023**	**2022**	**2021**
Revenues	**6,223**	**6,010**	**5,870**
Content costs	(3,725)	(3,547)	(3,432)
Technology, selling, general, administrative costs and others	(2,021)	(2,006)	(2,013)
Restructuring costs	(5)	(13)	(23)
Impairment losses on intangible assets acquired through business combinations	(2)		(1)
Amortisation of intangible assets acquired through business combinations	(44)	(53)	(45)
Operating Income (EBIT)	**426**	**391**	**355**
Income (loss) from equity affiliates	(104)	(9)	1
Interest expenses	(158)	(33)	(27)
Income from investments	-	-	22
Other financial income	3	7	9
Other financial expenses	(65)	(39)	(45)
	(220)	***(65)***	***(41)***
Earnings before income tax	**102**	**317**	**315**
Income tax	(118)	(133)	(157)
Earnings (losses)	**(16)**	**184**	**158**
Of which			
Earnings (losses) attributable to Canal+ Group Owner	**(61)**	**141**	**119**
Earnings attributable to non-controlling interests	**45**	**43**	**39**

3. COMBINED STATEMENT OF FINANCIAL POSITION

As of 31 December 2023, 2022 and 2021.

(in millions of Euros)	31 December 2023	31 December 2022	31 December 2021
ASSETS			
Goodwill	2,458	2,450	2,341
Non-current content assets	468	394	270
Other intangible assets	632	640	630
Property and equipment	675	672	611
Rights-of-use relating to leases	184	205	205
Investments in equity affiliates	1,103	903	21
Non-current financial assets	245	162	599
Other non-current assets	74	80	89
Deferred tax assets	134	126	112
Non-current assets	**5,973**	**5,632**	**4,879**
Inventories	89	107	76
Current tax receivable	29	31	23
Current content assets	979	972	861
Trade accounts receivable and other	1,394	1,458	1,550
Other current financial assets	21	33	21
Loans to Vivendi	94	87	76
Cash and cash equivalents	334	282	191
Current assets	**2,939**	**2,970**	**2,798**
TOTAL ASSETS	**8,912**	**8,602**	**7,676**
EQUITY AND LIABILITIES			
Canal+ Group owners' net investment	894	970	767
Canal+ Group owners' net investment	**894**	**970**	**767**
Non-controlling interests	246	215	197
Total equity	**1,140**	**1,185**	**964**
Non-current provisions	241	306	208
Long-term borrowings and other financial liabilities	50	63	37
Deferred tax liabilities	196	209	165
Long-term lease liabilities	182	215	196
Other non-current liabilities	5	17	23
Non-current liabilities	**674**	**810**	**629**
Current provisions	157	222	340
Short-term borrowings from Vivendi	4,143	3,560	2,925
Short-term borrowings and other financial liabilities	33	42	33
Trade accounts payable and other	2,702	2,743	2,733
Short-term lease liabilities	41	14	20
Current tax payables	22	26	32
Current liabilities	**7,098**	**6,607**	**6,083**
TOTAL LIABILITIES	**7,772**	**7,417**	**6,712**
TOTAL EQUITY AND LIABILITIES	**8,912**	**8,602**	**7,676**

4. COMBINED STATEMENT OF CASH FLOWS

For the years ended 31 December 2023, 2022 and 2021.

(in millions of Euros)	Year ended 31 December 2023	2022	2021
Operating activities			
Gross cash provided by operating activities before income tax paid and other changes in net working capital	**648**	**518**	**766**
Other changes in net working capital	(7)	54	(20)
Income tax (paid)/received, net	(141)	(167)	(92)
Net cash provided by operating activities	**500**	**405**	**654**
Investing activities			
Net cash (used for) investing activities	**(743)**	**(819)**	**(539)**
Financing activities			
Net cash provided by/(used for) financing activities	**299**	**505**	**(75)**
Foreign currency translation adjustments	(5)	-	1
Change in cash and cash equivalents	**51**	**91**	**40**
Cash and cash equivalents			
At beginning of the period	**282**	**191**	**151**
At end of the period	**334**	**282**	**191**

For the six months ended 30 June 2024 and 2023

(in millions of Euros)	Six months ended 30 June 2024	2023
Operating activities		
Gross cash provided by operating activities before income tax paid and other changes in net working capital	**367**	**372**
Other changes in net working capital	5	17
Income tax (paid)/received, net	(57)	(69)
Net cash provided by operating activities	**315**	**320**
Investing activities		
Net cash (used for) investing activities	**(673)**	**(523)**
Financing activities		
Net cash provided by financing activities	**375**	**199**
Foreign currency translation adjustments	1	(1)
Change in cash and cash equivalents	**17**	**(5)**
Cash and cash equivalents		
At beginning of the period	**334**	**282**
At end of the period	**350**	**278**

5. ALTERNATIVE PERFORMANCE MEASURES

Presented below are measures of the Group's performance that are not required by, nor are presented in accordance with, IFRS or any other generally accepted accounting standards, together with a reconciliation of the closest measures prepared in accordance with IFRS to the applicable alternative performance measure.

The Group presents these alternative performance measures to provide a relevant and more consistent and comparable indication of the Group's underlying operating financial performance. For more information regarding these alternative performance measures, see Part IV (*Presentation of Financial and Other Information*) and Part XIII (*Operating and Financial Review*).

5.1 Adjusted EBIT (EBITA)

	For the six months ended 30 June		For the year ended 31 December		
(in millions of Euros)	2024	2023	2023	2022	2021
Operating Income (EBIT)	**289**	**287**	**426**	**391**	**355**
Impairment losses on intangible assets acquired through business combinations	-	-	2		1
Amortisation of intangible assets acquired through business combinations	23	24	44	53	45
Adjusted earnings before interest and income taxes (Adjusted EBIT (EBITA))	**312**	**312**	**472**	**444**	**401**

5.2 Adjusted Net Income or ANI

	For the six months ended 30 June		For the year ended 31 December		
(in millions of Euros)	2024	2023	2023	2022	2021
Earnings attributable to Canal+ Group Owner	**23**	**5**	**(61)**	**141**	**119**
Adjustments					
Impairment losses on intangible assets acquired through business combinations	-	-	2	-	1
Amortisation of intangible assets acquired through business combinations	23	24	44	53	45
Amortisation of intangible assets acquired through business combinations related to investments in equity affiliates	7	9	20	13	-
Interest on Vivendi loan converted into share capital	-	56	135	32	22

Other financial expenses and income	40	22	62	32	36
Provisions for income taxes on adjustments	(14)	(10)	(22)	(20)	(15)
Non-controlling interest share in adjustments	4	(2)	(4)	(5)	(2)
Adjusted net income (ANI)	**83**	**104**	**177**	**247**	**206**

5.3 Results at Constant Currency and Scope of Consolidation

(in millions of Euros)	For the year ended 31 December			Increase / (decrease) 2023 vs 2022	Increase / (decrease) 2022 vs 2021
	2023	2022	2021		
Reported revenue	**6,223**	**6,010**	**5,870**	**3.5%**	**2.4%**
Constant currency adjustment		0	13		
Constant scope of consolidation adjustment(1)		14	72		
Revenues for the period at constant currency and scope of consolidation	**6,223**	**6,024**	**5,954**	**3.3%**	**1.2%**
Reported Adjusted EBIT (EBITA)	**472**	**444**	**401**	**6.3%**	**10.8%**
Constant currency adjustment	0	3	(1)		
Constant scope of consolidation adjustment(2)	0	3	17		
Adjusted EBIT (EBITA) for the period at constant currency and scope of consolidation	**472**	**450**	**417**	**4.9%**	**8.1%**

(1) Revenues have been adjusted in 2021 for SPI, DutchFilmWorks, Opus TV and Urban Myth.and in 2022 for SPI (only the first quarter as the acquisition took place in March 2022).

(2) Adjusted EBIT (EBITA) been adjusted in 2021 for SPI, DutchFilmWorks, Opus TV and Urban Myth.and in 2022 for SPI (only the first quarter as the acquisition took place in March 2022).

(in millions of Euros)	For the six-month period ended 30 June		Increase / (decrease) H1 2024 vs H1 2023
	2024	2023	
Reported revenue	**3,190**	**3,034**	**5.2%**
Constant currency adjustment	0	20	
Constant scope of consolidation adjustment	0	22	
Revenues for the period at constant currency and scope of consolidation	**3,190**	**3,075**	**3.7%**
Reported Adjusted EBIT (EBITA)	**312**	**312**	**0.6%**
Constant currency adjustment	0	6	
Constant scope of consolidation adjustment	0	0	
Adjusted EBIT (EBITA) for the period at constant currency and scope of consolidation	**312**	**318**	**(1.4%)**

5.4 Cash flow from operations (CFFO)

(in millions of Euros)	For the six-month period ended 30 June		For the year ended 31 December		
	2024	2023	2023	2022	2021
Net cash provided by operating activities before income tax paid	**373**	**388**	**641**	**572**	**746**
Dividends received from equity affiliates	-	-	1	36	1
Dividends received from unconsolidated companies	-	-	-	1	21
Repayment of lease liabilities and related interest expenses	(23)	(11)	(32)	(29)	(46)
Capital expenditures, net of proceeds from sales of property and equipment and intangible assets	(126)	(158)	(294)	(329)	(367)
CFFO	**224**	**219**	**315**	**252**	**355**

5.5 Cash flow from operations after interest and income tax paid (CFAIT)

(in millions of Euros)	For the six-month period ended 30 June		For the year ended 31 December		
	2024	2023	2023	2022	2021
Net cash provided by operating activities	**315**	**320**	**500**	**405**	**654**
Repayment of lease liabilities and related interest expenses	(23)	(11)	(32)	(29)	(46)
Capital expenditures, net of proceeds from sales of property and equipment and intangible assets	(126)	(158)	(294)	(329)	(367)
Dividends received from equity affiliates			1	36	1
Dividends received from unconsolidated companies.	-	-	-	1	21
Interest paid, net	(18)	(64)	(158)	(33)	(27)
Other cash items related to financial activities	(20)	2	(13)	(16)	(15)
Cash flow from operations after interest and income tax paid (CFAIT)	**128**	**88**	**3**	**35**	**222**

6. OTHER SELECTED FINANCIAL INFORMATION

The following table shows the breakdown of the Group's revenues by activity for the years ended 31 December 2023, 2022 and 2021 and for the six months ended 30 June 2024 and 2023.

(in millions of Euros)	For the six months ended 30 June		For the year ended 31 December		
	2024	2023	2023	2022	2021
Subscriptions	2,600	2,494	5,048	4,842	4,670

Advertising, content sales and other	590	539	1,176	1,168	1,200
Revenues	**3,190**	**3,034**	**6,223**	**6,010**	**5,870**

The following table shows the breakdown of revenue by customer location for the years ended 31 December 2023, 2022 and 2021 and for the six months ended 30 June 2024 and 2023.

	For the six months ended 30 June		**Year ended 31 December**		
	2024	**2023**	**2023**	**2022**	**2021**
(in millions of Euros)					
France	1,912	1,884	3,747	3,643	3,586
Rest of World	1,278	1,150	2,476	2,367	2,284
Total combined revenues	**3,190**	**3,034**	**6,223**	**6,010**	**5,870**

7. FINANCIAL INFORMATION OF MULTICHOICE

Historical financial information relating to MultiChoice for each of the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022, are incorporated by reference into, and form part of, this Part. Please refer to Part XIX (*Information Incorporated by Reference*) of this Prospectus.

MultiChoice has announced that it intends to publish its unaudited interim financial information for the six months ended 30 September 2024 on its website (www.multichoice.com) on or about 12 November 2024 (after the date of this Prospectus, but prior to the expected date of Admission). Any such information will be incorporated by reference into this Prospectus by way of a supplementary prospectus promptly after it is published by MultiChoice.

PART XIII
OPERATING AND FINANCIAL REVIEW

This Part XIII (*Operating and Financial Review*) should be read in conjunction with Part IV (*Presentation of Financial and Other Information*), as well as Part VII (*Market Description*), Part VIII (*Business Description*) and Schedule II (*Historical Financial Information of the Group*). Unless otherwise indicated, the financial information contained in this Part XIII (*Operating and Financial Review*) is extracted from the financial information set out in the Historical Financial Information.

The following discussion of the Group's results of operations, financial condition and cash flows contains certain forward-looking statements. The Group's actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include those discussed elsewhere in this Prospectus, particularly in Part III (*Risk Factors*). The Group does not undertake any obligation to revise or publicly release the results of any revision to these forward-looking statements.

1. OVERVIEW

1.1 Overview of the Group's business activities

French subscription-TV channel upon its formation 40 years ago, the Group is now a global media and entertainment company with a brand recognised worldwide amongst the Top 50 Most Valuable French Brands (source: Kantar Brandz, 2023). It generates revenues in 195 countries and operates directly in 52 countries across Europe, Africa, Asia, and to a lesser extent in the United States and Americas, with a total of approximately 9,000 employees worldwide. The Group is one of the largest market players in Europe in terms of both revenues and subscribers and is the undisputed leader in French-speaking Sub-Saharan Africa (where the Group is present in almost half of the electrified households); the successful completion of its on-going mandatory takeover offer for MultiChoice would make it the largest European-based market player worldwide as well as the leader across the African continent. The Group also operates one of the world's largest short-form video streaming platforms with Dailymotion.

As of 31 December 2023, the Group totalled approximately 26.8 million subscribers worldwide, compared to 11 million as of 31 December 2014, illustrating its significant growth over the last decade, despite intensified competition from streaming platforms and other new market entrants, whilst sustaining profitability. In 2023, the Group also achieved a global audience of over 400 million monthly active users on its OTT and video streaming platforms. Financially, the Group has a resilient, profitable and cash generative business model.

The Group's various businesses include: subscription-TV (live and on-demand, mostly through Canal+ premium offers, including its Canal+ OTT platform, but also its stakes in MultiChoice in Africa, Viaplay in Europe, and Viu in Asia); advertising-supported television (through FTA channels) and video streaming (through Dailymotion and Viu); content production and distribution (mostly through Studiocanal, its in-house studio) and telecommunication services (through GVA and Canal+ Telecom in the Overseas Territories). It also operates the iconic performance venues L'Olympia and Théâtre de l'Œuvre in France where it can capitalise on its artist relationships.

1.2 Presentation of financial information

(A) Historical combined financial statements

The following discussion and analysis is based on (i) the audited combined financial statements of the Group as of, and for the years ended, 31 December 2023, 2022 and 2021 (the "**Audited Combined Financial Statements**"), prepared in accordance with IFRS (International Financial Reporting Standards) Accounting Standards ("**IFRS Accounting Standards**") published by the International Accounting Standards Board (IASB) as endorsed by the EU, with mandatory application as of 31 December 2023 and retrospective effect from 1 January 2021, and (ii) the unaudited combined condensed interim financial statements of the Group as of 30 June 2024 and for the six months ended 30 June 2024 (the "**Unaudited Interim Combined Financial Statements**"), prepared in accordance with IAS 34 "Interim Financial Reporting" as endorsed in the EU and published by the IASB (the Unaudited Interim Combined Financial Statements together with the Audited Combined Financial Statements, the "**Combined Financial Statements**"). The Audited Combined Financial Statements have been audited by Deloitte et Associés, and the Unaudited Interim Combined Financial Statements have been subject to a limited review by Deloitte et Associés, as one of the auditors of Vivendi, as described further in Part IV (*Presentation of Financial and Other Information*), and their reports are included herein (see Schedule II (*Historical Financial Information of the Group*)).

The Combined Financial Statements have been prepared by Vivendi, in its capacity as the controlling shareholder of each entity within the Group, in the context of Vivendi's project to split its activities into several entities listed separately on the stock market. The Combined Financial Statements have been prepared based on the accounting data of the Company as well as that of the entities controlled by Vivendi and transferred (or, in the case of GVA, agreed to be transferred, with the transfer being subject to certain conditions) to the Company in connection with the Listing, as listed in Note 1 to each of the Audited Combined Financial Statements and the Unaudited Interim Combined Financial Statements, together with interests held by members of the Group in equity affiliates and a building housing technical facilities, with respect to the Audited Combined Financial Statements, as of and for the years ended 31 December 2023, 2022 and 2021, as approved and compiled for the preparation of the Vivendi Group's consolidated financial statements for the relevant years and in accordance with IFRS Accounting Standards, and, with respect to the Unaudited Interim Combined Financial Statements, as of 30 June 2024 and for the six months ended 30 June 2024, as approved and compiled for the preparation of the Vivendi Group's unaudited consolidated condensed financial statements for the relevant period and in accordance with IAS 34 "Interim Financial Reporting". The Combined Financial Statements reflect the legal reorganisation of share ownership in the legal entities mentioned above, which were under the control of Vivendi during the respective periods.

(B) Operating segments

The Group operates in three segments:

(i) Europe

This operating segment encompasses the Group's subscription-TV, advertising-supported television and OTT businesses across France, the Overseas Territories, Poland, and, through M7 (which also includes the more geographically diverse activities of SPI), certain Central European countries and the Benelux, and the Group's FTTH business in the Overseas Territories. As of 30 June 2024 and as of 31 December 2023, the Group had a total subscriber base of 16.1 million and 16.9 million, respectively, in the geographies covered by the Europe segment. The Group's revenues for this segment represented €2,390 million, or 74.9% of the Group's combined revenues for the six-month period ended 30 June 2024 (€2,285 million or 75.3% in the six-month period ended 30 June 2023) and €4,640 million for the year ended 31 December 2023 (€4,507 million and €4,420 million for the years ended 31 December 2022 and 2021, respectively), or 74.6%, of the Group's combined revenues for the year ended 31 December 2023 (respectively 75% and 75.3% for the years ended 31 December 2022 and 2021).

(ii) Africa and Asia

This operating segment encompasses the Group's business outside Europe, primarily in Africa and Asia. In Africa, the Group operates subscription-TV services in more than twenty-five countries and offers both premium international content across sports, films and series from majors, alongside local content offerings tailored to African audiences. It has a distribution network comprised of over 17,000 points of sale and over 300 distribution partners. GVA, currently owned by Vivendi and agreed to be transferred to the Group, with the transfer remaining subject to certain conditions, offers broadband internet access services through optical fibre networks and operates an expanding FTTH network, currently in thirteen cities in eight countries in Africa. As of 30 June 2024 and 31 December 2023, the Group had 8.9 million and 9.5 million subscribers, respectively, in Africa (subscription-TV and FTTH) and Asia (with a large part of its subscribers in Asia being in Vietnam). The Group's revenues for this segment represented €527 million, or 16.5%, of the Group's combined revenues in the six-month period ended 30 June 2024 (€499 million or 16.5% in the six-month period ended 30 June 2023) and €1,002 million for the year ended 31 December 2023 (€970 million and €858 million for the years ended 31 December 2022 and 31 December 2021, respectively), or 16.1%, of the Group's combined revenues for the year ended 31 December 2023 (respectively 16.1% and 14.6% for the years ended 31 December 2022 and 2021).

(iii) Content Production, Distribution and Other

This operating segment includes:

- Studiocanal, a leading film and series studio with worldwide production and distribution capabilities. It operates directly in nine major European markets (including Austria, Belgium, France, Germany, Ireland, Luxembourg, the Netherlands, Poland, Spain and the UK) as well as in Australia and New Zealand, and also has offices in the United States and China. Furthermore, Studiocanal also includes Studiocanal Kids & Family Limited (formerly known as Copyrights Group), which is developing and monetising the "*Paddington*" brand;
- Dailymotion, an international end-to-end video platform, headquartered in Paris with offices in New York, Singapore, Sophia Antipolis and Montpellier;
- Thema, a production and distribution company specialising in creating and distributing diverse content and channels to cable, IPTV and DTH operators, and for mobile packages and OTT; and
- L'Olympia and Théâtre de L'Œuvre, live entertainment venues in Paris.

This segment accounted for €333 million, or 10.4%, of the Group's combined revenues in the six-month period ended 30 June 2024 (€302 million, or 10.0%, in the six-month period ended 30 June 2023) and €713 million, or 11.5%, of the Group's combined revenues for the year ended 31 December 2023 (respectively €654 million, or 10.9%, and €698 million, or 11.9%, for the years ended 31 December 2022 and 2021).

(C) Key Factors Affecting Our Results of Operations, Cash Flows and Financial Condition

The results of the Group's operations, cash flows and financial condition have been, and will continue to be, affected by a range of factors, which include the implementation of the Group's strategy and its adaptation to market and industry conditions. This section discusses certain key factors that have had a material effect on the Group's results of operations, cash flows and financial condition during the periods under review and/or are reasonably likely to have such an effect in the foreseeable future. For additional information about the risks related to many of these factors, refer to Part III (*Risk Factors*).

(i) Macroeconomic environment

Macroeconomic conditions globally and in the Group's markets may affect its results of operations and cash flows. As entertainment is a discretionary expenditure, during periods of economic expansion, subscriptions may grow and existing customers may increase the number of options to which they subscribe; inversely, during an economic slowdown, potential and/or existing customers may cease or defer subscribing to the Group's packages or reduce their purchases of additional options. These factors may also impact the Group's pricing policy.

The impact of macroeconomic conditions varies from one country to another. For example, in France, higher inflation in 2023 did not have a significant impact on the Group's results or demand for its services. The Group was able to pass through the cost of inflation to its customers by updating the pricing of its packages. In international markets, in particular in markets where the Group offers prepaid subscription-TV packages (mainly in Africa), economic downturns tend to have a more immediate and significant impact as consumer disposable income is lower and hence price elasticity is higher: for example, customers may be less likely to "top-up" their TV cards during periods of economic stress.

(ii) Competitive environment

The Group operates in a highly competitive environment involving numerous and diverse players. To remain competitive, the Group constantly monitors customer behaviour and competing offers and adjusts and adapts its own offerings accordingly. Competitors have in the past offered and may increasingly in the future offer significant promotions and rebates (for example, free subscription for a limited number of months), potentially requiring responses. More generally, the migration from DTH/satellite to IPTV and the rise in the market first of global streaming platforms and more recently of hybrid offerings mixing paid subscriptions and advertising-supported content has enhanced competition between industry participants and put pressure on prices charged to consumers. The trend towards a blurring of the paid subscription and advertising-supported models and approaches is accelerating, having, and is expected increasingly to have, a significant impact on the Group's competitive environment. The number of players in the market has also increased, with the entry of streaming platforms, film studios (with the US major studios launching their own OTT platforms), smart-TV manufacturers, technology players (Amazon, Apple) and self-publishing platforms (TikTok, YouTube). At the same time, the overall market has expanded as the number of people paying for video entertainment has increased in all the Group's markets. All of these changes have had and continue to have a disruptive effect on the market creating both opportunities and challenges.

Piracy also effectively acts as a significant competitor for the Group's services worldwide, requiring constant monitoring and protective solutions to attempt to counteract it given its evolving nature (see also paragraph 1.2(C) of this Part XIII (*Operating and Financial Review*) above).

(iii) Attractiveness and Cost of Content

The Group's business model relies on its ability to develop, produce or provide access to high-quality and premium content, complementary to its own, and package it in a way that attracts and retains a large audience and subscriber base relative to competition. Its success depends in part on its ability to identify trends in consumer tastes and secure distribution rights at a relatively early stage and/or leverage its broadcasting abilities to promote content to its subscriber base.

The Group makes significant investments on content: content costs amounted to €1,909 million and €1,734 million for the six-month periods ended 30 June 2024 and 30 June 2023 and €3,725 million, €3,547 million and €3,432 million for the years ended 31 December 2023, 2022 and 2021, representing 60%, 57%, 60%, 59% and 58%, respectively, of the Group's total revenues for the relevant periods.

The Group targets content that it expects to be attractive over the period covered so as, in particular, to amortise its investment and achieve its targeted ROI. The Group's ROI analysis at the time of the purchase (often in a tender context) is informed by its use of owned subscriber data, of which it has extensive and deep knowledge due to its DtoC positioning. While this positions it well in making content acquisition decisions and configuring the terms, the actual ROI will depend on various factors including potential shifts in consumer viewing preferences, knowing that its content acquisition and aggregation agreements cover multi-year periods and, while the pricing terms vary, they may include guaranteed minimum payment amounts (either flat or as a percentage of a pre-determined minimum subscriber base denominator) without regard to (or mechanisms designed to measure or link to) the actual consumption of the content or its impact on the Group's viewer share or subscriber recruitment or loyalty.

Attractive content also requires protection from piracy, as the proliferation of unauthorised use and piracy of the Group's content or the content it licenses from third parties can erode the commercial value of such content. It may in particular limit the price consumers are willing to pay for such content. The Group therefore takes actions and incurs costs related to piracy protection.

(iv) Client base and pricing policy

The Group's core model is subscription-based, with revenues from subscriptions representing 81.5% of its total combined revenues for the six-month period ended 30 June 2024 and an average of more than 80% of its total combined revenues over the 2021-2023 period (80%, 81% and 81% for each of the years ended 31 December 2021, 2022 and 2023); changes in its subscriber base and its pricing policy therefore significantly affect its results.

As of 30 June 2024, the Group's subscriber base was composed of 17.1 million subscribers in Europe,[17] including France and the Overseas Territories, and 8.9 million subscribers in Africa and Asia. As of 31 December 2023, the Group's subscriber base

[17] Includes subscribers of both Europe and Content Production, Distribution and Other segments.

was composed of 17.4 million subscribers in Europe,[18] including France and the Overseas Territories, and 9.5 million subscribers in Africa and Asia.

The following table sets out the number of subscribers as of 30 June 2024 and 2023 and 31 December 2023, 2022 and 2021.

	As of 30 June		As of 31 December		
(in thousands)	**2024**	**2023**	**2023**	**2022**	**2021**
Europe*.................	17,051	17,069	17,362	16,816	15,623
Africa and Asia	8,932	8,267	9,456	8,944	8,218
Total	**25,983**	**25,336**	**26,819**	**25,760**	**23,841**

* Includes subscribers of both Europe and Content Production, Distribution and Other segments.

The Group markets its packages through two models: DtoC (representing approximately 75% of the subscriber base and most of the subscription revenues) and wholesale.

The Group offers various subscription packages at a range of price points, with packages and pricing varying by country. In France, for example, the Group offers two main categories of subscription packages to accommodate various needs and budgets: entry-level and premium. Premium packages often come with promotional pricing for the first 12 months. There is also a special youth (i.e., under 26 years old) offer on a no-commitment basis at a 50% discount. In Poland, packages run the gamut from entry-level with basic thematic content at a low price point to premium bundles that provide access to a wide variety of channels and streaming platforms at a higher price point. In Africa, the Group covers all price points from basic entry level to very premium offerings, tailored to local economic conditions. For a detailed description of the Group's subscription packages see Part VIII (*Business Description*).

Subscribers may subscribe for packages on a commitment or on a no-commitment basis with automatic renewal or on a no-commitment basis without automatic renewal. While the latter model is predominant in Africa and Asia, the commitment basis model accounts for a significant share of the subscriber base in Europe (for instance, as of 30 June 2024, it accounted for more than 85% of the Group's subscriber base in France and Poland). Subscriptions on a commitment basis have a lower monthly price (often for a limited period of time) than subscriptions on a no-commitment basis, so as to incentivise subscribers to opt for the former as it increases revenue predictability. There is a market trend, however, including in mature markets such as France, toward the no-commitment subscription model.

The Group's promotion and pricing policy has a direct impact on sales, ARPU and churn rate. Products and services free of charge in the form of rate discounts or free monthly subscriptions may be granted to subscribers as part of promotional offers for new subscribers, upgrades (including sale of options or enhanced subscription formulas) or retention efforts.

When the Group decides to increase prices for a given country and subscription package, price increases for committed subscribers are implemented over time given that they cannot be applied to committed contracts until completion of the contract term (a period of 12 to 24 months). Therefore, when price increases on committed subscription packages are implemented, the price increase applies to only a portion of committed

[18] Includes subscribers of both Europe and Content Production, Distribution and Other segments.

subscribers immediately or shortly after the increase is announced (i.e., those whose contract commitment period is over at such time). To illustrate the implications: the Group increased the prices for its subscription packages by about 10% as from the end of 2022: the price actually increased for a small percentage of committed subscribers in the last quarter of 2022 and it then actually increased for a much higher percentage of committed subscribers in 2023 and for the remainder in 2024. Price increases for subscribers on a no-commitment basis have immediate effect. The Group increased the prices of packages for subscribers on a no-commitment basis in France at the end of 2022. With the exception of Africa, the Group has also increased the prices of its packages in all of its markets outside France since 2022.

The Group regularly monitors the profitability of its subscriber base across its various geographies and distribution channels. This occasionally leads it to discontinue low-margin or low-ARPU commercial offers or non-profitable operations (e.g., its decision to cease its operations in Ethiopia by year-end), which positively affects profitability but reduces subscriber numbers and turnover.

The Group distributes its packages DtoC via online distribution, contact centres and retail distribution as well as in cooperation with third-party distributors. Principal amongst the latter are ISPs with which the Group has multi-year agreements under which they distribute the Group's subscription packages to their own subscribers while the Group maintains a direct relationship with those subscribers. Subscriptions generated in this way embed the commission paid to the ISP; such commissions are trending to a variable mechanism. Though it is not at the heart of its business model, the Group also recruits subscribers through wholesale channels typically involving ISPs acting as a distributor, buying subscription-TV services selected by the Group in bulk and reselling them to customers in return for a license or carriage fee paid to the Group. Specifically, under a wholesale agreement, the ISP agrees to purchase a certain number of licenses or subscriptions and then resells these subscriptions to its customers either as standalone subscription-TV services or as part of a larger bundle. The ISP retains the difference between the wholesale price it pays and the retail price charged to its customers. These subscribers are counted in the Group's overall subscriber numbers but are not managed by the Group. The Group's purpose in pursuing this wholesale strategy is to derive additional value from its existing content (where the content agreement allows for such wholesale distribution) without cannibalising the Group's own client base.

The Group's advertising-supported channels generate revenues primarily from advertising, and its ability to successfully compete for advertising accounts and generate advertising revenues depends on a number of factors, the most important being audience share subscriber base size and composition. Canal+ Brand Solutions, a wholly-owned subsidiary, is the Group's advertising sales agency for France and manages both proprietary inventory (i.e., advertising spaces and opportunities, including advertising slots available on TV channels), including in-house channels and third-party inventory including channels, theatres and OTT platforms. In international markets, the Group relies on local advertising subsidiaries which operate based on the same business model as Canal+ Brand Solutions, and on third party advertising sales agencies, depending on the country.

At present, advertising-supported traditional linear TV channels are facing challenging market conditions in mature markets, and certain of the Group's advertising-supported channels (i.e., C8 and CNews) are loss-making. Traditional TV advertising market decline is being more offset by digital advertising growth in mature markets. In Africa and Asia both segments (traditional TV advertising and digital advertising) are growing.

Advertising expenditures generally tend to be cyclical, reflecting general economic conditions. Normally, when the economic outlook is positive, advertising expenditure tends to rise in response to anticipated increases in consumer demand. Conversely, in periods of economic slowdown, advertisers react quickly to declining demand or an anticipated decline in consumer demand by reducing their advertising budgets. Further, the structural decline of linear television has an adverse impact on the advertising market as advertising sales are largely dependent on audience measurement. This effect is being offset to some extent (and may be increasingly offset in the foreseeable future) by increases in advertising revenues of AVOD platforms, such as Dailymotion, and an increasing trend to "hybridisation", i.e., the inclusion of advertising in SVOD (a strategy adopted by many competitors, such as Netflix and Disney+, whereby basic advertising-supported subscription packages are offered at lower prices compared to their advertising-free subscription package), hence providing an opportunity to access a broader audiovisual advertising market.

(v) Ability to adapt to structural changes in the industry

Multiple and transformational changes have been underway in the Group's industry in recent years and continue to play out. These include, amongst others, the emergence and now prevalence of streaming services (particularly in mature markets and likely going forward in less mature markets as high-speed internet and telephony networks are generalised), and the multiplication of connected screen-based devices (e.g., laptops, smartphones, game consoles) beyond traditional television sets, as well as declines in linear channel audiences and live and screen entertainment venue attendance in certain of the Group's markets. The development of the usage of streaming services also represents a major opportunity for the Group as it expands the market of people willing to pay a subscription for video entertainment. As noted, there is also a noticeable trend of OTT platforms moving towards hybrid AVOD/subscription models relying totally or partly on advertising.

As explained in paragraph 1.2(iv) of this Part XIII (*Operating and Financial Review*) above, a corollary of these changing consumption habits is the increasing prevalence of short-term, no-commitment subscription models. When coupled with a pre-paid model (long prevalent in Africa and Asia and now spreading to more mature markets), this flexibility for consumers reduces revenue predictability.

The Group's various strategic initiatives in recent years, such as the creation and roll-out of its Canal+ OTT platform and becoming a full content aggregator, as well as the evolution of Dailymotion's strategy, including to roll out an algorithm to better target user content preference, are concrete measures to adapt to changing consumption patterns and the new environment more generally. Successful adaptation should result in increasing or stable revenues and margins; while failure to adapt is likely to result in subscriber, revenue and margin erosion.

(vi) Regulatory Environment

As a provider of audiovisual services in multiple jurisdictions around the world, the Group is subject to local regulations applicable to the audiovisual industry, and it must comply with specific requirements relating to the broadcasting of programmes and investments made in audiovisual and film production.

Such regulatory frameworks and any changes thereto have an impact on how the Group structures its operations and impose material compliance costs.

Such regulatory frameworks and any changes thereto have an impact on how the Group structures its operations. They also can affect its results of operations; for example, the Group currently benefits from certain subsidies and regulatory advantages and has corresponding investment commitments (see Part IX (*Regulatory Overview*)).

(vii) Acquisitions of Businesses and Equity Investments

The Group has acquired a number of companies or equity stakes over the period under review, principally the ones described below.

(a) OCS/Orange Studio

Effective 1 February 2024, the Group acquired all shares held by Orange in the OCS subscription-TV package and in Orange Studio, Orange's film and series coproduction subsidiary, which has more than 200 co-productions to its credit as well as a catalogue of nearly 1,800 audiovisual and cinematographic works, including Oscar-winning and emblematic films such as "*The Artist*" and "*The Father*".

(b) MultiChoice

In 2020, the Group started investing in the South African incorporated and listed company MultiChoice, the leading subscription-TV operator in English- and Portuguese-speaking Sub-Saharan Africa. Its shareholding in MultiChoice has increased over time, representing 12.00% of MultiChoice's share capital as of 1 January 2021, 16.63% as of 31 December 2021 (in 2021, the Group's investment in MultiChoice was classified and accounted for as a financial investment in accordance with IFRS 9 - Financial Instruments) and 29.13% as of 31 December 2022. Since 1 January 2022, the Group's participation in MultiChoice is accounted for under the equity method in accordance with IAS 28 – Investments in Associates and Joint Ventures (and its results are included in the line item "income (loss) from equity affiliates"). As of 31 December 2023, the Group held 149.4 million MultiChoice shares, representing 33.76% of the share capital.

On 4 June 2024, the Group and MultiChoice issued a combined circular to MultiChoice shareholders regarding the mandatory offer by the Group to acquire the MultiChoice shares it did not already own at the time for a consideration of ZAR125 per share, representing a maximum aggregate amount up to ZAR35,373 million if the offer is fully subscribed, fully funded from funds available to the Group (the "**MultiChoice Offer**"). The offer was stated as to become wholly unconditional no later than 8 April 2025 (the long-stop date) and to close on 25 April 2025. The Group has the option, at its sole discretion, to extend the long-stop date of the offer on two occasions, for a period of six calendar months each time; and MultiChoice and the Group may also agree (on one or more occasions) to extend the then-specified long-stop date, subject to prior consultation with the South African Takeover Regulation Panel ("**TRP**") in accordance with the requirements of the takeover regulations and any other applicable laws. Upon completion of the transaction (and subject to the actual outcome of the MultiChoice Offer) it is envisaged that the Group will take full control of MultiChoice (which will then be fully consolidated), while it is contemplated that some steps will have been undertaken to ensure compliance with the provisions of the South African Electronic Communications Act (including a corporate reorganisation and other modifications to limit the voting rights of foreigners over the licensed activities of MultiChoice). On 30 September 2024, the Group and MultiChoice made a joint merger control filing pertaining to the MultiChoice

Offer to the South African Competition Commission. Since the transaction constitutes a "large merger", the Competition Commission will consider the filing and refer its recommendations to the Competition Tribunal.

On 4 April 2024, in accordance with South African takeover regulations, at the request of the Group, a South African bank issued a bank guarantee in favour of the TRP. Under such bank guarantee, the guarantor has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

On 3 April 2024, the Group also entered into a credit facility agreement pursuant to which a bridge facility has been made available to it for purposes of financing the MultiChoice Offer and counter-guaranteeing the guarantor under the bank guarantee issued in favour of the TRP in connection with the MultiChoice Offer, which may be utilised by way of issuance of a standby letter of credit or the drawing of loans. The bridge facility is available for a maximum amount of up to €1,900 million, which assumes 100% of shareholders tender and takes into account the EUR/ZAR hedging arrangements implemented by the Group and the cost relating thereto; the actual amount drawn down under the bridge facility could be less. The initial termination date of the credit facility is the date falling twelve months from 3 July 2024, with two six-months extension options available to the borrower, and the credit facility is available until the earlier of 8 October 2025 and the initial termination date of the credit facility, as it may have been extended by the borrower. Vivendi acted as guarantor (*caution solidaire*) in respect of the borrower's obligations under the credit facility and the related finance documents, Groupe Canal+ SA being the primary obligor (see paragraph 16 of Part XVIII (*Additional Information*)).

In addition, the Group set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk in this acquisition for a notional amount up to a maximum of €1,200 million.

The offer consideration of ZAR125 per share represents a 66.66% premium compared to the MultiChoice share price (last closing price) on the last trading day prior to the announcement of the early February non-binding intention to make an offer, and a 63.96% premium compared to the 30 Day VWAP prior to the announcement of the early February non-binding intention to make an offer.

As of 30 June 2024, the Group held 200.0 million MultiChoice shares, representing 45.20% of its share capital. The Group's share of losses from MultiChoice had a significant negative impact on the Group's results in 2023, due to increasing investment by MultiChoice in its OTT platform Showmax, adverse economic and exchange rate environment (especially the Naira), losses incurred on cash remittances from its Rest of Africa markets (mainly Nigeria), a significant impairment recorded with respect to its equity interest investment in a Nigerian sports betting company, revaluation of USD denominated transponder leases and the non-equity foreign exchange losses on the intergroup loans with MultiChoice Nigeria. See paragraph 1.2(D)(vii) of this Part XIII (*Operating and Financial Review*) below.

(c) Viu

In June 2023, the Group and PCCW Limited announced the strategic partnership to accelerate the development of Viu, a leading streaming platform in Asia. The Group became a significant minority shareholder in Viu through a planned staggered investment of $300 million. Following the first payment of $200 million (€186 million), the Group acquired a 27.32% ownership interest in Viu. The Group exercises a significant influence over Viu, which is accounted for under the equity method as from 21 June 2023 (and its results are included in the line item “income (loss) from equity affiliates”). The Group then increased its stake on 22 January 2024 to 30.2% and on 20 June 2024 to 36.8% (standing as of the date of Admission at 37.2% due to subsequent contractual adjustments). The Group has a call option to take control of Viu by increasing its stake to 51%.

(d) Viaplay

In July 2023, the Group acquired a 12% stake in Viaplay, a commercial video-on-demand streaming, TV and radio entertainment provider, offering its streaming service on a DtoC basis in multiple core countries, including Sweden, Denmark, Norway, Finland, Iceland and the Netherlands. In December 2023, the Group announced its intention to participate in Viaplay’s recapitalisation plan, which was completed on 9 February 2024. As from such date, the Group holds 29.33% of Viaplay’s share capital and accounts for such interest under the equity method (and Viaplay’s results are included in the line item “income (loss) from equity affiliates”). Prior to such date in 2024 and 2023, Viaplay was accounted for as a financial asset.

(e) SPI International

In March 2022, the Group completed the acquisition of a 70% stake in, and in August 2023, the Group acquired the remaining shares of, SPI International. SPI International is a channel broadcasting and distribution company specialising in the acquisition, editing and distribution of TV channels and content, with a presence in over sixty countries and a particularly strong foothold in Central Europe, including Poland, the Czech Republic, Romania, and Serbia, as well as the Netherlands. Another significant part of its business is the publishing and distribution of FTA channels in Poland. In addition to its standalone business, SPI International added proprietary channel editing and SVOD creation capabilities to M7.

(f) Goodwill

Significant acquisitions, such as the ongoing acquisition of MultiChoice through a mandatory tender offer, typically result in the recording of goodwill. Acquired assets or businesses may not generate the financial results expected by the Group and could result in the recording of goodwill impairment charges (as well as the realisation of other acquisition-related risks) (see paragraph 7.3 of Part III (*Risk Factors*)).

The Group did not record significant changes in goodwill over the 2021-2023 period and during the first six months of 2024. Following a reversal of the net book value of the goodwill arising from Vivendi’s acquisition of Canal+ and L’Olympia before 1 January 2004 (€3,498 million) through adjustments to retained earnings, the net amount of the Group’s goodwill as of 1 January 2021 was €2,300 million. As of 30 June 2024 and as of 31 December 2023, the Group’s goodwill amounted to €2,459 million and €2,458 million, respectively. The Group’s acquisition of SPI International in 2022 resulted in additional goodwill of €87 million. In 2021 and 2022, goodwill in the Content Production, Distribution and Other segment increased, respectively, by €38 million and €22 million, mainly due to the acquisition of an additional stake in Urban Myth Films and the acquisition of a majority stake in Dutch FilmWorks. The Group’s acquisition of OCS and Orange Studio resulted in a provisional gain on bargain adjustment of €28 million, which has been recorded in Operating Income (EBIT) as of 30 June 2024 (see Note 3.2.1 to the Unaudited Interim Combined Financial Statements).

(viii) Currency effects

The Group's financial statements are presented in Euros, its functional currency, but a portion of its revenues, expenses, assets and liabilities is denominated in other currencies, exposing the Group's results of operations and financial condition to foreign exchange translation risk.

In 2023 and the first six months of 2024, currencies other than the Euro in which the Group recorded revenues related primarily to entities with functional currencies in Zloty, US Dollars, Guinean Franc, Pound Sterling, Vietnamese Dong and Czech Krona (as well as the CFA Franc, which has a fixed exchange rate in Euro). Any adverse fluctuations in these currencies against the Euro (or in the case of the CFA Franc, a reset of the exchange rate or a decoupling from the Euro) could impact the Group's equity and result in currency translation risks (see paragraph 7.1 of Part III (*Risk Factors*)).

The Group also enters into content acquisition contracts and makes industrial investments (decoders, for example) in currencies other than the Euro (US Dollar, Zloty, Pound Sterling, Canadian Dollar and South African Rand).

In addition, the Group's contemplated acquisition of the remaining stake in MultiChoice will add exposure to fluctuations of other foreign currencies, such as the South African Rand and Nigerian Naira, the latter of which has been particularly volatile in recent years and depreciation of which contributed to the negative equity method contribution from MultiChoice to the Group's 2023 and half-year 2024 results.

The Group uses derivative financial instruments to manage and reduce its exposure to fluctuations in foreign currency exchange rates. All instruments are either listed on organised markets or traded over-the-counter with highly-rated counterparties. These instruments include currency swaps and forward exchange contracts that mostly have maturity periods of less than one year. In addition, the Group may hedge foreign currency exposure resulting from foreign currency denominated financial assets and liabilities. All these derivative financial instruments are used for hedging purposes.

Prior to the Listing, foreign currency risk management has been centralised by Vivendi's Financing and Treasury department for all Group combined entities. This policy primarily has sought to hedge budget exposures for the following year resulting from monetary flows generated by operations performed in currencies other than the Euro, as well as from external firm commitments, relating to the acquisition of editorial content (e.g., sports, audiovisual and film rights) and certain capital expenditures realised in currencies other than the Euro. See Notes 2.3.6.3 and 23.4 to the Audited Combined Financial Statements. Following the Listing, foreign currency risk management will be internalised and policy will remain the same.

(ix) Seasonality

Revenues from subscriptions are traditionally impacted by seasonal factors, with higher sales in September after the return from summer vacation and during the end-of-year holidays. International or local sports events can also influence sales volumes and therefore seasonality. Other sources of Revenue are impacted by underlying economic conditions, the cyclical demand for advertising, seasonality of programme sales, significant licensing deals and the timing of delivery of Studiocanal programmes. Major events, including sporting events, will impact the seasonality of schedule costs and the mix of programme spend between sport and films & television. Other than this, there is no significant seasonality or cyclicality affecting the interim results of the operations.

(x) Impact of Separation from Vivendi

The internalisation within Canal+ post-Admission of certain corporate support functions (e.g., tax, treasury and investor relations) previously operated at the Vivendi level and covering its various subsidiaries will not lead to a net cost increase overall as the related costs will be offset by the cessation of payments for such services (beyond a transitional period under the Transitional Services Agreement) to Vivendi. The Group may, however, incur additional costs in relation to certain arrangements (e.g., insurance or financial guarantees) previously contracted by Vivendi covering its subsidiaries (and hence having a greater volume effect).

The Group estimates that expenses incurred in connection with Admission will amount to €10 million.

(D) Description of the Selected Line Items on the Combined Statement of Earnings

(i) Revenues

The following table shows the breakdown of the Group's revenues by activity for the six-month periods ended 30 June 2024 and 2023 and the years ended 31 December 2023, 2022 and 2021:

	For the six-month period ended 30 June		**For the year ended 31 December**		
(in millions of Euros)	**2024**	**2023**	**2023**	**2022**	**2021**
Subscriptions	2,600	2,494	5,048	4,842	4,670
Advertising, content sales and other	590	539	1,176	1,168	1,200
Revenues.....................	**3,190**	**3,034**	**6,223**	**6,010**	**5,870**

Revenues from subscriptions include revenues from media and entertainment subscription services through all available transmission technologies, including OTT (internet), IPTV (internet), DTH (satellite), cable and DTT (terrestrial) in its markets, and includes both subscriptions to programmes and video-on-demand and television-on-demand services. Revenues from subscriptions also include broadband access revenues of GVA and Canal+ Telecom. These revenues are reported net of discounts.

Revenues from advertising are sales of television advertising spaces in the form of classic TV commercials and partnerships for shows or events or online advertising.

Content sales relate to sales of exploitation rights of audiovisual works and intellectual property rights sold by Studiocanal and M7 for the production of TV series and the distribution of TV series as well as the licensing of the Group's intellectual property rights for use in related products, such as videogames or apparel.

Revenues from the sale of exploitation rights are recorded from the moment the client is able to use them and obtain the remaining benefits. When the consideration paid by the customer is a fixed price, revenues from the sales of exploitation rights are recorded from the latest of the delivery and the opening of the exploitation window established by contract or, in the case of the French media chronology, by law. When the consideration paid by the customer is variable in the form of a sales-based royalty to the end customer, revenues are recognised as the subsequent sales occur.

Revenues from the sale of intellectual property rights relating to the production of content, such as TV series, are recorded when the performance obligations specified in the contract are fulfilled (in the case of a production, these contractual obligations may include the production and client acceptance of the programme's components, or the final delivery of the episodes).

Other types of activities that generate revenue include the sub-licensing of sports audiovisual rights, technical revenues (relating to Canal+ Telecom, satellite capacity and channel delivery), sales of decoders and revenues from venue (e.g., L'Olympia, CanalOlympia and Théâtre de l'Œuvre).

(ii) Content costs

Content costs include all costs related to the acquisition, production and editing of content (primarily amortisation and expenses of content assets, personnel expenses, technical costs and other associated expenses) as well as costs related to distribution and aggregation of third-parties channels and platforms (e.g., Netflix, MAX, Eurosport or beIN Sports). Amortisation and expenses are mainly related to the following content assets:

- film and television audiovisual rights, which are recognised at their acquisition cost when the programme is available for viewing and expensed over their broadcasting period. The duration of this period can depend on the Group's assessment of the continued economic benefits of the relevant asset, and can vary from being fully recorded at the first availability (for example, for certain films and certain episodes of series on Canal+ channels in France) to over three to five years (for example for certain SVOD series in France and certain content assets in Poland, in Africa and within SPI International). The costs may be recorded linearly or over time (with a higher percentage initially, and a sequentially lower percentage over time). For example, for certain SVOD content assets, the costs are expensed over time, with a higher percentage expensed at the first use and the remainder over a short period of time;
- sports audiovisual rights are recognised at their acquisition cost at the opening of the broadcasting period of the related sports season or upon the first significant payment and are expensed over their broadcasting period; and
- films and television rights produced or acquired, which are to be sold to third parties, are recognised at capitalised cost or at their acquisition cost. The cost of films and television rights is amortised, pursuant to the estimated revenue method (i.e., based on the ratio of the current period's gross revenues to estimated total gross revenues from all sources on an individual asset basis).

See Note 2.3.5.2 to the Audited Combined Financial Statements for more information.

(iii) Technology, selling, general, administrative costs and others

The line item "Technology, selling, general, administrative costs and others" primarily includes technology and development costs, costs for sales (distribution, marketing, advertising), and costs related to central functions and departments.

(iv) Restructuring costs

Restructuring costs are non-recurring costs related to one-off transactions or incurred in the process of reorganising operations.

(v) Amortisation and impairment losses on intangible assets acquired through business combinations

In connection with business combinations, the Group has recorded intangible assets (mainly trade names, customer bases and catalogues). These assets are measured at fair value and are depreciated using the straight-line method according to their estimated useful life.

(vi) Operating Income (EBIT)

Operating Income (EBIT) is a subtotal presented in the combined statement of earnings and corresponds to Earnings (losses) less Income (loss) from equity affiliates, Interest expenses, Income from investments, Other financial income, Other financial expenses and Income tax.

(vii) Income (loss) from equity affiliates

Income (loss) from equity affiliates includes mainly the income (loss) from MultiChoice, Viu and Viaplay.

(viii) Interest expenses, Income from investments, other financial expenses and income

Interest expenses are composed of interest expenses on borrowings from Vivendi and interest income on cash lent to Vivendi, interest expenses on external borrowings (i.e., borrowings not from Vivendi) and interest income from cash, cash equivalents and investments.

Other financial income and charges includes mainly other financial expenses, including, in particular, foreign exchange losses, as well as fees on acquisitions, fees on financial guarantees, and the change in value of purchase commitments.

(E) Alternative Performance Measures

This Prospectus includes certain measures of the Group's performance that are not required by, nor are presented in accordance with, IFRS Accounting Standards or any other generally accepted accounting standards. These measures include adjusted earnings before interest and income taxes (Adjusted EBIT (EBITA)), adjusted net income (ANI), cash flow from operations (CFFO) and cash flow from operations after interest and tax (CFAIT), as defined below, as well as certain information at constant currency and scope of consolidation.

Definitions of these alternative performance measures, as well as reconciliations to the nearest IFRS measures, are provided below. The Group uses these alternative performance measures, in addition to IFRS measures, to help evaluate growth trends, establish budgets and assess operational performance and efficiencies in relation to the Group. The Group considers that these measures, in addition to IFRS measures, provide an enhanced understanding of the Group's results and related trends, therefore increasing transparency and clarity into the core results of the business of the Group. There are no generally accepted principles governing the calculation of these measures and the criteria upon which these measures are based can vary from company to company. These measures, by themselves, do not provide a sufficient basis to compare the Group's performance with that of other companies and should not be considered in isolation or as a substitute for earnings or Operating Income (EBIT) or any other measure as an indicator of operating performance, as an alternative to cash generated from operating activities as a measure of liquidity, or as a substitute for analysis of the Group's operating results as reported under IFRS Accounting Standards. The Group does not regard these non-IFRS financial measures as a substitute for, or superior to, the equivalent measures that are calculated in accordance with IFRS Accounting Standards.

They have not been audited or been the subject of a limited review by an accountant or auditor.

(i) Adjusted EBIT (EBITA)

The Group considers Adjusted EBIT (EBITA), an alternative performance measure, to be a relevant measure to assess the performance of its operating segments as reported in the segment data. It enables the Group to compare the performance of operating segments regardless of whether their performance is driven by the operating segment's organic growth or by acquisitions.

To calculate Adjusted EBIT (EBITA), the accounting impact of amortisation and impairment losses on intangible assets acquired through business combinations (including other rights catalogues acquired) is excluded from Operating Income (EBIT).

The following table provides a reconciliation of Adjusted EBIT (EBITA) to Operating Income (EBIT) for the six-month periods ended 30 June 2024 and 2023 and the years ended 31 December 2023, 2022 and 2021.

	For the six-month period ended 30 June		**For the year ended 31 December**		
(in millions of Euros)	**2024**	**2024**	**2023**	**2022**	**2021**
Operating Income (EBIT)	289	287	426	391	355
Impairment losses on intangible assets acquired through business combinations	-	-	2	-	1
Amortisation of intangible assets acquired through business combinations ..	23	24	44	53	45
Adjusted earnings before interest and income taxes (Adjusted EBIT (EBITA))	**312**	**312**	**472**	**444**	**401**

The Group also presents Adjusted EBIT (EBITA) margin, which is calculated as Adjusted EBIT (EBITA) divided by revenues.

(ii) ANI

The Group considers adjusted net income, an alternative performance measure, to be a relevant measure to assess the Group's operating and financial performance. The Group's management uses adjusted net income (ANI) because it better illustrates the underlying performance of operations by excluding most non-recurring and non-operating items. ANI corresponds to Earnings (losses) attributable to Canal+ Group Owner excluding the following items:

- impairment losses on intangible assets acquired through business combinations (including other rights catalogues acquired by the Group's production businesses);
- amortisation of intangible assets acquired through business combinations (including other rights catalogues acquired by the Group's production businesses);

- amortisation of intangible assets acquired through business combinations related to investments in equity affiliates;
- interest on Vivendi loan converted into share capital;
- other financial expenses and income, corresponding to capital gains or losses related to divestitures, as well as the revaluation or depreciation of equity affiliates, unconsolidated companies and other financial investments, the profit and loss related to the change in value of financial assets and the termination or change in value of financial liabilities, which primarily include changes in the fair value of derivative instruments, premiums from the early redemption of borrowings, the early unwinding of derivative instruments, the cost of issuing or cancelling credit facilities, the cash impact of foreign exchange transactions (other than those related to operating activities, included in Operating Income (EBIT)), as well as the effect of undiscounting assets and liabilities (including lease liabilities), and the financial components of employee benefits (interest cost and expected return on plan assets);
- provisions for income taxes on adjustments; and
- non-controlling interest share in adjustments.

The following tables provide a reconciliation of ANI to Earnings (losses) attributable to Canal+ Group Owner for the six-month periods ended 30 June 2024 and 2023 and the years ended 31 December 2023, 2022 and 2021.

	For the six-month period ended 30 June		**For the year ended 31 December**		
(in millions of Euros)	**2024**	**2023**	**2023**	**2022**	**2021**
Earnings (losses) attributable to Canal+ Group Owner...................	**23**	**5**	**(61)**	**141**	**119**
Adjustments					
Impairment losses on intangible assets acquired through business combinations	-	-	2	-	1
Amortisation of intangible assets acquired through business combinations	23	24	44	53	45
Amortisation of intangible assets acquired through business combinations related to investments in equity affiliates...................	7	9	20	13	-
Interest on Vivendi loan converted into share capital	-	56	135	32	22
Other financial expenses and income	40	22	62	32	36
Provisions for income taxes on adjustments.........	(14)	(10)	(22)	(20)	(15)
Non-controlling interest share in adjustments	4	(2)	(4)	(5)	(2)
Adjusted net income (ANI)	**83**	**104**	**177**	**247**	**206**

(iii) Constant Currency and Scope of Consolidation

The Group presents changes in revenue and Adjusted EBIT (EBITA) on a reported basis, on a constant currency basis and at constant scope of consolidation, and this constitutes an alternative performance measure. Figures presented on a constant currency and constant scope of consolidation basis eliminate the impacts of (i) changes in foreign currency exchange rates (such that the foreign currency exchange rate in the current period is applied to the prior period results) and (ii) changes to the scope of consolidation resulting from acquisitions and disposals (such that the revenues and Adjusted EBIT (EBITA) of the prior period are adjusted to reflect the acquisitions and disposals of the current period). The calculation is made by rebasing the prior period at the business scope and foreign exchange conversion rate of the current period. The Group uses figures prepared on this basis both for internal analysis and for external communication, as it believes they provide means to analyse and explain variations from one period to another based on comparable exchange rates and scope of consolidation.

	For the year ended 31 December			Increase / (decrease)	
(in millions of Euros)	**2023**	**2022**	**2021**	**2023 vs 2022**	**2022 vs 2021**
Reported revenue	**6,223**	**6,010**	**5,870**	**3.5%**	**2.4%**
Constant currency adjustment		0	13		
Constant scope of consolidation adjustment(1)		14	72		
Revenues for the period at constant currency and scope of consolidation	**6,223**	**6,024**	**5,954**	**3.3%**	**1.2%**
Reported Adjusted EBIT (EBITA)	**472**	**444**	**401**	**6.3%**	**10.8%**
Constant currency adjustment	0	3	(1)		
Constant scope of consolidation adjustment(2)	0	3	17		
Adjusted EBIT (EBITA) for the period at constant currency and scope of consolidation	**472**	**450**	**417**	**4.9%**	**8.1%**

(1) Revenues have been adjusted in 2021 for SPI, DutchFilmWorks, Opus TV and Urban Myth.and in 2022 for SPI (only the first quarter as the acquisition took place in March 2022).

(2) Adjusted EBIT (EBITA) been adjusted in 2021 for SPI, DutchFilmWorks, Opus TV and Urban Myth.and in 2022 for SPI (only the first quarter as the acquisition took place in March 2022).

	For the six-month period ended 30 June		Increase / (decrease)
(in millions of Euros)	**2024**	**2023**	**H1 2024 vs H1 2023**
Reported revenue	**3,190**	**3,034**	**5.2%**
Constant currency adjustment...................	0	20	
Constant scope of consolidation adjustment	0	22	
Revenues for the period at constant currency and scope of consolidation....	**3,190**	**3,075**	**3.7%**

Reported Adjusted EBIT (EBITA)	**312**	**312**	**0.6%**
Constant currency adjustment	0	6	
Constant scope of consolidation adjustment	0	0	
Adjusted EBIT (EBITA) for the period at constant currency and scope of consolidation	**312**	**318**	**(1.4%)**

(iv) CFFO

The Group considers cash flow from operations (CFFO), an alternative performance measure, to be a relevant measure to assess the Group's operating and financial performance. CFFO is calculated as the sum of net cash provided by operating activities before income tax paid, as presented in the combined statement of cash flows, dividends received from equity affiliates and unconsolidated companies, as well as cash payments for the principal of lease liabilities and related interest expenses, which are presented as financing activities in the combined statement of cash flows. It also includes cash used for capital expenditures, net of proceeds from sales of property and equipment, and intangible assets, which are presented as investing activities in the combined statement of cash flows.

The following table provides a reconciliation of CFFO to net cash provided by operating activities before income tax paid for the six-month periods ended 30 June 2024 and 2023 and the years ended 31 December 2023, 2022 and 2021:

	For the six-month period ended 30 June		**For the year ended 31 December**		
(in millions of Euros)	**2024**	**2023**	**2023**	**2022**	**2021**
Net cash provided by operating activities before income tax paid	**373**	**388**	**641**	**572**	**746**
Dividends received from equity affiliates	-	-	1	36	1
Dividends received from unconsolidated companies	-	-	-	1	21
Repayment of lease liabilities and related interest expenses	(23)	(11)	(32)	(29)	(46)
Capital expenditures, net of proceeds from sales of property and equipment and intangible assets	(126)	(158)	(294)	(329)	(367)
CFFO	**224**	**219**	**315**	**252**	**355**

(v) CFAIT

The Group considers cash flow from operations after interest and income tax paid (CFAIT), an alternative performance measure, to be a relevant measure of Group cash flow generated from actual operating activities. CFAIT is calculated as the sum of net cash provided by operating activities, as presented in the combined statement of cash flows, dividends received from equity affiliates and unconsolidated companies, as well as cash payments for the principal of lease liabilities and related interest expenses, interest paid and other cash items related to financial activities that are presented as financing activities in the combined statement of cash flows. It also includes cash used for capital expenditures, net of proceeds from sales of property and equipment, and intangible assets that are presented as investing activities in the combined statement of cash flows.

	For the six-month period ended 30 June		For the year ended 31 December		
(in millions of Euros)	2024	2023	2023	2022	2021
Net cash provided by operating activities........	**315**	**320**	**500**	**405**	**654**
Repayment of lease liabilities and related interest expenses	(23)	(11)	(32)	(29)	(46)
Capital expenditures, net of proceeds from sales of property and equipment and intangible assets.......	(126)	(158)	(294)	(329)	(367)
Dividends received from equity affiliates.................			1	36	1
Dividends received from unconsolidated companies	-	-	-	1	21
Interest paid, net..............	(18)	(64)	(158)	(33)	(27)
Other cash items related to financial activities.........	(20)	2	(13)	(16)	(15)
Cash flow from operations after interest and income tax paid (CFAIT)............................	**128**	**88**	**3**	**35**	**222**

1.3 **Combined statement of earnings**

The following table presents the main line items of the combined statement of earnings for the six-month periods ended 30 June 2024 and 2023 and the years ended 31 December 2023, 2022 and 2021.

	For the six-month period ended 30 June		For the year ended 31 December		
(in millions of Euros)	2024	2023	2023	2022	2021
Revenues........................	**3,190**	**3,034**	**6,223**	**6,010**	**5,870**
Content costs...................	(1,909)	(1,734)	(3,725)	(3,547)	(3,432)
Technology, selling, general, administrative costs & others..................	(967)	(988)	(2,021)	(2,006)	(2,013)
Restructuring costs..........	(2)	0	(5)	(13)	(23)
Impairment losses on intangible assets acquired through business combinations	(0)	-	(2)	-	(1)
Amortisation of intangible assets acquired through business combinations	(23)	(24)	(44)	(53)	(45)
Operating Income (EBIT)	**289**	**287**	**426**	**391**	**355**
Income (loss) from equity affiliates	(70)	(60)	(104)	(9)	1
Interest expenses	(18)	(63)	(158)	(33)	(27)
Income from investments	1	-	-	-	22
Other financial income.....	1	6	3	7	9

(in millions of Euros)	For the six-month period ended 30 June 2024	2023	For the year ended 31 December 2023	2022	2021
Other financial expenses.	(41)	(28)	(65)	(39)	(45)
	(57)	**(85)**	**(220)**	**(65)**	**(41)**
Earnings before income tax..................................	**162**	**142**	**102**	**317**	**315**
Income tax	(107)	(110)	(118)	(133)	(157)
Earnings (losses)...........	**54**	**32**	**(16)**	**184**	**158**
Of which					
Earnings (losses) attributable to Canal+ Group Owner..............	**23**	**5**	**(61)**	**141**	**119**
Earnings attributable to non-controlling interests	31	27	45	43	39
Additional information:					
Adjusted earnings before interest and income taxes (Adjusted EBIT (EBITA))................	**312**	**312**	**472**	**444**	**401**

(A) Comparison of Combined Earnings for the Six-Month Periods ended 30 June 2024 and 2023

(i) Revenue

The Group's revenue amounted to €3,190 million for the six months ended 30 June 2024 compared to €3,034 million for the six months ended 30 June 2023, up €157 million or 5.2%. On a constant currency and constant scope of consolidation basis, revenue increased by 3.7% for the six months ended 30 June 2024, compared to the six months ended 30 June 2023. Revenues increased in each of the Group's operating segments.

The following table shows the breakdown of revenue by operating segment for the six-month periods ended 30 June 2024 and 2023.

	Six-month period ended 30 June				Increase / (decrease)	
	2024		2023		H1 2024 vs H1 2023	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Europe	2,390	74.9%	2,285	75.3%	105	4.6%
Africa and Asia	527	16.5%	499	16.5%	28	5.6%
Content Production, Distribution and Other.......................	333	10.4%	302	9.9%	31	10.3%
Eliminations	(60)	(1.9%)	(53)	(1.7%)	(7)	13.3%
Total combined revenues................	**3,190**	**100%**	**3,034**	**100%**	**157**	**5.2%**

(1) As a percentage of combined revenues.

(a) Europe

Europe segment revenues increased by €105 million, or 4.6%, from €2,285 million for the six months ended 30 June 2023 to €2,390 million for the six months ended 30 June 2024. This increase in revenues was mainly driven by growth in DtoC subscribers and ARPU in France, advertising and content sublicensing revenues in Poland, and a positive currency effect in Poland. Overall, subscribers in the Europe segment slightly decreased, by 72 thousand (from 16,610 thousand as of 30 June 2023 to 16,138 thousand as of 30 June 2024) due to a decrease in wholesale subscribers, partially offset by an increase in DtoC subscribers. In particular:

In mainland France:

- The revenue increase for the six months ended 30 June 2024 was mainly driven by (i) DtoC subscription revenues still being positively impacted by the price increase that started in the fourth quarter of 2022 and was applied to customers progressively at the relevant contract renewal date (resulting in a 6% increase in ARPU), and the continued success of special youth products (i.e., under 26 years old) launched in March 2023, which fuelled subscriber base growth partially mitigated by a reduction in subscribers in the premium pay-tv channels due to price increases, (ii) the positive scope effect attributable to the acquisition of OCS which has been fully consolidated since 1 February 2024 and (iii) the revenue generated following the distribution agreement signed with DAZN in mid-August 2023.
- Revenue for the six months ended 30 June 2024 was also positively impacted by the increase in revenue in advertising-supported television in France, particularly in CNews, in particular compared to the low revenues of the six months ended 30 June 2023, which had been affected by particularly difficult market conditions.
- Such increase in revenue was partially offset by a decrease in wholesale revenue due to renegotiation of one wholesale contract.

In Poland, revenue increased for the six months ended 30 June 2024, compared to the six months ended 30 June 2023, mainly driven by a positive currency effect (appreciation by 8% of the zloty against the Euro), higher revenues from subscriptions for OTT media services and DTH television (including an ARPU increase), higher advertising revenues and the revenue generated by sports rights sub-licences. In the same period, the number of DtoC subscribers decreased slightly, but the overall subscriber base increased, due to an increase in wholesale subscribers.

Revenue also increased in M7, particularly driven by improved operational performance in SPI International. The subscriber base slightly increased as a result of an increase in wholesale subscribers, which offset a decline in DtoC subscribers.

The number of subscribers in the Overseas Territories remained relatively stable in the six months ended 30 June 2024, compared to the six months ended 30 June 2023 despite difficult market conditions (particularly related to the political context in Haiti and electricity issues in the Comoros). As a result, revenue remained stable, compared to the six months ended 30 June 2023.

(b) Africa and Asia

Africa and Asia segment revenue amounted to €527 million for the six months ended 30 June 2024, representing a 5.6% increase, compared to revenue of €499 million for the six months ended 30 June 2023. Overall, subscribers in the Africa and Asia segment increased by 666 thousand or 8.1% from 8,267 thousand as of 30 June 2023 to 8,932 thousand as of 30 June 2024.

The revenue increase in this segment was mainly driven by a significant increase in the number of pay-tv subscribers in Africa in the six months ended 30 June 2024, driven by major sports events (the 2023 Africa Cup of Nations held in Côte d'Ivoire in early 2024 and the Euro 2024 Football Cup which started in mid-June of 2024). This subscriber base increase was partially offset by a slight decline of ARPU, as subscriber growth in Africa was mainly on lower price packages, which had a dilutive effect on ARPU. With respect to GVA, there was robust organic growth during the six months ended 30 June 2024 alongside the launch of GVA's services in a new country (Uganda) in August of 2023. In Asia, subscribers also increased (although to a slightly lesser extent), driven by the broadcasting of the Euro 2024 Football Cup and a successful marketing campaign in Vietnam. Nevertheless, revenue slightly decreased in Asia as i) the average customer base over the six months ended 30 June 2024 was lower than the average customer base over the six months ended 30 June 2023 and ii) the proportion of wholesale subscriptions increased, with a lower value compared to DtoC subscriptions.

(c) Content Production, Distribution and Other

Content Production, Distribution and Other segment revenue increased by €31 million, or 10.3%, from €302 million for the six months ended 30 June 2023 to €333 million for the six months ended 30 June 2024.

This increase mostly related to Studiocanal, driven by the strong performance of the film release on 24 April 2024 of "*Back to Black*", both in relation to revenue from theatres and in terms of international sales. Revenue for the six months ended 30 June 2024 was also impacted by the positive scope effect attributable to the acquisition of Orange Studio which has been fully consolidated since 1 February 2024.

Dailymotion's revenue also increased, mainly due to the outcome of different successful initiatives and market trends: (i) ongoing development of the in-house sales force in North America and EMEA; (ii) investments in technological assets and services; (iii) increase in market cost per thousand views for open auction advertising sales; and (iv) development of the Dailymotion Pro B2B SaaS offer.

(d) Revenues by activity and customer location

The following table shows the breakdown of revenue by activity for the six-month periods ended 30 June 2024 and 2023. Revenues from subscriptions, content sales and advertising increased, for the reasons explained by operating segment above.

The revenue increases in these types of activities are explained in relation to each operating segment above.

	Six-month period ended 30 June				**Increase / (decrease)**	
	2024		**2023**		**H1 2024 vs H1 2023**	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Subscriptions	2,600	81.5%	2,494	82.2%	106	4.2%
Advertising, content sales and other	590	18.5%	539	17.8%	51	9.5%
Total combined revenues	**3,190**	**100%**	**3,034**	**100%**	**157**	**5.2%**

(1) As a percentage of combined revenues.

The following table shows the breakdown of revenue by customer location for the six-month periods ended 30 June 2024 and 2023. The customers of the Content, Production and Other segment are located in both France and the Rest of the World.

	Six-month period ended 30 June				**Increase / (decrease)**	
	2024		**2023**		**H1 2024 vs H1 2023**	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
France	1,912	59.9%	1,884	62.1%	29	1.5%
Rest of World	1,278	40.1%	1,150	37.9%	128	11.1%
Total combined revenues	**3,190**	**100%**	**3,034**	**100%**	**157**	**5.2%**

(1) As a percentage of combined revenues.

(ii) Content costs

Content costs amounted to €1,909 million for the six months ended 30 June 2024 compared to €1,734 million for the six months ended 30 June 2023, i.e., an increase of €175 million or 10.1% (compared to an increase in revenue of 5.2% over the same period). This increase was mainly driven by (i) the increase in the cost of film rights (mostly in France) and television and audiovisual rights (mostly sports rights such as Premier League and French Rugby and the Ekstraklasa football league in Poland), (ii) the increase of expenses related to third-party platforms (mainly Netflix and the launch of AppleTV in mid-April 2023), (iii) the increase in author rights expenses, mainly in Europe, including a negative base effect related to the reversal of provisions in 2023, and (iv) the increase of expenses of the Content Production, Distribution and Other segment correlated to the revenue generated by theatrical releases and international sales. The trajectory of the increase in content costs versus 2023 is expected to flatten in the second half, in particular driven by the end of the French Ligue 1 agreement.

(iii) Technology, selling, general, administrative costs and others

Technology, selling, general, administrative costs and others amounted to €967 million for the six months ended 30 June 2024, compared to €988 million for the six months ended 30 June 2023, i.e., a decrease of €21 million or 2.1% (compared to an increase in revenue of 5.2% over the same period). This decrease was mainly driven by non-recurring items (mainly the release of a provision related to onerous contracts and litigation) and a positive base effect linked to ARCOM fines incurred in the six months ended 30 June 2023, partially offset by a slight increase in technical costs.

(iv) Impairment losses on intangible assets acquired through business combinations

Impairment losses on intangible assets acquired through business combinations were null both for the six months ended 30 June 2024 and the six months ended 30 June 2023.

(v) Adjusted EBIT (EBITA)

The following table presents a breakdown of Adjusted EBIT (EBITA) by operating segment for the six-month periods ended 30 June 2024 and 2023.

	Six-month period ended 30 June				Increase / (decrease)	
	2024		2023		2024	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Europe	178	56.9%	178	57.1%	(0)	(0.2%)
As a percentage of segment revenues	*7.4%*		*7.8%*			
Africa and Asia	114	36.4%	108	34.7%	6	5.3%
As a percentage of segment revenues	*21.6%*		*21.6%*			
Content Production, Distribution and Other	21	6.7%	26	8.2%	(5)	(18.0%)
As a percentage of segment revenues	*6.3%*		*8.5%*			
Total combined Adjusted EBIT (EBITA)	**312**	100%	**312**	100%	**1**	0.2%
As a percentage of total combined revenues	*9.8%*		*10.3%*			

(1) As a percentage of combined Adjusted EBIT (EBITA).

The Group's Adjusted EBIT (EBITA) amounted to €312 million in the six months ended 30 June 2024, increasing by €1 million or 0.2% compared to the six months ended 30 June 2023, reflecting stable figures in the Europe segment, an increase in the Africa and Asia segment and a decrease in the Content Production, Distribution and Other segment. On a constant currency and constant scope of consolidation basis, Adjusted EBIT (EBITA) decreased by 1.4% for the six months ended 30 June 2024, compared to the six months ended 30 June 2023.

(a) Europe

Europe segment Adjusted EBIT (EBITA) amounted to €178 million for the six months ended 30 June 2024, stable compared to the six months ended 30 June 2023. Adjusted EBIT (EBITA) margin slightly declined from 7.8% in the six months ended 30 June 2023 to 7.4% in the six months ended 30 June 2024.

The increase in revenues during the six-month period ended 30 June 2024 was offset primarily by an increase in content and programming costs in France and Poland (particularly in relation to costs arising from sports rights and SVOD platforms aggregation).

(b) Africa and Asia

Africa and Asia segment Adjusted EBIT (EBITA) increased by €6 million, or 5.3%, from €108 million in the six months ended 30 June 2023 to €114 million in the six months ended 30 June 2024. This increase reflected higher Adjusted EBIT (EBITA) in Africa, mainly due to the increase in revenues, which were partly offset by increased content costs and other expenses (including amortisation of GVA's FTTH investments and costs related to the roll-out in existing countries and launches in new countries). Adjusted EBIT (EBITA) margin amounted to 21.6% in the six months ended 30 June 2024, stable compared to the six months ended 30 June 2023.

(c) Content Production, Distribution and Other

Content Production, Distribution and Other segment Adjusted EBIT (EBITA) decreased by €5 million, or 18.0%, from €26 million in the six months ended 30 June 2023 to €21 million in the six months ended 30 June 2024. Studiocanal Adjusted EBIT (EBITA) slightly decreased, as the increase in revenue was offset by higher distribution and content costs, with a higher proportion of new films. Adjusted EBIT (EBITA) also decreased in Thema and Dailymotion (notably as a result of the reversal of a provision in 2023).

Adjusted EBIT (EBITA) margin for this segment also declined from 8.5% in the six months ended 30 June 2023 to 6.3% in the six months ended 30 June 2024.

(vi) Amortisation and impairment losses on intangible assets acquired through business combinations

Amortisation and impairment losses on intangible assets acquired through business combinations declined by €1 million from €24 million in the six months ended 30 June 2023 to €23 million in the six months ended 30 June 2023.

(vii) Operating Income (EBIT)

Due to the factors presented above, Operating Income (EBIT) amounted to €289 million in the six months ended 30 June 2024, compared to €287 million in the six months ended 30 June 2023 (up by €2 million or 0.7%). On the other hand, Operating Income (EBIT) margin decreased from 9.5% in the six months ended 30 June 2023 to 9.1% in the six months ended 30 June 2024.

(viii) Income (loss) from equity affiliates

Income from equity affiliates amounted to a loss of €70 million in the six months ended 30 June 2024 versus a loss of €60 million in the six months ended 30 June 2023.

The loss in the six months ended 30 June 2024 was mainly driven by the loss at MultiChoice (€42 million, including €9 million of amortisation resulting from business combinations, compared to €59 million in the six months ended 30 June 2023, including €9 million of amortisation resulting from business combinations), the loss at Viu, accounted for under the equity method as from 21 June 2023 (€18 million) and the loss at Viaplay, accounted for under the equity method as from 9 February 2024 (€10 million). The losses generated by MultiChoice reflect adverse economic and exchange rate environment (especially the Naira), losses incurred on cash remittances from its Rest of Africa markets (mainly Nigeria), and an increase in foreign exchange losses due to long term contracts in currencies other than MultiChoice's functional currency (relating to the rental of transponders and content primarily in US Dollars).

(ix) Interest expenses

Interest expenses amounted to €18 million in the six months ended 30 June 2024 versus €63 million in the six months ended 30 June 2023 (down by €46 million or 72%). This decrease was mainly driven by a decrease in interest expense incurred on borrowings from Vivendi in the six months ended 30 June 2024, as compared to the six months ended 30 June 2023.

In the six months ended 30 June 2023, interest expense incurred on borrowings from Vivendi (which amounted to €69 million) mainly related to Canal+ (€58 million), Dailymotion (€5 million), and GVA (€4 million).

In the six months ended 30 June 2024, interest expense incurred on borrowings from Vivendi (which amounted to €24 million) mainly related to Groupe Canal+ (€6 million), Dailymotion (€8 million), and GVA (€7 million). The decrease in interest expense relating to Canal+ is related to the conversion of Vivendi's loan to the Group into share capital in the amount of €3.4 billion on 16 April 2024. Since 30 June 2024, shareholder loan conversions amounting to €1,257 million were effected, relating to CanalOlympia, Dailymotion and Groupe Canal+ SA on 23 July 2024, 25 July 2024 and 30 September 2024, respectively. The remaining amount of the shareholder loans will be reimbursed to Vivendi prior to the Listing using the new €1,150,000,000 senior facilities agreement (comprised of a €400,000,000 term loan facility and a €750,000,000 revolving credit facility (see Paragraph 16 of Part XVIII (*Additional Information*)) entered into in July 2024. Vivendi's loan ceased to bear interest on 1 January 2024.

(x) Income from investments

Income from investments amounted to €0.7 million in the six months ended 30 June 2024, compared to null in the six months ended 30 June 2023.

(xi) Other financial income

Other financial income amounted to €1 million in the six months ended 30 June 2024 as compared to €6 million in the six months ended 30 June 2023, down by €5 million, mainly due to a €5 million foreign exchange gain in the six months ended 30 June 2023.

(xii) Other financial expenses

Other financial expenses amounted to €41 million in the six months ended 30 June 2024 as compared to €28 million in the six months ended 30 June 2023, up by €13 million or 46.4%.

The increase in other financial expenses in the six months ended 30 June 2024 compared to the corresponding period in 2023 mostly related to a €9 million increase in foreign exchange loss and the costs related to the arrangement of the financing for the acquisition of MultiChoice (including a negative effect of €7 million related to the adjustment on the fair value of a currency hedge option).

(xiii) Income tax

The income tax expense in the six months ended 30 June 2024 decreased by €3 million (or 2.7%) to €107 million, compared to €110 million in the corresponding period of the previous year, despite the €30 million increase of Earnings before taxes and before loss from equity affiliates in the same period. This reflected a lower estimated tax rate, mainly as a result of falling interest expenses, the deductibility of which is capped.

See also Notes 2.3 and 7 to the Unaudited Combined Financial Statements.

(xiv) Earnings

The earnings attributable to non-controlling interests amounted to €31 million in the six months ended 30 June 2024, as compared to €27 million in the six months ended 30 June 2023, up by €4 million. These non-controlling interests relate mainly to Poland (€13 million in the six months ended 30 June 2024 compared to €14 million in the six months ended 30 June 2023) and Antilles (€10 million in the six months ended 30 June 2024 compared to €10 million in the six months ended 30 June 2023).

Due to the factors described above (in particular, changes in line items below Operating Income (EBIT), including loss from equity affiliates and interest expense), earnings attributable to the Group's shareholders amounted to an income of €23 million in the six months ended 30 June 2024, as compared to an income of €5 million in the six months ended 30 June 2023, up by €18 million.

(B) *Comparison of Combined Earnings for the Years ended 31 December 2023 and 2022*

(i) Revenue

The Group's revenue amounted to €6,223 million in 2023 compared to €6,010 million in 2022, up €213 million or 3.5%. On a constant currency and constant scope of consolidation basis, revenue increased by 3.3% in 2023, compared to 2022. Revenues increased in each of the Group's operating segments.

The following table shows the breakdown of revenue by operating segment for the years ended 31 December 2023 and 2022.

	Year ended 31 December				Increase / (decrease)	
	2023		2022		2023 vs 2022	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Europe	4,640	74.6%	4,507	75%	132	2.9%
Africa and Asia	1,002	16.1%	970	16.1%	32	3.3%
Content Production, Distribution and Other	713	11.5%	654	10.9%	59	9.1%
Eliminations	(131)	(2.1%)	(121)	(2%)	(11)	(8.8)%
Total combined revenues	**6,223**	**100%**	**6,010**	**100%**	**213**	**3.5%**

(1) As a percentage of combined revenues.

(a) *Europe*

Europe segment revenues increased by €133 million, or 2.9%, from €4,507 million in 2022 to €4,640 million in 2023. This increase in revenues was mainly driven by an increase in subscribers (which increased by 465 thousand or 2.8%, from 16,411 thousand in 2022 to 16,876 thousand in 2023). In particular:

In mainland France:

- Most of the revenue increase in 2023 related to DtoC subscription revenues (and, to a lesser extent, from wholesale subscription revenues). With respect to DtoC revenues, there was a strong increase in revenues from subscriptions on a commitment basis, driven by the price increase that started in the fourth quarter of 2022 and was applied to customers progressively at the relevant contract renewal date (resulting in a 6% increase in ARPU). Revenues from subscriptions on a no-commitment basis also increased in 2023 thanks to the success of special youth (i.e., under 26 years old) products offering a 50% discount (with a strong marketing campaign launched in March 2023), which fuelled subscriber base growth (ARPU on no-commitment subscription offers also increased by 10%).
- Such increase was partially offset by the negative impact of the end of the Premier League sublicense (in 2022, the Group received sublicensing revenues for six months) and by a decrease in revenue in advertising-supported television

in France, particularly in C8 and CNews, especially during the first semester of 2023, due to difficult market conditions affecting all market players.

In Poland, the number of DtoC subscribers decreased slightly but the overall subscriber base increased thanks to robust performance in December 2023, as well as a significant increase in wholesale subscribers.

The number of M7 subscribers increased in particular due to an increase in wholesale subscribers thanks to several significant wholesale contracts in 2022 and 2023.

The number of subscribers in the Overseas Territories declined, reflecting difficult market conditions, with the political context in Haiti, electricity issues in the Comoros and low purchasing power and competition in multiple markets, compared to 2022, which had benefitted from the broadcasting of the World Cup.

(b) Africa and Asia

Africa and Asia segment revenue amounted to €1,002 million in 2023, representing a 3.3% increase, compared to revenue of €970 million in 2022. Overall, subscribers in the Africa and Asia segment increased by 513 thousand or 5.7%, from 8,944 thousand in 2022 to 9,456 thousand in 2023. This increase generally reflected growth in the Africa pay-tv market in the absence of any major sports event in 2023 (unlike in 2022 when the football World Cup drove new subscriptions in markets across the segment). There was robust organic growth in GVA's markets, alongside the launch of GVA's services in a new country (Uganda). This increase was mitigated by a decrease in subscriptions in Asia, as the structural decrease in DTH television broadcasting in Vietnam (which reflected the rollout of FTTH and the resulting increased competition from ISPs and piracy) and the impact of the political and economic environment in Myanmar were partially offset by an increase in OTT media services and wholesale distribution subscribers.

(c) Content Production, Distribution and Other

Content Production, Distribution and Other segment revenue increased by €59 million, or 9.1%, from €654 million in 2022 to €713 million in 2023.

This increase mostly related to Studiocanal, driven by the successful theatrical release of new films in Australia/New Zealand ("*John Wick 4*"), France (e.g., over 4 million theatre admissions for "*Alibi.com 2*", 1.2 million admissions for "*All Your Faces*", and 1.1 million admissions for "*The Animal Kingdom*") and Germany ("*Miraculous*" and "*Saw X*") as well as strong international sales of global hits such as "*Retribution*" and "*Role Play*".

Dailymotion's revenue also increased, mainly as a result of (i) the entry into new strategic publishers deals in all major territories; (ii) the development of the in-house sales force, mainly in North America and EMEA; and (iii) investments in technological assets and services (advertising supply side platform, own and operated properties, video player and SaaS offer).

(d) Revenues by activity and customer location

The following table shows the breakdown of revenue by activity for the years ended 31 December 2023 and 2022. Revenues from subscriptions and content sales increased, while revenues from advertising and merchandising declined, for the reasons explained by operating segment above.

(in millions of Euros, except percentages)	Year ended 31 December 2023	(1)	2022	(1)	Increase / (decrease) 2023 vs 2022 Amount	%
Subscriptions	5,048	81.1%	4,842	80.6%	206	4.2%
Advertising, content sales and other	1,176	18.9%	1,168	19.4%	8	0.7%
Total combined revenues	**6,223**	**100%**	**6,010**	**100%**	**213**	**3.5%**

(1) As a percentage of combined revenues.

The following table shows the breakdown of revenue by customer location for the years ended 31 December 2023 and 2022. The customers of the Content, Production and Other segment are located in both France and the Rest of the World.

(in millions of Euros, except percentages)	Year ended 31 December 2023	(1)	2022	(1)	Increase / (decrease) 2023 vs 2022 Amount	%
France	3,747	60.2%	3,643	60.6%	104	2.9%
Rest of World	2,476	39.8%	2,367	39.4%	109	4.6%
Total combined revenues	**6,223**	**100%**	**6,010**	**100%**	**213**	**3.5%**

(1) As a percentage of combined revenues.

(ii) Content costs

Content costs amounted to €3,725 million in 2023 compared to €3,547 million in 2022, i.e., an increase of €178 million or 5.0% (compared to an increase in revenue of 3.5% over the same period). This increase was mainly driven by (i) the increase of film and television audiovisual rights, (ii) the increase of expenses related to third party platforms (Disney+, Netflix and AppleTV), and (iii) the increase of expenses of the Content Production, Distribution and Other segment correlated to the revenue generated by theatrical releases and international sales. Content costs in 2022 also included the reversal of an unused provision in film content costs amounting to €52 million, which contributed 1.5% of the increase in content costs. The remainder of the increase in content costs between 2023 and 2022 amounted to 3.5%, in line with the increase in revenues.

(iii) Technology, selling, general, administrative costs and others

Technology, selling, general, administrative costs and others amounted to €2,021 million in 2023, relatively stable compared to €2,006 million in 2022, i.e., an increase of €15 million or 0.7% (compared to an increase in revenue of 3.5% over the same period).

This increase was mainly driven by an increase in technical costs in connection with the development projects pertaining to the Canal+ OTT platform and customer relationship management tools, which were partially offset by a decrease in selling costs.

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(iv) Impairment losses on intangible assets acquired through business combinations

Impairment losses on intangible assets acquired through business combinations were €2 million in 2023; no impairment losses on intangible assets acquired through business combinations were recognised in 2022.

(v) Adjusted EBIT (EBITA)

The following table presents a breakdown of Adjusted EBIT (EBITA) by operating segment for the years ended 31 December 2023 and 2022.

	Year ended 31 December				**Increase / (decrease)**	
	2023		**2022**		**2023 vs 2022**	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Europe	201	42.5%	204	45.9.0%	(3)	(1.5%)
As a percentage of segment revenues	*4.3%*		*4.5%*			
Africa and Asia	212	44.9%	196	44.1.%	16	8.3%
As a percentage of segment revenues	*21.2%*		*20.2%*			
Content Production, Distribution and Other	59	12.6%	44	10.0%	15	33.3%
As a percentage of segment revenues	*8.3%*		*6.8%*			
Total combined Adjusted EBIT (EBITA)	**472**	**100%**	**444**	**100%**	**28**	**6.3%**
As a percentage of total combined revenues..................	***7.6%***		***7.4%***			

(1) As a percentage of combined Adjusted EBIT (EBITA).

The Group's Adjusted EBIT (EBITA) amounted to €472 million in 2023, compared to €444 million in 2022, an increase of €28 million or 6.3%, reflecting increases in the Africa and Asia and Content Production, Distribution and Other segments, but a slight decline in the Europe segment. On a constant currency and constant scope of consolidation basis, Adjusted EBIT (EBITA) increased by 4.9% in 2023, compared to 2022.

(a) Europe

Europe segment Adjusted EBIT (EBITA) declined by €3 million, or 1.5%, from €204 million in 2022 to €201 million in 2023. Adjusted EBIT (EBITA) margin also declined slightly from 4.5% in 2022 to 4.3% in 2023.

The increase in revenues was offset primarily by an increase in content/programming costs in France (with respect to films and the redistribution of content such as Disney, Netflix, AppleTV, beIN Sports), in Poland (due to aggregation of Viaplay streaming content and renewal of certain football rights) and at M7 (related to the renewal of Premier League rights and costs associated with the roll-out of Canal+ premium offers in Austria). Adjusted EBIT (EBITA) improved slightly in the Overseas Territories mainly thanks to improved cost control.

(b) Africa and Asia

Africa and Asia segment Adjusted EBIT (EBITA) increased by €16 million, or 8.3%, from €196 million in 2022 to €212 million in 2023. This increase was mainly due to the increase in revenues and a decrease in variable distribution costs in Africa, partially offset by increased programming and technical costs (including amortisation of GVA's FTTH investments). Adjusted EBIT (EBITA) margin improved from 20.2% in 2022 to 21.2% in 2023.

(c) Content Production, Distribution and Other

Content Production, Distribution and Other segment Adjusted EBIT (EBITA) increased by €15 million, or 33.3%, from €44 million in 2022 to €59 million in 2023. The increase reflected mainly an increase at Studiocanal due to higher revenues (which leads to higher content amortisation costs), despite higher distribution and content costs. Adjusted EBIT (EBITA) margin improved from 6.8% in 2022 to 8.3% in 2023 due to contained content costs despite a higher proportion of new films. Dailymotion recorded negative Adjusted EBIT (EBITA) but for a lesser amount compared to 2022, due mainly to increased sales.

(vi) Amortisation and impairment losses on intangible assets acquired through business combinations

Amortisation and impairment losses on intangible assets acquired through business combinations declined by €7 million from €53 million in 2022 to €46 million in 2023, mainly due to the termination in 2023 of the amortisation of SPI's customer base.

(vii) Operating Income (EBIT)

Due to the factors presented above, Operating Income (EBIT) amounted to €426 million for 2023 versus €391 million for 2022 (up by €36 million or 9.1%). Operating Income (EBIT) margin also improved to 6.8% in 2023, compared to 6.5% in 2022.

(viii) Income (loss) from equity affiliates

Income (loss) from equity affiliates amounted to a loss of €104 million for 2023 versus a loss of €9 million for 2022. The loss in 2023 was mainly driven by the loss at MultiChoice (€89 million, including €17 million of amortisation resulting from business combinations) and the loss at Viu, accounted for under the equity method as from 21 June 2023 (€14 million, including €3 million of amortisation resulting from business combinations). The loss at MultiChoice was due to increasing investment by MultiChoice in its OTT platform Showmax, adverse economic and exchange rate environment (especially the Naira), losses incurred on cash remittances from its Rest of Africa markets (mainly Nigeria), a significant impairment recorded with respect to its equity interest investment in a Nigerian sports betting company and revaluation of USD denominated transponder leases and the non-equity foreign exchange losses on the intergroup loans with MultiChoice Nigeria.

(ix) Interest expenses

Interest expenses amounted to €158 million for 2023 versus €33 million for 2022 (up by €125 million or 378%). This increase was mainly driven by an increase in interest expenses incurred on borrowings from Vivendi in 2023, as compared to 2022.

In 2023, interest expenses incurred on borrowings from Vivendi (which amounted to €168 million) mainly related to Canal+ (€141 million), Dailymotion (€12 million), and GVA (€11 million).

In 2022, interest expenses incurred on borrowings from Vivendi (which amounted to €39 million) mainly related to Canal+ (€33 million), Dailymotion (€3 million), and Group Vivendi Africa (€2 million).

The increase in interest expenses incurred on borrowings from Vivendi in 2023 compared to 2022 mostly reflects the increase in interest rates in 2023 (4.19% in 2023 compared to 1.27% in 2022) and, to a lesser extent, the increase in average borrowings from Vivendi by Canal+, Dailymotion and GVA (€4,023 million in 2023 compared to €3,193 million in 2022).

(x) Income from investments

Income from investments amounted to €0.3 million for 2023 versus €0.4 million for 2022, down by €0.1 million or 25%.

(xi) Other financial income

Other financial income amounted to €3 million in 2023 as compared to €7 million in 2022, down by €4 million mainly due to a non-recurring item in 2022 (notably, the reversal of a provision on a liability guarantee).

(xii) Other financial expenses

Other financial expenses amounted to €65 million in 2023 as compared to €39 million in 2022, up by €26 million or 67%.

In 2023, other financial expenses incurred mainly related to Canal+ (€50 million) and GVA (€11 million), and in 2022, other financial expenses incurred mainly related to Canal+ (€37 million).

The increase in other financial expenses in 2023 compared to 2022 mostly reflects a €13 million increase in other financial expenses originating from the Group and an €11 million increase in other financial expenses originating from GVA in 2023.

Other items amounted to €38 million in 2023, mostly consisting of €12 million in fees on acquisitions of securities, a €12 million change in the fair value of minority interest purchase commitments (relating to SPI International, corresponding to the difference between the definitive purchase price and debt), €9 million in financial charges on wire transfers in Africa and €3 million in financial guarantees relating to sports rights.

In 2022, other items totalled €18 million, mainly consisting of €5 million in fees on acquisitions of securities, €6 million in financial charges on wire transfers in Africa and €5 million in financial guarantees (mainly relating to sports rights).

(xiii) Income tax

Income tax amounted to €118 million in 2023, compared to €133 million in 2022, down by €15 million or 11%. This reflected slightly lower current income taxes in 2023, but a much higher effective income tax rate (57.1% in 2023, 40.7% in 2022 and 49.6% in 2021), which reflected the increase in the effective tax rate. The increase in effective tax rate was due, in particular, to the limit on the deductibility of interest charges (as interest charges increased significantly in 2023, compared to 2022) and the increase in tax loss in France, which were not recognised due to the tax integration agreement with Vivendi, pursuant to which the tax losses of certain Group entities that were, at the time, part of Vivendi's French tax group, were allocated to Vivendi, in the amount of €1,693 million in 2023 and €1,480 million in 2022. See also Note 7 to the Audited Combined Financial Statements.

(xiv) Earnings

The earnings attributable to non-controlling interests amounted to €45 million in 2023, as compared to €43 million in 2022, up by €2 million. These non-controlling interests relate mainly to Poland (€27 million in 2023 vs €29 million in 2022) and Antilles (€20 million in 2023 vs €19 million in 2022).

Due to the factors described above (in particular, changes in line items below Operating Income (EBIT), including loss of income from equity affiliates and interest expenses), earnings attributable to the Group's shareholders amounted to a loss of €61 million in 2023, as compared to income of €141 million in 2022, down by €202 million.

(C) Comparison of Combined Earnings for the Years ended 31 December 2022 and 2021

(i) Revenue

The Group's revenue amounted to €6,010 million in 2022 compared to €5,870 million in 2021, up €140 million or 2.4%. On a constant currency and constant scope of consolidation basis, revenue increased by 1.2% in 2023, compared to 2022. Revenues increased in the Europe and Africa and Asia segments, but decreased in the Content Production, Distribution and Other segment.

The following table shows the breakdown of revenue by operating segment for the years ended 31 December 2022 and 2021.

	Year ended 31 December				**Increase / (decrease)**	
	2022		**2021**		**2022 vs 2021**	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Europe	4,507	75%	4,420	75.3%	87	2%
Africa and Asia	970	16.1%	858	14.6%	112	13.0%
Content Production, Distribution and Other	654	10.9%	698	11.9%	(44)	(6.4%)
Eliminations and other	(121)	(2%)	(106)	(1.8%)	(15)	13.7%
Total combined revenues....................	**6,010**	**100%**	**5,870**	**100%**	**140**	**2.4%**

(1) As a percentage of combined revenues.

(a) Europe

Europe operating segment revenue increased by €87 million, or 2%, from €4,420 million in 2021 to €4,507 million in 2022. The number of subscribers also increased from 15,270 thousand in 2021 to 16,411 thousand in 2022 (by 1,141 thousand or 7.5%). This increase in revenue reflected the following:

In mainland France:

- A significant part of the increase in revenue in 2022 related to DtoC subscription revenues. In particular, there was a slight increase in revenue from committed subscriptions, resulting from positive trends in both average subscriber base and ARPU (including the initial effects of the price increase that started in the fourth quarter of 2022 and was applied to customers progressively at the relevant contract renewal date). Revenues from subscribers on a committed-basis also increased in 2022, driven by subscriber base growth (up by 40%, thanks to the success of the special youth (i.e., under 26 years old) offer) and an increase in

ARPU (by 8%). In addition, sublicensing revenues increased with the full year effect of the UEFA Champions League sublicense agreement with Altice (six months of sublicensing revenue in 2021 versus twelve months in 2022), offset by the negative impact of the end of the Premier League sublicense (12 months of sublicensing revenues in 2021 versus six months in 2022).

- Revenue in advertising-supported television remained relatively stable, increasing slightly.

In Poland, the number of both direct and wholesale subscribers increased, but revenues decreased due to adverse foreign exchange effects, due to the depreciation of the Zloty against the Euro.

The number of wholesale M7 subscribers increased as a result of the distribution agreement signed in September 2022 with Deutsche Telekom as well as a TV by Canal deal in Switzerland, while direct subscribers decreased compared to 2021. M7's revenues increased accordingly, and also due to the initial contribution from SPI International acquired during the year.

The number of subscribers in the Overseas Territories declined slightly, due to a decrease in prepaid subscribers, suffering from difficult market conditions, due to the complex political and economic context, particularly in Haiti. Postpaid subscribers remained relatively stable.

(b) Africa and Asia

Africa and Asia segment revenue amounted to €970 million in 2022, representing a 13.0% increase compared to revenue of €858 million in 2021. Overall, subscribers in the Asia and Africa segment increased by 726 thousand or 8.8% from 8,218 thousand in 2021 to 8,944 thousand in 2022. The number of pay-TV subscribers in Africa increased significantly, although the 2022 World Cup was available to subscribers through a third-party channel carriage agreement. ARPU declined slightly as subscriber growth in Africa was mainly on lower price packages, which had a dilutive effect on ARPU. GVA experienced strong organic growth in 2022, alongside the positive full year effect of launches in new countries in 2021 (Burkina Faso and Democratic Republic of Congo). Subscribers declined in Asia, mainly as a result of a decrease in retail subscriptions in Vietnam, which was offset by an increase in prices.

(c) Content Production, Distribution and Other

Content Production, Distribution and Other segment revenue decreased by €44 million, or 6.4%, from €698 million in 2021 to €654 million in 2022.

At Studiocanal, the decrease in revenue was driven mainly by a decrease in the number of films released compared to 2021, due mainly to a delay in the release of several English-language films, which were pushed to 2023 for production or commercial reasons. This was partially mitigated by the successful theatrical release of several French-language films (particularly "En Corps", "Goliath", "Super-héros malgré lui" and "Novembre").

Revenue from the exploitation of the film catalogue increased in 2022, supported by good performance in ancillary activities (such as video clips, music and licensing, remake rights, and TV SVOD services), particularly in the UK, which compensated for the decrease in revenue from video on demand services.

Revenue from new series decreased in 2022 as a result of a decrease in the number of series produced. Revenues from the series catalogue remained relatively stable.

Revenue in Dailymotion increased, mainly the result of (i) the signature of new strategic publisher deals in all major territories; (ii) the development of the in-house sales force, mainly in North America and EMEA; and (iii) the investments in the technological assets and services (advertising supply side platform, own and operated properties, video player and SaaS offer).

(d) Revenues by activity and customer location

The following table shows the breakdown of revenue by activity for the years ended 31 December 2022 and 2021. Revenues from subscriptions, advertising and other increased, while revenues from intellectual property licensing declined, for the reasons explained by operating segment above.

	Year ended 31 December				**Increase / (decrease)**	
	2022		**2021**		**2022 vs 2021**	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Subscriptions	4,842	80.6%	4,670	79.6%	172	3.7%
Advertising, content sales and other	1,168	19.4%	1,200	20.4%	(32)	(2.7)%
Total combined revenues	**6,010**	**100%**	**5,870**	**100%**	**140**	**2.4%**

(1) As a percentage of combined revenues.

The following table shows the breakdown of revenue by customer location for the years ended 31 December 2022 and 2021.

	Year ended 31 December				**Increase / (decrease)**	
	2022		**2021**		**2022 vs 2021**	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
France	3,643	60.6%	3,586	61.1%	57	1.6%
Rest of World	2,367	39.4%	2,284	38.9%	83	3.7%
Total combined revenues	**6,010**	**100%**	**5,870**	**100%**	**140**	**2.4%**

(1) As a percentage of combined revenues.

(ii) Content costs

Content costs amounted to €3,547 million in 2022 compared to €3,432 million in 2021, i.e., an increase of €115 million or 3.4% (compared to an increase in revenue of 2.4% over the same period). This increase was mainly driven by an increase in film and television audiovisual rights (especially due to the full year effect of UEFA Champions League rights acquisition), which was offset by a decrease in expenses of the Content Production, Distribution and Other segment, correlated to the decrease in revenues generated by theatrical releases and international sales. In addition, content costs in 2022 also included the reversal of an unused provision in film content costs for €52 million.

(iii) Technology, selling, general, administrative costs and others

Technology, selling, general, administrative costs and others amounted to €2,006 million in 2022, relatively stable compared to €2,013 million in 2021.

(iv) Adjusted EBIT (EBITA)

The following table presents a breakdown of Adjusted EBIT (EBITA) by operating segment for the years ended 31 December 2022 and 2021.

	Year ended 31 December				**Increase / (decrease)**	
	2022		**2021**		**2022 vs 2021**	
(in millions of Euros, except percentages)		*(1)*		*(1)*	*Amount*	*%*
Europe	204	45.9.%	218	54.4%	(14)	(6.4%)
As a percentage of segment revenues	*4.5%*		*4.9%*			
Africa and Asia	196	44.1%	159	39.8%	37	22.9%
As a percentage of segment revenues	*20.2%*		*18.6%*			
Content Production, Distribution and Other	44	10.0%	24	5.9%	21	88.7%
As a percentage of segment revenues	*6.8%*		*3.4%*			
Total combined Adjusted EBIT (EBITA)	**444**	**100%**	**401**	**100%**	**43**	**10.8%**
As a percentage of total combined revenues	***7.4%***		***6.8%***			

(1) As a percentage of combined Adjusted EBIT (EBITA).

The Group's Adjusted EBIT (EBITA) amounted to €444 million in 2022, compared to €401 million in 2021, an increase of €43 million or 10.8%, reflecting increases in the Africa and Asia and Content Production, Distribution and Other segments but a decline in the Europe segment. On a constant currency and constant scope of consolidation basis, Adjusted EBIT (EBITA) increased by 8.1% in 2022, compared to 2021.

(a) Europe

Europe segment Adjusted EBIT (EBITA) declined by €14 million, or 6.4%, from €218 million in 2021 to €204 million in 2022. Adjusted EBIT (EBITA) margin also declined from 4.9% in 2021 to 4.5% in 2022. This decrease reflected a decline in Adjusted EBIT (EBITA) in France paid television due to the full-year effects of the acquisition of UEFA Champions League rights (there was a significant increase in costs in 2022, whereas increases in revenues only materialise progressively over time).

(b) Africa and Asia

Africa and Asia segment Adjusted EBIT (EBITA) increased by €37 million, or 22.9%, from €159 million to €196 million in 2022. This increase reflected increases in Africa, mainly due to the increase in revenues, offset by increased distribution costs (both as a result of an increase in volume of new subscriptions and a higher equipment subsidy provided to subscribers), programming costs, tax expenses and other expenses (including amortisation of GVA's FTTH investments). Adjusted EBIT (EBITA) margin improved to 20.2% in 2022 from 18.6% in 2021.

(c) Content Production, Distribution and Other

Content Production, Distribution and Other segment Adjusted EBIT (EBITA) increased by €21 million, or 88.7%, from €24 million in 2021 to €44 million in 2022. The increase reflected mainly an Adjusted EBIT (EBITA) increase at Studiocanal, due to an increase in profitability and a favourable mix of product lines (stronger weight of catalogue revenues in 2022, which have a higher margin than new productions).

(v) Amortisation and impairment losses on intangible assets acquired through business combinations

Amortisation and impairment losses on intangible assets acquired through business combinations increased by €7 million from €46 million in 2021 to €53 million in 2022, due to the amortisation of the customer base in relation to the acquisition of SPI International in 2022.

(vi) Operating Income (EBIT)

Due to the factors presented above, Operating Income (EBIT) amounted to €391 million for 2022, compared to €355 million in 2021 (up by €36 million or 10.0%). Operating Income (EBIT) margin also increased from 6% in 2021 to 6.5% in 2022.

(vii) Income (loss) from equity affiliates

Income (loss) from equity affiliates amounted to a loss of €9 million for 2022, compared to an income of €1 million in 2021, mainly driven by the negative contribution of a loss of €11 million from MultiChoice, accounted for under the equity method since 1 January 2022. The loss at MultiChoice in 2022 was driven by €13 million of amortisation resulting from business combinations, only partially offset by the Group's share of income of €2 million.

(viii) Interest expenses

Interest expenses amounted to €33 million for 2022, compared to €27 million in 2021 (up by €6 million or 22.2%). This increase was mainly driven by an increase in interest rates in 2022 (1.27% in 2022 compared to 1.00% in 2021) and an increase in average borrowings from Vivendi by Canal+, Dailymotion and GVA (€3,193 million in 2022, compared to €2,786 million in 2021).

In 2022, interest expenses incurred on borrowings from Vivendi (which amounted to €39 million) mainly related to Canal+ (€33 million), Dailymotion (€3 million), and GVA (€2 million).

In 2021, interest expenses incurred on borrowings from Vivendi essentially related to Canal+ (€23 million), Dailymotion (€2 million), and GVA (€1 million).

(ix) Income from investments

Income from investments amounted to €0.4 million for 2022, down by €21.6 million or 98.2% compared to €22 million in 2021. In 2021, the majority of the Group's income from investments consisted of dividends received from MultiChoice, which has been accounted for under the equity method since 1 January 2022.

(x) Other financial income

Other financial income amounted to €7 million in 2022, compared to €9 million in 2021, down by €2 million or 22.2%, mainly due to a reduction in the capital gain and revaluation on financial investments and in foreign exchange gain.

(xi) Other financial expenses

Other financial expenses amounted to €39 million in 2022, compared to €45 million in 2021, down by €6 million or 13.3%.

In 2022, other financial expenses incurred mainly related to Canal+ (€37 million) and, in 2021, other financial expenses incurred mainly related to Canal+ (€39.6 million) and Dailymotion (€4.1 million).

In 2022, other items totalled €18 million, mainly consisting of €5 million in fees on acquisitions of securities, €6 million in financial charges on wire transfers in Africa and €5 million in financial guarantees (mainly relating to sports rights).

In 2021, other items totalled €36 million, including a provision linked to the compensation of Universal Music Group disposal impact on non-vested share plans (with reversal in 2022 and 2023), acquisitions fees of securities, financial charges on wire transfers in Africa and charges for guarantees (mainly relating to sports rights).

(xii) Income tax

Income tax amounted to €133 million in 2022, compared to €157 million in 2021, down by €24 million or 15.3%. This reflected an increase in deferred income tax in France and Europe in 2022 and a lower effective tax rate in 2022, due mainly to a lower French statutory tax rate. See also Note 7 to the Audited Combined Financial Statements.

(xiii) Earnings

The earnings attributable to non-controlling interests amounted to €43 million in 2022, compared to €39 million in 2021, up by €4 million or 10.3%. These non-controlling interests relate mainly to Poland (€29 million in 2022 and 2021) and Antilles (€19 million in 2022 and €18 million in 2021).

Due to the factors described above, earnings attributable to the Group's shareholders increased from €119 million in 2021 to €141 million in 2022.

1.4 Trading Update

The following table shows the breakdown of the Group's revenues by operating segment for the nine months ended 30 September 2024 and 30 September 2023:

	Nine-month period ended 30 September (unaudited figures)				Increase / (decrease)		
	2024		2023		9M 2024 vs 9M 2023		
(in millions of Euros, except percentages)		(1)		(1)	%	% (at constant currency)	% (at constant currency and scope of consolidation)
Europe	3,544	75.1%	3,437	75.2%	+3.1%	+2.3%	+1.6%
Africa and Asia	779	16.5%	748	16.4%	+4.2%	+4.6%	+4.6%
Content Production, Distribution and Other	482	10.2%	466	10.2%	+3.3%	+2.7%	+0.9%
Eliminations	(85)	(1.8)%	(78)	(1.7)%			
Total combined revenues	**4,720**	**100%**	**4,573**	**100%**	**+3.2%**	**+2.6%**	**+1.9%**

(1) As a percentage of combined revenues.

During the first nine months of 2024, the Group's revenue amounted to €4,720 million, reflecting an increase of 3.2% compared to the same period in 2023 (1.9% at constant currency and scope of consolidation). This growth was driven by all of the Group's operating segments. Revenue from the Europe segment for the first nine months of 2024 increased by 3.1% year-over-year (1.6% at constant currency and scope of consolidation), growing across all geographies, particularly driven by an increase in the DtoC subscriber base in France. Revenue from the Africa and Asia segment for the first nine months of 2024 increased by 4.2% compared to the same period in 2023 (4.6% at constant currency and scope of consolidation), driven by further growth in the subscriber base in Africa. Revenue from the Content Production, Distribution, and Other segment for the first nine months of 2024 increased by 3.3% from the same period in 2023 (0.9% at constant currency and scope of consolidation), driven by growth for both Dailymotion and Studiocanal (with an increase in terms of Studiocanal's films, series and catalogue revenues).

The following table shows the breakdown of the Group's revenues by operating segment for the three months ended 30 September 2024 and 30 September 2023:

(in millions of Euros, except percentages)	Three-month period ended 30 September (unaudited figures)				Increase / (decrease)		
	2024		2023		Q3 2024 vs Q3 2023		
		(1)		(1)	%	% (at constant currency)	% (at constant currency and scope of consolidation)
Europe	1,154	75.5%	1,152	74.8%	+0.2%	(0.3)%	(1.0)%
Africa and Asia	251	16.4%	248	16.1%	+1.3%	+1.5%	1.5%
Content Production, Distribution and Other	149	9.7%	165	10.7%	(9.6)%	(16.8)%	(18.0)%
Eliminations	(25)	(1.6)%	(25)	(1.6)%			
Total combined revenues	**1,529**	**100%**	**1,540**	**100%**	**(0.7)%**	**(1.0)%**	**(1.7)%**

(1) As a percentage of combined revenues.

1.5 Qualitative and quantitative assessment of market risks

For a description of the Group's management of interest rate risk and foreign currency risk, see Note 23 to the Audited Combined Financial Statements.

1.6 Key accounting principles

Preparation of financial statements involves estimates and assumptions by the Group's Management based on the information available at the time of their preparation and which impact the amounts published. Results recorded in subsequent periods may differ from such estimates. See Note 2.3.2 to the Audited Combined Financial Statements.

2. LIQUIDITY AND CAPITAL RESOURCES

2.1 Information about the Group's cash

(A) General Overview

The Group considers that cash flows generated by its operating activities, cash surpluses, net of cash used to reduce its loss, as well as cash available through undrawn bank credit facilities (please refer to Note 23 to the Audited Combined Financial Statements) will be sufficient to cover its operating expenses and investments, debt service, payment of income taxes and distribution of dividends, as well as its investment projects, for the next twelve months.

The Group's activities generate significant cash flows from operations, which enables it to finance its investments related to acquisitions of telecommunications devices and set-top boxes for its customers, as well as content assets.

As of 31 December 2023, short-term borrowings from Vivendi amounted to €4,143 million. Vivendi's loan to Canal+ was partially converted into share capital in an amount of €3.4 billion on 16 April 2024. As of 30 June 2024, short-term borrowings from Vivendi amounted to €1,195 million. Vivendi's loans to CanalOlympia, Dailymotion and to Groupe Canal+ SA were converted into share capital on 23 July 2024, 25 July 2024 and 30 September 2024, respectively, in an aggregate amount of €1,257 million. The remaining amount of the shareholder loans will be reimbursed to Vivendi prior to the Listing using the new €1,150,000,000 senior facilities agreement (comprised of a €400,000,000 term loan facility and a €750,000,000 revolving credit facility (see Paragraph 16 of Part XVIII (*Additional Information*)), entered into in July 2024.

In addition, in connection with the Multichoice Offer and to cover the bank guarantee provided in connection therewith, Canal+ entered into a credit facility, which may be utilised by way of the drawing of loans and the issue of a letter of credit, up to a maximum amount of €1,900 million. Vivendi acted as guarantor (*caution solidaire*) in respect of Canal+ obligations under the credit facility, Canal+ being the primary obligor; Canal+ also set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount of €1,200 million.

(B) *Combined Financial Position as of 30 June 2024 and 31 December 2023*

(i) Non-current assets

Non-current assets increased by €463 million or 7.8% as of 30 June 2024 (€6,436 million), compared to 31 December 2023 (€5,973 million), mainly driven by an increase in non-current content assets (mainly relating to film and television costs and sports rights), investments in equity affiliates (mainly relating to MultiChoice, Viu and Viaplay) and deferred tax assets, which were partially mitigated by a decrease in property and equipment and rights-of-use relating to leases.

(ii) Current assets

Current assets decreased by €253 million or 8.6% as of 30 June 2024 (€2,686 million), compared to 31 December 2023 (€2,939 million), mainly driven by a decrease in inventories and current content assets, which was partially mitigated by an increase in trade account receivables and others, other current financial assets and cash and cash equivalents.

(iii) Non-current liabilities

Non-current liabilities decreased by €10 million or 1.5% as of 30 June 2024 (€664 million), compared to 31 December 2023 (€674 million), mainly driven by a decrease in long-term borrowings and other financial liabilities (including a decrease in derivative financial instruments) and long term lease liabilities, partly mitigated by an increase in non-current provisions (mainly relating to litigations and losses on onerous contracts).

(iv) Current liabilities

Current liabilities decreased by €3,234 million or 45.6% as of 30 June 2024 (€3,864 million), compared to 31 December 2023 (€7,098 million), mainly due to a significant decrease in short-term borrowings from Vivendi as a result of the partial conversion into share capital of Vivendi’s loan (please see “(C) Borrowings and Financial Liabilities” below).

(C) *Borrowings and Other Financial Liabilities*

The following table presents the Group’s borrowings and other financial liabilities as of 30 June 2024 and 31 December 2023, 2022 and 2021:

	As of 30 June 2024	As of 31 December		
		2023	2022	2021
(in millions of Euros)				
Intercompany borrowings	**1,195**	**4,143**	**3,560**	**2,925**
Bonds	-	-	-	-
Bank credit facilities	13	14	17	23
Short-term marketable securities	-	-	-	-
Bank overdrafts	11	9	5	4
Accrued interest	0	-	-	-
Cumulative effect of amortised cost	-	-	-	-
Other	4	8	10	8
Borrowings at amortised cost	**28**	**31**	**32**	**35**
Commitments to purchase non-controlling interests	29	30	65	29
Derivative financial instruments	21	22	8	6
Borrowings and other financial liabilities	**1,273**	**4,226**	**3,665**	**2,995**
Lease liabilities	197	223	229	216

As of 31 December 2023, intercompany borrowings corresponded to short-term borrowings from Vivendi and totalled €4,143 million. Vivendi's loan to Canal+ was partially converted into share capital in an amount of €3.4 billion on 16 April 2024. As of 30 June 2024, short-term borrowings from Vivendi amounted to €1,195 million. Vivendi's loans to CanalOlympia, Dailymotion and to Groupe Canal+ SA were converted into share capital on 23 July 2024, 25 July 2024 and 30 September 2024, respectively, in an aggregate amount of €1,257 million. The remaining amount of the shareholder loans will be reimbursed to Vivendi prior to the Listing using the new €1,150,000,000 senior facilities agreement (comprised of a €400,000,000 term loan facility and a €750,000,000 revolving credit facility (see Paragraph 16 of Part XVIII (*Additional Information*)) entered into in July 2024.

In addition, on 3 April 2024, the Group entered into a bridge facility agreement, for a maximum amount of up to €1,900 million, for purposes of financing the MultiChoice Offer and counter-guaranteeing the bank guarantee provided in connection with the MultiChoice Offer. Vivendi acted as guarantor (*caution solidaire*) in respect of the Group's obligations under the bridge facility, the Group being the primary obligor. See Note 23 to the Audited Combined Financial Statements and paragraph 16 of Part XVIII (*Additional Information*).

Lease liabilities related to real estate leases, including Canal+'s headquarters.

(D) *Cash flows*

The following table sets forth a summarised statement of combined cash flows in the six-month periods ended 30 June 2024 and 2023 and the years ended 31 December 2023, 2022 and 2021:

	Six-month period ended 30 June		Year ended 31 December		
	2024	2023	2023	2022	2021
(in millions of Euros)					
Net cash provided by operating activities	315	320	500	405	654
Net cash provided by/(used for) investing activities	(673)	(523)	(743)	(819)	(539)

	Six-month period ended 30 June		Year ended 31 December		
	2024	2023	2023	2022	2021
Net cash provided by/(used for) financing activities	375	199	299	505	(75)
Foreign currency translation adjustments	1	(1)	(5)	-	1
Change in cash and cash equivalents	17	(5)	51	91	40
Cash and cash equivalents at the beginning of the period	334	282	282	191	151
Cash and cash equivalents at the end of the period	350	278	334	282	191

(i) Net cash provided by operating activities

Net cash provided by operating activities is calculated using the indirect method based on Operating Income (EBIT). Operating Income (EBIT) is adjusted for non-cash items and changes in net working capital. Net cash provided by operating activities excludes the cash impact of financial charges and income and net changes in working capital related to property and equipment, and intangible assets.

Net cash provided by operating activities amounted to €315 million in the six months ended 30 June 2024, relatively stable compared to €320 million in the six months ended 30 June 2023, primarily reflecting a slight increase in Operating Income (EBIT) and lower income taxes paid, offset by an increase in net content investments as well as a less positive impact of other changes in working capital.

Net cash provided by operating activities amounted to €500 million for the year ended 31 December 2023, compared to €405 million for the year ended 31 December 2022, primarily reflecting the increase in Operating Income (EBIT), a reduction in net content investments (resulting from a sports rights deposit paid in 2022) and lower income taxes paid, as well as the impact of changes in working capital (including as a result of a payment made in relation to the Parabole litigation in 2022, see Note 27 to the Audited Combined Financial Statements).

Net cash provided by operating activities amounted to €405 million for the year ended 31 December 2022, compared to €654 million for the year ended 31 December 2021, primarily reflecting a significant increase in net content investments (a sports rights deposit paid in 2022) and an increase in net income tax paid partially offset by the increase in Operating Income (EBIT) and the impact of changes in working capital (including as a result of a payment made in relation to the Parabole litigation in 2022, see Note 27 to the Audited Combined Financial Statements).

(ii) Content investments, net

Net content investments represented an outflow of €58 million in the six months ended 30 June 2024, compared to an outflow of €50 million in the six months ended 30 June 2023, i.e. an increase of €8 million in the six months ended 30 June 2024.

Net content investments represented an outflow of €122 million in 2023, compared to an outflow of €194 million in 2022 and an inflow of €84 million in 2021. These mainly related to a sports rights deposit and the acquisition of UEFA Champions League rights in France paid in 2022.

(iii) Impact of other changes in working capital

The change in the Group's other working capital consists of flows related to debts and trade accounts receivables and payables and changes in inventories, all of which may generate strong variations from one fiscal year to the next, especially due to the payment schedule.

(iv) Income tax (paid)/received, net

The tax expense payable by the Group consists of the payment of provisional instalments owed, the settlement of the previous year's tax and, in some countries where the Group operates, the settlement of withholding taxes.

In the six months ended 30 June 2024, the Group paid €57 million of income tax, compared to €69 million in the six months ended 30 June 2023.

In 2023, the Group paid €141 million of income tax, compared to €167 million in 2022 and €92 million in 2021.

(v) Net Cash used for investing activities

Net cash used for investing activities includes capital expenditures related to property and equipment, and intangible assets, Purchases of consolidated companies, after acquired cash, investments in equity affiliate. It also includes proceeds from sales of property, plant, equipment and intangible assets, dividends received from equity affiliate and unconsolidated companies and Increase (decrease) in financial assets.

Net cash used for investing activities totalled €673 million in the six months ended 30 June 2024, compared to €523 million in the six months ended 30 June 2023. The increase reflected an increase of €202 million in investments in equity affiliates, partially offset by a decrease in capital expenditures. Capital expenditures decreased by €28 million in the six months ended 30 June 2024, compared to the corresponding period in 2023, mainly due to gradual reduction in purchases of set-top-boxes.

In the six months ended 30 June 2024, investments in equity affiliates related mainly to additional investments in MultiChoice (€285 million), Viaplay (€117 million) and Viu (€92 million).

Net cash used for investing activities totalled €743 million for the year ended 31 December 2023, compared to €819 million for the year ended 31 December 2022 and €539 million for the year ended 31 December 2021. The decrease in 2023, compared to 2022, reflected in particular a decrease in capital expenditures and in the purchase of consolidated companies, after acquired cash, and an increase in financial assets, as well as a decrease in dividends from equity affiliates. The increase in 2022, compared to 2021, reflected an increase in the purchase of consolidated companies, after acquired cash, and in investments in equity affiliates and a decrease in financial assets, partially offset by a decrease in capital expenditures. Capital expenditures decreased respectively by €35 million and €34 million between 2023 compared to 2022 and 2022 compared to 2021, mainly due to lower purchases of set-top-boxes.

In 2023, investments in equity affiliates related to Viu (€186 million), MultiChoice (€120 million) and Thema (€6 million. In 2022, investments in equity affiliates totalled €381 million and related principally to MultiChoice.

In 2022, purchases of consolidated companies related to the acquisition of SPI International.

Proceeds from sales of property and equipment and intangible assets amounted to €7 million in 2023 and remained stable compared to 2022, while they increased by €4 million in 2022 compared to 2021.

Increase/decrease in financial assets consisted of acquisitions and disposals of securities. As of 31 December 2023, total financial assets amounted to €266 million, compared to €195 million and €620 million in 2022 and 2021, respectively. The increase in financial assets in 2023, compared to 2022, was mainly driven by an increase in holdings of listed and unlisted equity securities and the acquisition of a 12% interest in Viaplay in July 2023. The decrease in financial assets in 2022, compared to 2021, was mainly driven by the change in accounting of MultiChoice, which began to be accounted for under the equity method as from 1 January 2022 and included in line item "Investments in equity affiliates" (See Notes 3.1 and 15 to the Audited Combined Financial Statements), while it was included as a financial asset in 2021.

(vi) Net cash provided by/(used for) financing activities

Net cash provided by/(used for) financing activities includes net interest paid on borrowings, cash and cash equivalents, bank overdrafts, the cash impact of other items related to financing activities such as premiums from the early redemption of borrowings and the settlement of derivative instruments, as well as the cash payments for the principal amount of the lease liability and related interest expenses. It also includes cash flows from changes in ownership interests in a subsidiary that do not result in a loss of control (including increases in ownership interests).

Net cash provided by/(used for) financing activities amounted to €375 million in the six months ended 30 June 2024, compared to €199 million in the six months ended 30 June 2023. This reflected mainly: (i) cash provided by the increase in short-term borrowings and other financial liabilities, which amounted to €441 in the six months ended 30 June 2024, compared to €295 million in the six months ended 30 June 2023, (ii) decreased interest payments in the six months ended 30 June 2024 (€18 million), compared to 2023 (€64 million) as a result of the conversion of Vivendi 's loan into share capital in an amount of €3,400 million on 16 April 2024, (iii) an increase in repayment of lease liabilities and related interest expenses in the six months ended 30 June 2024 (€23 million), compared to 2023 (€11 million), and (iv) no dividend payments by consolidated companies to their non-controlling interests (as compared to €23 million in 2023 related to Poland). This was partially offset by an increase in cash outflows from other cash items related to financial activities, mainly related to the financing arrangement for the acquisition of MultiChoice.

Net cash provided by/(used for) financing activities amounted to €299 million in 2023, compared to €505 million in 2022. This reflected mainly: (i) increased interest payments in 2023 (€158 million), compared to 2022 (€33 million) (ii) an increase in cash used for transactions with shareholders, which amounted to €81 million and €31 million in 2023 and 2022, respectively, (iii) a decrease in cash provided by changes in short-term borrowings and other financial liabilities, which amounted to €585 million in 2023, compared to €661 million in 2022, and (iv) an increase in repayment of lease liabilities and related interest expenses in 2023 (€32 million), compared to 2022 (€29 million). This was partially offset by a progressive reduction in principal payments on short-term borrowings in 2023 (nil), compared to 2022 (€46 million).

Net cash provided by/(used for) financing activities amounted to €505 million in 2022, compared to €(75) million in 2021. This reflected mainly: (i) a substantial increase in cash provided by changes in short-term borrowings and other financial liabilities, which amounted to €661 million in 2022 compared to €66 million in 2021; (ii) a decrease in repayment of lease liabilities and related interest expenses in 2022 (€29 million), compared to 2021 (€46 million); and (iii) a reduction in principal payments on short term borrowings in 2022 (€46 million), compared to 2021 (€49 million). These factors were partially mitigated by (i) increased dividends paid by consolidated companies to their non-controlling interests in 2022 (€38 million), compared to 2021 (€26 million); (ii) a decrease in contributions from shareholders, which amounted to €5 million in 2022, compared to €17 million in 2021; and (iii) increased interest payments in 2022 (€33 million), compared to 2021 (€27 million).

(vii) Dividends paid by consolidated companies to their non-controlling interests

Dividends paid by consolidated companies to their non-controlling interests (mostly in Poland and the Antilles) amounted to €38 million in each of 2023 and 2022 and €26 million in 2021.

(viii) CFFO

CFFO amounted to €224 million in the six months ended 30 June 2024, compared to €219 million in the six months ended 30 June 2023, up by €5 million as a result of Adjusted EBIT (EBITA) stability and a €28 million decrease in capital expenditures, which was partially offset by a negative impact from other changes in net working capital (amounting to €12 million), which were partly linked to Studiocanal's series production activity. CFFO is affected by, among other things, the calendar of payments under sports rights acquisition contracts (which may include deposits), which may not be linear and may be concentrated in certain periods. Given recent contract renewals and signatures, there will be an exceptional concentration of payments in the second half of 2024, which will weigh significantly upon the CFFO. Potential non-recurring payments in respect of proposed tax adjustments (see Note 7.4 to the Audited Combined Financial Statements) may also weigh significantly upon the CFFO in the second half of 2024. CFFO is projected to return in 2025 to a level similar to that of 2023.

CFFO amounted to €315 million in 2023, compared to €252 million in 2022, up by €63 million. This increase was mainly driven by an increase in Adjusted EBIT (EBITA) of €28 million, a decrease in capital expenditures of €35 million (primarily related to a decrease of set-top boxes purchases), a decrease in content investments of €72 million (primarily related to a sports rights deposit paid in 2022) and a positive impact from adjustments related to operating activities with no cash impact. These favourable impacts were partially offset by a decrease in dividends received from equity affiliates and unconsolidated companies of €36 million (as compared to dividends amounting to €36 million received in 2022 by MultiChoice), and a negative impact from other changes in net working capital of €61 million (partly linked to Studiocanal's series production activity).

CFFO amounted to €252 million in 2022, compared to €355 million in 2021, down by €103 million. This decrease was mainly driven by an increase in content investments, net (€278 million) related to a sports rights deposit paid in 2022 and an increase of film production costs at Studiocanal. This negative impact was partially offset by a net increase in Adjusted EBIT (EBITA) of €43 million, a decrease of capital expenditures of €34 million (primarily related to a decrease of set-top boxes purchases), an increase in dividends received from equity affiliates and unconsolidated companies of €15 million (mainly from MultiChoice), and a positive impact of other changes in net working capital for €74 million (mainly related to transponder prepayment, VAT and others taxes and the effect of a rent free period on the headquarters).

2.2 Contractual obligations and other commitments

See Note 26 to the Audited Combined Financial Statements and Note 20 to the Unaudited Interim Combined Financial Statements.

3. OPERATING AND FINANCIAL REVIEW OF MULTICHOICE

The operating and financial review for MultiChoice for each of the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022, as set out in the section entitled "Directors' report to shareholders" on pages 10-19 of the MultiChoice consolidated annual financial statements for the year ended 31 March 2024, the section entitled "Directors' report to shareholders" on pages 9-15 of the MultiChoice consolidated annual financial statements for the year ended 31 March 2023 and the section entitled "Directors' report to shareholders" on pages 10-15 of MultiChoice consolidated annual financial statements for the year ended 31 March 2022, respectively, are incorporated by reference into, and form part of, this Part. Please refer to Part XIX (*Information Incorporated by Reference*) of this Prospectus. To the extent that any of the relevant sections referred to in the MultiChoice consolidated annual financial statements for the year ended 31 March 2024, the MultiChoice consolidated annual financial statements for the year ended 31 March 2023 and the MultiChoice consolidated annual financial statements for the year ended 31 March 2022 contain outlook information and other forward-looking statements, such statements shall not be incorporated by reference into this Prospectus. Reference should also be made to the financial information of MultiChoice incorporated by reference into this Prospectus (see Part XII (*Selected Financial Information*) of this Prospectus) and the risk factors in Part III (*Risk Factors*) of this Prospectus.

PART XIV
CAPITALISATION AND INDEBTEDNESS

1. CAPITALISATION

The tables below set forth the Group's combined capitalisation and indebtedness as of 30 September 2024. The Group's combined capitalisation and indebtedness as of 30 September 2024 is unaudited and derived from the Group's management accounts as of 30 September 2024. The Partial Demerger and Reorganisation Transactions as described in Part X (*Overview of the Vivendi Spin-Off*) are not reflected in the below tables.

These tables should be read in conjunction with the Combined Financial Statements and the Unaudited Condensed Combined Interim Financial Statements, as well as the notes thereto, and with Part XIII (*Operating and Financial Review*) and paragraph 3 of Part XVIII (*Additional Information*) of this Prospectus.

Capitalisation (unaudited)

(in millions of Euros)	**As of 30 September 2024**
Total current debt	**548**
Guaranteed (1) (6)	334
Secured	-
Unguaranteed/unsecured (2)	214
Total non-current debt (excluding current portion of long-term debt)	**411**
Guaranteed (3) (6)	255
Secured	-
Unguaranteed/unsecured (4)	156
Total Indebtedness	**959**
Share capital	-
Share premium reserve	-
Other reserves	5,851
Total equity (5)	**5,851**

(1) Comprises as bank credit facilities (i) an amount of €254 million outstanding under the Bridge Facility Agreement entered into for purposes of financing the MultiChoice Offer and (ii) an amount of €80 million outstanding under the Facilities Agreement.

(2) Includes: short-term lease liabilities (€35 million), short-term loan due to Vivendi (€151 million) and other current debt (€29 million). The remaining balance of the loan from Vivendi will be repaid in early December 2024 by drawing under the Facilities Agreement.

(3) Comprises the non-current balance of bank loans outstanding under the Facilities Agreement in an amount of €255 million as bank credit facilities.

(4) Includes short-term lease liabilities (€152 million) and other non-current debt (€4 million).

(5) Until the completion of the Partial Demerger, the Company will be neither considered as the shareholder of Groupe Canal+ S.A. nor a separate company independent from Vivendi. The Company therefore believes that it is not meaningful to present share capital or an analysis of reserves prior to the completion of the Partial Demerger. Total equity includes: a) Canal+ Group owner's net investment as of 30 June 2024 (€4,360 million), b) non-controlling interest as of 30 June

2024 (€234 million), c) increases in share capital and share premium of CanalOlympia, Dailymotion SA and Groupe Canal+ SA in an aggregate amount of €1,257 million as a result of the conversions to capital of loans from Vivendi, on 23 July 2024, 25 July 2024 and 30 September 2024, respectively.

(6) Vivendi will cease to act as a guarantor (*caution solidaire*) under the Facilities Agreement and the Bridge Facility Agreement in the circumstances described in paragraph 16.1 of Part XVIII (*Additional Information*).

As of the date of this Prospectus, there has been no material change in the capitalisation of the Group since 30 September 2024.

2. INDEBTEDNESS

The following table sets out the Group's indebtedness as of 30 September 2024 and has been extracted without material adjustment from the unaudited management accounts of the Group as at that date.

The Group's Partial Demerger and Reorganisation Transactions as described in Part X (*Overview of the Vivendi Spin-Off*) of the Spin-off are not reflected in the below table.

Indebtedness (unaudited)

	(in millions of Euros)	**As of 30 September 2024**
A	Cash and cash equivalents	357
B	Other current financial assets	-
C	**Liquidity (A + B)**	**357**
D	**Current financial receivable**	**-**
E	Current bank debt (1)	283
F	Current portion of non-current debt (2)	80
G	Other current financial debt (3)	185
H	**Current financial indebtedness (E+F+G)**	**548**
I	**Net current financial indebtedness (H-D-C)**	**191**
J	Non-current bank loans (4)	255
K	Other non-current financial debt (5)	156
L	Non-current trade and other payables	-
M	**Non-current financial indebtedness (J+ K+L)**	**411**
N	**Net financial indebtedness (I + M)**	**602**

(1) Comprises (i) an amount of €254 million (as bank credit facilities) outstanding under the Bridge Facility Agreement and (ii) other current bank debt (€29 million).

(2) Current portion of non-current balance outstanding under the Facilities Agreement in an amount of €80 million as bank credit facilities.

(3) Includes: short-term lease liabilities (€35 million) and the short-term loan from Vivendi (€151 million). The remaining balance of the loan from Vivendi will be repaid in early December 2024 by drawing under the Facilities Agreement.

(4) Comprises the non-current balance of bank loans outstanding under the Facilities Agreement in an amount of €255 million as bank credit facilities.

(5) Includes long-term lease liabilities (€152 million) and other non-current debt (€4 million).

As of 30 September 2024, the Group has no indirect indebtedness and no contingent indebtedness, other than commitments to purchase non-controlling interests (€29 million as of 30 June 2024) and the off-balance sheet arrangements described in Note 20 to the Unaudited Interim Combined Financial Statements and the subsequent significant net increases in contractual obligations and other commitments of €517 million from of 1 July 2024 to 30 September 2024 in relation to contractual content and commercial commitments.

As of the date of this Prospectus, there has been no material change in the indebtedness of the Group since 30 September 2024.

PART XV
UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The Company and its advisers have not had access to any material non-public information or documentation relating to MultiChoice and have not been granted access to perform any due diligence on MultiChoice. Although the Company has entered into a co-operation agreement with MultiChoice in relation to the MultiChoice Offer which, inter alia, provides for the co-operation between the parties in relation to anti-trust and other South African regulatory conditions filings, MultiChoice has not transferred (and is under no legal obligation to transfer) any information to the Company in relation to the publication of the Prospectus or Admission. The Group also remains subject to competition and securities law restrictions around inside information pertaining to MultiChoice.

As such, it has not been possible to determine whether there are significant differences between the Group's accounting policies and those adopted by MultiChoice that might be material to MultiChoice's financial information, or to identify or quantify the adjustments necessary to present MultiChoice's financial information on a basis consistent with the Group's accounting policies. As a result, it is not possible at this time to prepare an unaudited pro forma combined statement of earnings or an unaudited pro forma combined statement of financial position to illustrate the potential effect of the MultiChoice Acquisition on the Group in accordance with Annex 20 of the UK Prospectus Delegated Regulation.

The Company has included in this Prospectus a narrative description of the potential effect of the MultiChoice Acquisition on the assets and liabilities of the Group.

The following selected financial information has been extracted without material adjustment from MultiChoice's audited financial statements for the year ended 31 March 2024, which are reported in ZAR. For the sake of comparability, the information has also been converted into Euros using the last available EUR/ZAR exchange rate reported by the European Central Bank prior to that date (€1 = ZAR 20.5226, reported as of 28 March 2024):

- Non-current assets – ZAR 22,695 million (€1,105.9 million)
- Current assets – ZAR 20,841 million (€1,015.5 million)
- Non-current liabilities – ZAR 24,262 million (€1,182.2 million)
- Current liabilities – ZAR 20,532 million (€1,000.5 million)

The potential effect of the MultiChoice Acquisition on the Group's combined statement of financial position as of 31 December 2023 on the basis of the above financial information is estimated as follows, excluding the impact of acquisition financing, costs and other acquisition-related adjustments:

- an increase in non-current assets of €206.9 million (corresponding to MultiChoice's non-current assets of €1,105.9 million as of 31 March 2024, less €899 million related to the investment in MultiChoice recognised as "Investments in equity affiliates" as of 31 December 2023 in the combined statement of financial position) and an increase in current assets of €1,015.5 million; and
- an increase in non-current liabilities of €1,182.2 million and an increase in current liabilities of €1,000.5 million.

The foregoing does not reflect any synergies associated with the MultiChoice Acquisition, and does not take account of the fact that each of the Group and MultiChoice have different financial year-ends. It also does not reflect the Group's acquisition of all shares held by Orange in the OCS subscription-TV package and in Orange Studio, Orange's film and series co-production subsidiary, effective 1 February 2024, which did not constitute a significant gross change for the Group.

Because of its nature, this narrative description of the potential effect of the MultiChoice Acquisition is illustrative only. It does not represent the Group's actual financial position and may not, therefore, give a true picture of the Group's financial position or be indicate of future performance.

PART XVI
CREST DEPOSITORY INTERESTS

1. CREST DEPOSITORY INTERESTS

The Canal+ Shares as securities issued by the Company, a company not incorporated in the UK, cannot be held in uncertificated form or transferred electronically in the CREST system. Investors are able to hold and settle interests in the Canal+ Shares through CDIs in the CREST system operated by Euroclear UK or any successor thereto in accordance with the Uncertificated Securities Regulations.

CDIs are issued by CREST Depository Limited ("**CREST Depository**"), subject to and in accordance with the global deed poll dated 25 June 2001 (as subsequently modified, supplemented and/or restated, the "**CREST Deed Poll**"). CDIs will be independent securities constituted under English law and transferable within CREST from one person's CREST account to another's without the need to use share certificates or written instruments of transfer.

The underlying Canal+ Shares will be credited to the account of CREST International Nominees Limited (the "**CREST Nominee**") with Euroclear UK, and the CREST Nominee will hold such interests as nominee for the CREST Depository. The CREST Depository will, in turn, hold its interest in such Canal+ Shares on trust for, and for the benefit of, the holders of the CDIs.

Each CDI will represent one underlying Canal+ Share, for the purposes of determining all rights and obligations and all amounts payable in respect thereof.

The CDIs will have the same ISIN as the underlying Canal+ Shares and will not require a separate listing on the LSE.

1.1 Meeting announcements and voting

The holders of CDIs will have an indirect entitlement to Canal+ Shares but will not be the registered holders thereof. Accordingly, the holders of CDIs will only be able to exercise their rights attached to CDIs (including the right to vote at general meetings) by instructing the CREST Depository to exercise these rights on their behalf.

Section 5 of Chapter 4 of the CREST International Manual (December 2020) issued by Euroclear UK and as amended, modified, varied or supplemented from time to time (the "**CREST Manual**") stipulates that intermediaries that are members of CREST ("**CREST Members**") who hold CDIs representing underlying Canal+ Shares on behalf of their respective clients will:

- receive notification of the meeting announcements related to their CDI holdings;
- submit voting instructions (including proxy appointments) on such events; and
- receive vote confirmations where this is facilitated by Euroclear France where the Canal+ Shares are being held by the CREST Nominee.

1.2 Dividends

Chapter 4 of the CREST Manual provides the following information regarding dividend distributions.

The CREST Depository may fix a record date and a time on that date for determining which CDI holder is entitled to any dividend or other distribution of any kind or any bonus or rights issue or any other matter in relation to the Canal+ Shares. If Euroclear UK has received notification of the record date from Euroclear France, where reasonably practicable, the record date fixed by the CREST Depository will be the date set by Euroclear France. If Euroclear UK has not received notification of the record date from Euroclear France, then the CREST Depository shall fix a record date which it, in its sole discretion, considers appropriate (in the majority of circumstances such date is likely to be the Business Day preceding the day upon which the CREST Nominee receives the relevant corporate action outturn, proceeds or instruction request).

The CREST Depository will make cash dividend distributions to CREST Members, once the CREST Nominee receives the funds. The CREST Member will in turn distribute to its clients in accordance with its terms of service.

For scrip dividends, if the distribution comprises securities which are identical in all respects to existing Canal+ Shares, the CREST Depository will credit CDIs representing the new Canal+ Shares to the stock accounts of the CREST Members entitled thereto, which are held on behalf of the underlying CDI holders. If the distribution comprises securities which are not identical in all respects to existing Canal+ Shares, the CREST Depository, if it considers it appropriate, will constitute new dematerialised depository interests in respect of such securities on the terms of, or substantially similar to those of, the CREST Deed Poll and distributes the new CDIs to the CREST Members to be held on behalf of the underlying CDI holders.

2. RIGHTS OF HOLDERS OF CDIS

Investors should note that:

- it is the CDIs which will be settled through CREST and not the Canal+ Shares. The rights of the holders of CDIs will be governed by the CREST Deed Poll. These rights may be different from those of holders of Canal+ Shares which are not represented by CDIs;
- holders of CDIs will only be able to exercise their rights attached to CDIs by instructing the CREST Depository to exercise these rights on their behalf, and, therefore, the process for exercising rights (including the right to vote at general meetings) will take longer for holders of CDIs than for direct holders of Canal+ Shares. Consequently, it is expected that the CREST Depository shall set a deadline for receiving instructions from all CDI holders regarding any corporate event. The holders of CDIs may be granted shorter periods in which to exercise their rights than direct holders of Canal+ Shares;
- the provisions of the CREST Deed Poll, the CREST Manual and the CREST Rules (contained in the CREST Manual) contain indemnities, warranties, representations and undertakings to be given by holders of CDIs and limitations on the liability of the CREST Depository as issuer of the CDIs. Holders of CDIs may incur liabilities resulting from a breach of any such indemnities, warranties, representations and undertakings in excess of the money invested by them;
- CDIs holders may be required to pay fees, charges, costs and expenses to the CREST Depository in connection with the use of the CREST International Settlement Links Service. These will include the fees and expenses charged by the CREST Depository in respect of the provision of services by it under the CREST Deed Poll and any taxes, duties, charges, costs or expenses which may be or become payable in connection with the holding of the underlying Canal+ Shares through the CREST International Settlement Links Service; and

- the Company will not have any responsibility for the performance of, or any liability, costs or expenses incurred by, any intermediaries or their respective direct or indirect participants or accountholders acting in connection with CDIs or for the respective obligations of such intermediaries, participants or accountholders under the rules and procedures governing their operations.

Holders of CDIs will be bound by all provisions of the CREST Deed Poll and by all provisions of or prescribed pursuant to the CREST Manual and the CREST Rules applicable to the CREST International Settlement Links Service. Holders of CDIs must comply in full with all obligations imposed on them by such provisions.

The information included within this Part XVI (*CREST Depository Interests*) of this Prospectus relating to CDIs is intended to be a summary and for information purposes only and is not to be construed as financial, legal, business or tax advice. Each investor or potential investor in Canal+ Shares or CDIs should consult their own lawyer, financial adviser, broker or tax adviser for legal, financial or tax advice in relation to CDIs (including in respect of dealing and/or the settlement of trades in CDIs).

PART XVII
TAXATION

1. UNITED KINGDOM TAXATION

1.1 Material UK tax considerations

The following statements are intended as a general guide to certain UK tax considerations only, do not purport to be a complete analysis of all potential UK tax consequences of acquiring, holding and/or disposing of Canal+ Shares and do not constitute legal or tax advice. The following statements are based on UK tax law (including case law) and what is understood to be the current published practice of HMRC as of the Latest Practicable Date, both of which may change, possibly with retrospective effect.

Except where expressly stated otherwise, the following statements apply only to Shareholders who are resident (and in the case of individuals, resident and domiciled) solely in the UK for tax purposes, who hold their Canal+ Shares as an investment (otherwise than under an individual savings account or pension arrangement), and who are the beneficial owners of their Canal+ Shares and any dividends paid in respect of them. Shareholders holding their Canal+ Shares in a depositary receipt system or clearance service should note that they may not always be the absolute beneficial owners of the Canal+ Shares.

The following statements do not take into account the tax position of certain categories of Shareholders who are subject to special rules (such as persons acquiring Canal+ Shares in connection with any employment, dealers in securities, insurance companies, trustees and collective investment schemes). Nor do the following statements consider the tax position of: (i) any person holding investments in any HMRC-approved arrangements or schemes, (ii) any person able to claim inheritance tax reliefs, or (iii) any non-UK resident Shareholder holding Canal+ Shares respectively in connection with a trade, profession or vocation carried on in the UK (whether through a branch or agency or, in the case of a corporate Shareholder, a permanent establishment or otherwise).

IF YOU ARE IN ANY DOUBT AS TO YOUR TAX POSITION OR IF YOU MAY BE SUBJECT TO TAX IN ANY JURISDICTION OTHER THAN THE UK, YOU SHOULD CONSULT A PROFESSIONAL TAX ADVISER IMMEDIATELY.

1.2 Holding of Canal+ Shares

(A) Dividends on Canal+ Shares

(i) Canal+ Shareholders within the charge to UK income tax

The general tax treatment of dividends paid by Canal+ on Canal+ Shares to Canal+ Shareholders who are within the charge to UK income tax on such dividends is as follows:

- all dividends received by such a Canal+ Shareholder will form part of the Canal+ Shareholder's total income for income tax purposes;
- the first £500 of taxable dividend income received by such Canal+ Shareholder in tax year 2024-25 is tax free (the "**Dividend Allowance**"); and
- where an individual Canal+ Shareholder receives dividend income in excess of the Dividend Allowance, the excess amount (the "**Relevant Dividend Income**") is subject to income tax with the rates for 2024-25 being: (a) 8.75%, to the extent the Relevant Dividend Income is taxed in the basic rate band; (b) 33.75%, to the

extent the Relevant Dividend Income is taxed in the higher rate band; and (c) 39.35%, to the extent the Relevant Dividend Income is taxed in the additional rate band.

(ii) Shareholders within the charge to UK corporation tax

Shareholders within the charge to UK corporation tax will be subject to corporation tax on dividends paid by the Company, unless (subject to special rules for such Shareholders that are small companies, as to which see below) the dividends fall within an exempt class and certain other conditions are met. It is expected that most dividends paid on Canal+ Shares to UK resident corporate shareholders would fall within one or more exempt class. Examples of such an exempt class of dividends would include dividends paid to holders of the Company ordinary (non-redeemable) shares, and also dividends paid to persons: (i) holding less than 10% of the issued share capital of the Company; (ii) entitled to less than 10% of the profits available for distribution; and (iii) entitled to less than 10% of the assets available for distribution on a winding up.

Provided certain conditions are met, Shareholders within the charge to UK corporation tax which are "small companies" (for the purposes of UK taxation of dividends) will not generally be liable to UK corporation tax on any dividend received from the Company.

(B) Withholding tax in France

The French withholding tax consequences of dividends paid to UK resident Shareholders are outlined in paragraph 2 of this Part XVII (*Taxation*).

If French dividend withholding tax is payable on dividends from the Company, UK resident Shareholders should seek their own tax advice to determine the French and UK tax implications, including the extent to which any credit for such French withholding tax may be available against UK tax on the same dividends.

1.3 Disposal of Canal+ Shares

*(A) Canal+ Shareholders within the charge to UK capital gain tax ("**CGT**")*

A disposal or deemed disposal of Canal+ Shares by an individual Shareholder may give rise to a chargeable gain (or an allowable loss) for the purposes of UK CGT, depending on the circumstances and subject to any available exemption or relief. The UK CGT annual allowance (which is £3,000 for individuals in tax year 2024-25) will be available to exempt any chargeable gain, to the extent it has not already been utilised by the individual Shareholder.

The rate of UK CGT will generally be 20% for higher rate or additional rate taxpayers (for tax year 2024-25). To the extent the total chargeable gains and, generally, total taxable income arising in a tax year, after all allowable deductions, falls below the threshold for the higher rate of income tax, the rate of UK CGT will generally be 10% (for tax year 2024-25).

(B) Canal+ Shareholders within the charge to UK corporation tax

A disposal or deemed disposal of Canal+ Shares may give rise to a chargeable gain (or an allowable loss) for the purposes of UK corporate tax (the current rate of which is 25%), depending on the circumstances and subject to any available exemption or relief.

(C) French CGT consequences

French CGT consequences of disposals of Canal+ Shares by UK resident Shareholders are outlined in paragraph 2 of this Part XVII (*Taxation*).

If any tax is payable in France on a gain accruing on the disposal of Canal+ Shares, UK resident Shareholders should seek their own advice to determine the French and UK tax implications, including the extent to which any credit for French CGT may be available against UK CGT.

1.4 UK Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The following statements about UK stamp duty and SDRT apply regardless of whether or not a Shareholder is resident in the UK or elsewhere, and are intended as a guide only to the general UK stamp duty and SDRT position. The following statements do not apply to persons such as brokers, dealers or intermediaries in respect of purchases of securities in specified circumstances.

(A) Issue of Canal+ Shares

No UK stamp duty or SDRT should be payable on the issuance of Canal+ Shares.

(B) Transfer of Canal+ Shares or CDIs

UK stamp duty will in principle be payable on any instrument of transfer of Canal+ Shares which is executed in the UK or which relates to any property situated, or any matter or thing done or to be done, in the UK.

Any agreement to transfer Canal+ Shares should not be subject to UK SDRT provided the Canal+ Shares are not registered in any register kept in the UK or paired with shares issued or raised by a company incorporated in the UK.

UK SDRT should not be payable in respect of any agreement to transfer CDIs representing Canal+ Shares so long as, on the day of the agreement to transfer (or, in the case of a conditional agreement, the day on which the condition is satisfied):

- the Company is not centrally managed and controlled in the UK;
- Canal+ Shares are not registered in a register kept in the UK on behalf of the Company; and
- Canal+ Shares are of the same class as shares in the Company which are listed on a recognised stock exchange (which currently includes the LSE).

2. FRENCH TAXATION

This paragraph 2 of this Part XVII (*Taxation*) outlines certain tax consequences under current French tax laws and regulations that may arise in connection with the Partial Demerger, as well as certain French tax consequences that may apply to the purchase, ownership and disposal of the Canal+ Shares.

Existing shareholders of Vivendi and prospective shareholders of the Company should note, however, that the information contained in this Prospectus is only a summary of certain tax rules applicable under current French tax law, presented for general information purposes.

The rules described below could be impacted by possible changes in laws and regulations, including by the upcoming finance law for 2025, which could have a retroactive effect or could apply to the current fiscal year, or by possible changes in their interpretation by the French tax authorities.

Besides, the tax information set forth below does not constitute a comprehensive description of all the tax consequences that may apply to existing shareholders of Vivendi and prospective shareholders of the Company as part of the Partial Demerger. In particular, holders of CDIs and holders of Canal+ Shares considering to request or hold CDIs or to dispose thereof must consult with their usual tax advisors to assess the tax consequences of receiving, holding and/or disposing of CDIs and to what extent it may impact the tax information set forth below.

Existing shareholders of Vivendi and prospective shareholders of the Company must consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation. Special rules (not described herein) may apply to persons such as employees or former employees, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services, pension funds, partnerships, trusts, insurance companies or collective investment schemes or where shares are held through a trust, fiduciary arrangement, foundation, insurance contract or mutual fund. Concerned persons must consult with their usual tax advisor since these particular rules are not described below.

2.1 General introductory French tax considerations regarding the tax treatment of the Partial Demerger relevant for French resident and non-French resident shareholders

It is important to highlight that the Partial Demerger is part of a more global transaction, the Vivendi Spin-Off, which will entail the completion, on the same date, of three series of transactions, namely the Partial Demerger, the Havas Distribution and the Louis Hachette Spin-Off. The following developments only cover the French tax treatment of the Partial Demerger. Concerned shareholders are invited to consult the Information Document published by Vivendi to determine the tax treatment applicable to the Louis Hachette Spin-Off and the Havas Distribution.

The tax information below does not constitute a comprehensive description of all tax consequences that may result from the Partial Demerger for existing shareholders of Vivendi who are French tax residents. Such shareholders must consult their own tax advisor for a comprehensive advice on the tax treatment applicable to them in the context of the Partial Demerger.

A partial demerger (*scission partielle*) is a form of corporate reorganisation which has only recently been introduced into French corporate law by Ordinance No. 2023-393 of 24 May 2023 reforming the rules governing mergers, demergers, partial contributions of assets and cross-border transactions by commercial companies, and Decree No. 2023-430 of 2 June 2023 specifying the implementation provisions of this reform. While the French accounting treatment of such reorganisations (at the level of the participating entities as well as the level of their shareholders) has been clarified by the French accounting authorities in the Regulation no. 2023-08 of 22 November 2023 amending the Regulation no. 2014-03 relating to the French General Chart of Accounts, the French tax treatment of such reorganisations has not been clarified by law nor by the FTA in their guidelines and is therefore not free from uncertainties. The draft finance law for 2025 contemplates to amend the FTC to provide that the regime of the partial demergers shall be the same as that applicable to spin-off transactions (*apport-distribution*), which are usually implemented under French corporate and tax laws as a two-step transaction (*e.g.,* contribution of the business or shares to a beneficiary company followed by the subsequent distribution by the contributor of the shares issued by the beneficiary company). The following developments should be read in that context.

Against this background, Vivendi is taking the view that a partial demerger ought to be treated at shareholder level under the same conditions as spin-off transactions (*apport-distribution*).

Vivendi is of the view that the Partial Demerger will not be eligible for the favourable regime set forth in Article 115-2 of the FTC.

As a result, the issuance of the Canal+ Shares as a result of the Partial Demerger is expected to be treated for French tax purposes as a taxable distribution except for such portion that may qualify as a return of capital contribution (*remboursement d'apport*), as explained in further detail below.

Based on the analysis of the composition of standalone alone net equity (*capitaux propres*) of Vivendi, Vivendi expects that the Partial Demerger should not be entirely treated as a taxable distribution for French tax purposes but rather, as a mix of (i) a taxable distribution (the "**Distribution Component**") and, (ii) a return of capital (*remboursement d'apport*) within the meaning of Article 112 of the FTC (the "**Return of Capital Component**").

Since the Partial Demerger, Louis Hachette Spin-Off and the Havas Distribution are expected to become effective simultaneously, Vivendi is taking the reasonable view that the taxable reserves and retained earnings comprised in its net equity shall be allocated on a *prorata* basis among the various shares of Havas N.V., Louis Hachette and the Company (based on the respective values used for the purposes of (i) the contribution by Vivendi of all the shares it holds in Havas S.A. to Havas B.V., (ii) the Partial Demerger and (iii) the Louis Hachette Spin-Off). However, shareholders should note that there is no administrative guidance specifically supporting this position.

Subject to any conflicting indication it may receive from French tax authorities, Vivendi's best estimate as of the date hereof is that the Distribution Component for the Partial Demerger will be equal to €2.35 per Vivendi Share. If, for any reason whatsoever, this assumption were to change, Vivendi will issue a press release to inform the shareholders about the revised amount of the Distribution Component. The amount of the Return of Capital Component for the Partial Demerger will depend on the opening price of the Canal+ Shares on the day such shares will be first listed and will be equal to the difference (if positive) between such the opening price of the Canal+ Shares and the amount of the Distribution Component.

For French tax purposes:

- in the event of the subsequent sale of the Canal+ Shares received as a result of the Partial Demerger, the acquisition price of a Canal+ Share to be used for the purposes of determining the capital gain is expected to be equal to the opening price of the Canal+ Shares on the day such shares will be first listed; and
- the consequences of the Partial Demerger on the acquisition price of the Vivendi Shares are described further below in the relevant section describing the tax treatment of the Return of Capital Component.

French resident corporate shareholders should note that this would lead to a different outcome than the expected accounting treatment resulting from Regulation no. 2023-08 of 22 November 2023 amending the Regulation no. 2014-03 relating to the French General Chart of Accounts and must consult with their own tax advisor to assess the possible tax consequences for them.

2.2 Certain French tax consequences of the Partial Demerger for existing shareholders of Vivendi who are French tax residents

French resident shareholders must read the general introductory French tax considerations regarding the tax treatment of the Partial Demerger included in paragraph 2.1 of this Part XVII (*Taxation*).

(A) Individual French tax residents

(i) Individual French tax residents holding the Vivendi Shares as part of their private estate, who do not trade on the markets on a regular basis, do not hold their shares through a PEA and have not acquired their shares through a company or group share plan (PEE/PEG) or as part of an employee incentive scheme (e.g., free shares, performance share units, restricted share units or shares acquired pursuant to the exercise of stock options or pursuant to an employee share purchase plan)

(a) Tax treatment of the Distribution Component of the Partial Demerger

The following developments apply to the Distribution Component of the Partial Demerger.

Shareholders who are natural persons and whose tax residence is in France should note that the Distribution Component of the Partial Demerger will be subject, under the conditions set out below, to (i) a non-discharging tax levy of 12.8% on the gross amount of the Distribution Component (unless they are exempt as described below) as well as to (ii) various social levies in an aggregate amount of 17.2% of the gross amount of the Distribution Component, *i.e.,* total tax and social levies amounting to 30% of the gross amount of the Distribution Component.

Where such levies are collected by the paying agent, the amounts required to pay the tax and social levies must be made available to the paying agent prior to the delivery of the Canal+ Shares as part of the Partial Demerger. If necessary, the paying agent may sell the number of Canal+ Shares required to pay the applicable tax and social levies. Vivendi existing shareholders must contact their financial intermediary with respect to the processes they will put into place in this respect.

<u>Personal income tax</u>

The Distribution Component of the Partial Demerger will be subject to income tax in France under the conditions described below.

The gross amount of the Distribution Component of the Partial Demerger is subject to personal income tax either (i) at a flat rate of 12.8%, without the possibility of benefiting from the 40% rebate provided for in Article 158, 3-2° of the FTC or (ii) if expressly, globally, irrevocably and annually elected, at the progressive income tax rate scale (with a top marginal tax rate of 45%). In the latter case, the gross amount of the Distribution Component is taken into account for the determination of the global income of the taxable French shareholders in the category of investment income, subject to income tax at the progressive rates, after application of a rebate equal to 40% of the gross amount of the Distribution Component of the Partial Demerger.

The gross amount of the Distribution Component of the Partial Demerger will also be included in the taxpayer's reference tax income, which may be subject to the exceptional contribution on high income at a rate of 3% or 4%, as well as to the new incremental surtax on high income contemplated by the draft finance law for 2025, as applicable. Such contributions are described below.

Non-discharging tax levy of 12.8%

Pursuant to Article 117 *quater* of the FTC and subject to the exceptions set forth below, individuals domiciled in France are subject to a non-discharging tax levy at a rate of 12.8% on the gross amount of the Distribution Component of the Partial Demerger. This levy is withheld by the paying agent if it is established in France. If the paying agent is established outside of France, the income is declared and the corresponding levy paid within the first 15 days of the month following the month in which the distribution occurs, either by the taxpayer or by the paying agent if it is established in a EU Member State or in another State party to the agreement on the EEA that has concluded an administrative assistance agreement with France to fight against tax fraud and tax evasion, and has been mandated for this purpose by the taxpayer.

However, in cases where the paying agent is established in France, individuals belonging to a tax household whose reference tax income for the penultimate year, as defined in Article 1417, IV, 1° of the FTC, is less than EUR 50,000 for single, divorced or widowed taxpayers and less than EUR 75,000 for taxpayers subject to joint taxation, may request an exemption from this levy, under the conditions provided for in Article 242 *quater* of the FTC, *i.e.,* by producing, no later than 30th November of the year preceding the year in which the distributed income is paid, to the persons responsible for paying it, a sworn statement indicating that their reference tax income appearing on the tax notice issued in respect of the income for the penultimate year preceding the payment of said income is below the aforementioned thresholds. French resident shareholders who did not meet this deadline should consult with their tax advisor to assess alternatives available to them.

Where the paying agent is established outside of France, only individuals belonging to a tax household whose reference tax income for the penultimate year, as defined in Article 1417, IV, 1° of the FTC, is equal to or greater than the amounts mentioned in the above paragraph are subject to the 12.8% non-discharging tax levy.

This levy does not release the taxpayer from income tax or, where applicable, the exceptional contribution on high income, nor from the new incremental surtax on high income contemplated by the draft finance law for 2025. However, it can be offset against the income tax due for the year in which it is levied, and any excess payment is refundable. Unless the taxpayer exercises an option to take into account investment income (with the exception of certain tax-exempt income) and capital gains in the determination of the overall net income subject to the progressive income tax rate scale, the non-discharging tax levy of 12.8% will correspond to the flat tax rate applicable for personal income tax purposes. Election for the progressive income tax rate scale applies on an annual basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the above mentioned flat-rate tax of 12.8% and earned during the same year.

Social levies

In addition, the Distribution Component of the Partial Demerger will be subject to social levies. Whether or not the 12.8% non-discharging tax levy described above is applicable and whether or not the taxpayer has opted for taxation according to the progressive income tax rate scale, the gross amount of the Distribution Component of the Partial Demerger will also be subject in full (without any rebate) to social levies at an overall rate of 17.2%, broken down as follows:

- the general social contribution (*contribution sociale généralisée*, "**CSG**"), at a rate of 9.2%;
- the contribution for social debt repayment (*contribution pour le remboursement de la dette sociale*, "**CRDS**"), at a rate of 0.5%; and
- the solidarity levy (*prélèvement de solidarité*), at a rate of 7.5%.

If the Distribution Component of the Partial Demerger is subject to income tax at the abovementioned 12.8% flat rate, none of these social levies are deductible from the taxable income. If the taxpayer opts for the taxation based on the progressive income tax rate scale, the CSG will be partially deductible, in the amount of 6.8%, from the taxable income of the year during which it is paid, it being understood that other social levies will not be deductible from the taxable income.

These social levies are withheld and collected in the same way as the 12.8% non-discharging tax levy described above when applicable, it being specified that when the paying agent is established outside of France, it is the taxpayer who is, in principle, liable for the social levies (unless a mandate is given under the conditions set forth above for the non-discharging tax levy). Existing shareholders of Vivendi must consult with their usual tax advisor in order to determine the conditions of payment of social levies when the 12.8% non-discharging tax levy is not applicable.

Shareholders must consult their usual tax advisor to determine the conditions for the declaration and payment of the 12.8% non-discharging tax levy and social levies applicable to the Distribution Component of the Partial Demerger, as well as, more generally, the tax regime applicable to their particular situation (including, in particular, the regime applicable to the Distribution Component of the Partial Demerger for income tax purposes, whether or not the taxpayer should opt for the progressive income tax rate scale and the applicable tax regime in the event that the taxpayer decides to opt out of the application of the 12.8% flat-rate tax for income tax and the conditions for applying the exceptional contribution on high income, as well as the new incremental surtax on high income contemplated by the drat finance law for 2025, as applicable, described below).

<u>Exceptional contributions on high income</u>

Article 223 *sexies* of the FTC provides that taxpayers subject to personal income tax are also subject to an exceptional contribution on high income applicable when their reference income for tax purposes exceeds certain thresholds. This contribution is calculated by applying a rate of:

- 3% for the portion of reference income exceeding (i) €250,000 and representing less than or equal to €500,000 for taxpayers who are single, widowed, separated, divorced or married but taxed separately and (ii) €500,000 and representing less than or equal to €1,000,000 for taxpayers subject to joint taxation; and
- 4% for the portion of reference income exceeding (i) €500,000 for taxpayers who are single, widowed, separated, divorced or married but taxed separately and (ii) in excess of €1,000,000 for taxpayers subject to joint taxation.

For the purposes of such rules, the reference income of a tax household is defined in accordance with Article 1417, IV, 1° of the FTC, without application of the "*quotient*" rules defined under Article 163-0 A of the FTC, and, where applicable, by applying the specific quotient rules provided for in Article 223 *sexies*, II of the FTC.

The abovementioned reference tax income includes the gross amount of the Distribution Component of the Partial Demerger, before the application of the income tax rebate, if such a rebate is applicable in accordance with the conditions described above, in the event that the taxpayer opts for taxation according to the progressive income tax rate scale.

The draft finance law for 2025 contemplates the implementation of an incremental surtax on high income earners falling within the scope of the exceptional tax on high income described hereinabove, which aims at ensuring that such taxpayers are subject to a minimum effective taxation of 20% of their reference income (taking into account income tax and the current and new tax on high income). Taxpayers falling within the scope of the exceptional tax on high income must consult their usual tax advisor to determine the potential impact of such new tax on their personal situation.

(b) Tax treatment of the Return of Capital Component of the Partial Demerger

The following developments apply to the Return of Capital Component of the Partial Demerger.

Subject to the following developments, the portion of the Partial Demerger that will have the nature of a return of capital (*remboursement d'apport*) will not be taxable.

Pursuant to the French administrative guidelines (BOI-RPPM-PVBMI-20-10-20-40, 20/12/2019, paragraph 240), in the event of a subsequent sale of Vivendi Shares owned by French individual shareholders of Vivendi at the time of the Partial Demerger, as applicable, the amount of the Return of Capital Component of the Partial Demerger shall reduce the acquisition price of the Vivendi Shares, as determined by Article 150-0 D of the FTC, for the purpose of determining any capital gain or loss resulting from any future disposal of the shares.

Individual shareholders whose tax basis for Vivendi Shares is lower than the aggregate amount of the Return of Capital Component of the Partial Demerger, as well as shareholders who benefited from a tax deferral (*report d'imposition*) or a rollover (*sursis d'imposition*) in respect of their Vivendi Shares, must consult their usual tax advisor to determine the tax consequences resulting from such particular circumstances.

(ii) Individual French tax residents holding the Vivendi Shares through a PEA

French resident shareholders holding their Vivendi Shares through a PEA will receive the corresponding Canal+ Shares on their PEA.

Shareholders must read the risk factor in paragraph 6.10 of Part III (*Risk Factors)* of this Prospectus.

(a) Tax treatment of the Distribution Component of the Partial Demerger

<u>Personal income tax and social levies</u>

The following developments apply to the Distribution Component of the Partial Demerger.

The 12.8% non-discharging tax levy does not apply to the Distribution Component where such income is related to shares held in a French PEA.

Subject to certain conditions, the PEA offers (i) during the lifetime of the PEA, an exemption from personal income tax and social levies with respect to capital gains and other income derived from investments made through the PEA (including the receipt of the Canal+ Shares as a result of the Partial Demerger provided that such shares are booked on the securities account of the PEA), provided, in particular, that such income and capital gains are maintained within the PEA and (ii) at the time of the closing of the PEA (if this occurs more than five (5) years after the PEA opening date) or at the time of a partial withdrawal from the PEA (if such withdrawal occurs more than five (5) years after the PEA opening, unless otherwise specified), an exemption from personal income tax for net gains realised since the opening of the plan.

The net gain recognised upon closing or withdrawal from the PEA more than five (5) years after the PEA opening date is not taken into account for the calculation of the reference income, but remains subject to the social levies described in paragraph above – "*Social levies*" at a rate of 17.2% for net gains realised as from 1 January 2018. However, the applicable rate of these social levies may vary depending on the date of realization of such net gains for (i) net gains acquired or recognised before 1 January 2018 and (ii) net gains realised within the first five years following the opening of the plan, where such plan was opened before 1 January 2018.

Specific provisions, not described in this document, apply if capital losses are realised, if the plan is closed before the end of the fifth year following the opening of the PEA or if a withdrawal is made from the PEA in the form of an annuity. Concerned persons must consult with their usual tax advisor.

Shareholders holding their Vivendi Shares through a PEA must consult with their usual tax advisor in order to determine the tax consequences applicable to them in case of a closing of, or withdrawal from, their PEA.

(b) Tax treatment of the Return of Capital Component of the Partial Demerger

For Vivendi individual shareholders holding Vivendi Shares through a PEA, the tax consequences of treating a portion of the Partial Demerger as a return of capital (*remboursement d'apport*) should be assessed with the assistance of their usual tax advisor.

(B) Legal entities that are tax residents in France and subject to corporate income tax ("CIT") and own less than 5% of the share capital of Vivendi

(i) Tax treatment of the Distribution Component of the Partial Demerger

The following developments apply to the Distribution Component of the Partial Demerger.

The Distribution Component of the Partial Demerger received by legal entities that are tax residents in France, subject to CIT in France under standard rules and own less than 5% of the share capital of Vivendi, is subject to CIT in France under the following conditions.

The gross amount of the Distribution Component of the Partial Demerger received is included in the income subject to CIT at the standard rate plus the 3.3% social contribution (Article 235 *ter* ZC of the FTC), where applicable, which is assessed on the basis of the amount of CIT after application of a rebate which may not exceed an amount of €763,000 per twelve-month period. The standard CIT rate for fiscal years opened on or after 1 January 2022 is currently 25%. However, the applicable CIT rate may depend on the legal entity's turnover and the amount of its taxable income (notably, under certain conditions, for legal entities which qualify as SMEs). Shareholders must consult with their usual tax advisor in order to determine the tax rate applicable to them. In addition, the finance law for 2025 contemplates the implementation of additional surtax for large companies, which may therefore apply on top of the CIT and the 3.3% social contribution. Concerned entities must liaise with their usual tax advisor.

Legal entities owning an interest representing 5% or more of the share capital of Vivendi must consult with their usual advisor to determine the tax regime applicable to their particular situation.

(ii) Tax treatment of the Return of Capital Component of the Partial Demerger

The following developments apply to the Return of Capital Component of the Partial Demerger.

The FTA have not officially commented on the tax treatment of return of capital and its impact on the acquisition cost of the Vivendi Shares for legal entities subject to CIT.

Shareholders must consult their own usual tax advisor in order to determine the tax treatment of the Return of Capital Component of the Partial Demerger and its impact on the acquisition cost of the Vivendi Shares they own as at the time of the Partial Demerger.

2.3 Certain French tax consequences of the Partial Demerger for existing shareholders of Vivendi who are not French tax residents

Non-French resident shareholders must read the general introductory French tax considerations regarding the tax treatment of the Partial Demerger included in paragraph 2.1 of this Part XVII (*Taxation*).

(A) Tax treatment of the Distribution Component of the Partial Demerger

Under current French tax law and subject to the possible application of international tax treaties, the following developments summarise certain French tax consequences with regard to withholding taxes on the Distribution Component of the Partial Demerger, likely to apply to existing shareholders of Vivendi (i) who are not domiciled in France within the meaning of Article 4 B of the FTC or whose registered office is located outside France, and (ii) whose ownership of the shares is not effectively connected with a permanent establishment or fixed base subject to tax in France. Such investors should consult their usual tax advisor about the tax treatment applicable to their particular situation, and notably to determine the tax treatment applicable in their state of residence.

Subject to provisions of tax treaties which may apply and subject to the exceptions listed below, the Distribution Component of the Partial Demerger will in principle be subject to a French withholding tax, withheld by the paying agent of those dividends, where the tax residence or registered office of the effective beneficiary is located outside France.

Subject to (i) what is stated below and (ii) more favourable provisions of international tax treaties, as applicable, the withholding tax rate is set at a rate of (i) 12.8% if the beneficiary is an individual, (ii) 15% if the beneficiary is a non-profit organisation having its registered office in a EU member State or in another Member State of the EEA having entered with France into a tax treaty providing for administrative assistance against tax fraud and evasion, to the extent that such organisation would be taxed according to the special treatment referred to in paragraph 5 of Article 206 of the FTC if it had its registered office in France and as construed by the guidelines issued by the French tax authorities, BOI-IS-CHAMP-10-50-10-40, No 580 et seq., dated 25 March 2013, and relevant case law;

and (iii) the standard corporate income tax rate set forth in the second paragraph of Article 219-I of the FTC which is currently set at a rate of 25%.

Furthermore, subject to the provisions of international tax treaties, regardless of the place of residence, the registered office, or the status of the beneficiary, where the Distribution Component of the Partial Demerger are made outside of France in a NCSTs as defined in Article 238-0 A of the FTC, other than those mentioned in paragraph 2 bis-2 of Article 238-0 A of the FTC (i.e., other than those included in such list on the basis of an European criterion other than the facilitation of offshore structures and arrangements), the Distribution Component of the Partial Demerger will be subject to French withholding tax at a rate of 75%, except if it can be demonstrated that the payment of the Distribution Component of the Partial Demerger has neither as their object nor as their effect to allow, for tax fraud purpose, its location in such State or territory. The list of the NCSTs is published by ministerial decree and may be updated at any time and generally at least once a year. The provisions of the FTC referring to Article 238-0 A of the FTC shall apply to states or territories added on this list as from the first day of the third month following the publication of the ministerial decree.

Shareholders that are legal persons may benefit from a reduction or an exemption of withholding tax under Article 119 *ter* or Article 119 *quinquies* of the FTC with respect to the Distribution Component of the Partial Demerger, provided that they are the beneficial owners of such distributions, and subject to satisfying the other conditions set forth in those provisions.

Article 119 *ter* of the FTC applies under certain conditions to legal entities (to the extent they are the beneficial owner of the distributions):

- having their effective place of management in a EU Member State or in another Member State of the EEA Agreement that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion, which are not considered, under the terms of a tax treaty concluded with a third State, to have their tax residence outside the EU or the EEA Agreement;
- having one of the forms listed in Part A of Annex I to Council Directive 2011/96/EU of 30 November 2011 on the common system of taxation applicable in the case of parent companies and subsidiaries of different Member States or an equivalent form where the company has its effective place of management in a Member State of the EEA Agreement, being subject, in the EU Member State or in the Member State of the EEA Agreement where they have their effective place of management, to corporate income tax, without the possibility of an option and without being exempt from it; and
- holding at least 10% of the company distributing the dividends during two years and otherwise satisfying all the conditions of such Article as construed by the guidelines issued by the French tax authorities BOI-RPPM-RCM-30-30-20-10 dated 3 July 2019, it being however specified that (i) the ownership threshold is reduced to 5% of the capital of the French distributing company where the legal person being the beneficial owner of the dividends meets the conditions to benefit from the French participation exemption regime set forth in Article 145 of the FTC and has no possibility to offset the French withholding tax in its State of residence, (ii) the ownership thresholds are assessed taking into account shares held both in full or bare ownership; and (iii) Article 119 *ter* of the FTC does not apply to dividends distributed as part of an arrangement or series of

arrangements which, having been set up to seek the grant of, as a main objective or as part of one of the main objectives, a tax advantage that is against the object or the purpose of Article 119 *ter* of the FTC, is not genuine taking into account all the relevant facts and circumstances.

Article 119 *quinquies* of the FTC applies to legal entities (to the extent they are the beneficial owner of the distributions):

- being in a loss making position (or where the permanent establishment to which the income is allocated is in a loss making position) based on the rules applicable in the jurisdiction in which it is established;
- having their effective place of management (x) in a EU Member State or (y) in another Member State of the EEA Agreement that is not a NCST and that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion and a mutual assistance agreement on recovery with a similar scope to that provided for in Council Directive 2010/24/EU of 16 March 2010, or (z) in a State outside the EU or the EEA, that is not a NCST and that has concluded with France the administrative and mutual assistance agreements for recovery mentioned above, provided that the shareholding held in the distributing company does not allow the beneficiary to participate effectively in the management or control of this company or organisation; and
- provided that they are subject to a judicial liquidation procedure that is comparable to that mentioned in Article L. 640-1 of the French Commercial Code (or where there is no such procedure available, in a situation of cessation of payments with recovery being manifestly impossible) and otherwise meet all the conditions of Article 119 *quinquies* of the FTC.

Moreover, dividend income distributed to collective investment undertakings incorporated under foreign law which (i) are located in a EU Member State or in another State that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion which meets the conditions specified in Article 119-*bis* 2 of the FTC, (ii) raise capital from a certain number of investors with the purpose of investing it in the interest of such investors, pursuant to a defined investment policy and (iii) have characteristics similar to those required of collective undertakings fulfilling the conditions set forth in Article 119-*bis* 2, 2 of the FTC and the guidelines issued by the French tax authorities (BOI-RPPM-RCM-30-30-20-70 dated 6 October 2021), also benefit from a withholding tax exemption.

Existing shareholders of Vivendi may also benefit from a reduction or an exemption of withholding tax pursuant to the provisions of applicable tax treaties.

In addition, Article 235 quater of the FTC provides for a mechanism enabling under certain conditions to obtain a temporary refund of the withholding tax (which triggers a taxation in an equivalent amount that is subject to a payment deferral) which is applicable to Shareholders who are legal entities or organisations (a) whose result of the fiscal year during which the dividends distribution is received generates tax losses, (b) whose registered office or permanent establishment in the result of which the income and profits are included is located (x) in a EU Member State, (y) in another Member State of the EEA Agreement that is not a NCST and that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion and a mutual assistance agreement on recovery with a scope similar to that provided for in Council Directive 2010/24/EU of 16 March 2010 or (z) in a State outside the EU or the EEA, that is not a

NCST and that has concluded with France the above-mentioned conventions, provided that the shareholding held in the distributing company does not allow the beneficiary to participate effectively in the management or control of this company or organisation and (c) complying with the reporting obligations set forth in Article 235 quater of the FTC. The payment deferral would terminate with respect to the fiscal year in which the concerned Shareholder would become profitable as well as in cases set out in Article 235 quater of the FTC.

Furthermore, Article 235 *quinquies* of the FTC provides for a refund of a portion of the withholding tax in an amount corresponding to the difference between the upfront withholding tax paid and the withholding tax as determined on a basis net of any acquisition and holding charges directly linked to the dividends received, to the extent that the following conditions are met:

- the beneficiary is a legal entity or an organisation (a) whose results are not subject to personal income tax at the level of its shareholder, (b) whose registered office or permanent establishment in which the income and sums are included is located in a EU Member State or in another Member State of the EEA Agreement that is not a NCST and that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion and a mutual assistance agreement on recovery with a scope similar to that provided for in Council Directive 2010/24/EU of 16 March 2010, or in any other State which has concluded the above-mentioned tax treaty with France, provided that (i) this State is not an NCST and that (ii) the shareholding held in the distributing company or organisation does not allow the beneficiary to actually participate in the management or control of this company or this organisation;
- the acquisition and holding charges relating to such income and amounts would be deductible if the beneficiary were located in France; and
- the taxation rules applicable in its State of residence for tax purposes do not allow the beneficiary to offset the withholding tax.

Prospective shareholders must consult their usual tax advisors to (i) determine whether they are likely to fall within the scope of the legislation relating to NCSTs, and/or to qualify for a reduction to or exemption from the withholding tax by virtue of the provisions of international tax treaties or any of the abovementioned provisions (and under which conditions) and (ii) to determine the practical formalities to be complied with to benefit from these tax treaties, including those provided for by BOI-INT-DG-20-20-20-20 dated 12 September 2012 relating to the so-called "*standard*" or "*simplified*" procedure for the reduction of or exemption from the withholding tax or from the abovementioned provisions and (iii) more generally to determine the tax regime applicable in the light of their own specific situation.

Moreover, the shareholders' attention is drawn to the fact that Article 119 bis A of the FTC provides for an anti-abuse measure, whereby the paying agent is required to withhold the withholding tax applicable to dividends in case of temporary sales of shares or similar transactions around the dividend payment date allowing non-resident shareholders of French companies to avoid the withholding tax normally applicable. In this case, the withholding tax would apply without the beneficiary being able to avail himself of the so-called simplified procedure in order to benefit from the more favourable provisions of the applicable international tax treaties (if any). However, this measure provides, under certain conditions, for a safe-harbour provision in order to obtain reimbursement of all or part of the withholding tax thus levied if the non-resident shareholder is able to demonstrate that this payment corresponds to a transaction which has mainly a purpose and effect other than to avoid the application of a withholding tax or to obtain the benefit of a tax advantage. As part of the ongoing discussions on the draft finance law for 2025, several proposals emerged to amend the scope of Article 119 *bis* A of the FTC; it cannot be excluded that the rules governing the anti-abuse measure provided for by Article 119 bis A of the FTC will change in the future, and more generally that other anti-abuse measures will be adopted.

Prospective shareholders who could be concerned are invited to consult their usual tax advisor in order to determine the consequences of such provisions to their particular situation.

Lastly, non-French tax residents must also comply with the tax laws in force in their state of residence, as may be modified by the tax treaties for the avoidance of double taxation signed between France and such jurisdiction.

<u>Procedures for claiming treaty benefits</u>

Pursuant to the guidelines issued by the French tax authorities BOI-INT-DG-20-20-20-20, shareholders who are entitled to treaty benefits under an applicable tax treaty with France may under certain conditions claim such benefits under a simplified procedure (provided that it is possible under the provisions of the tax treaty) or under the standard procedure. Specific requirements apply to certain investors, such as UCITS, pension funds, etc.

The procedure to be followed generally depends upon whether the application for treaty benefits is filed before or after the dividend payment.

Under the simplified procedure, in order to benefit from the lower rate of withholding tax applicable under the relevant treaty, the shareholder must complete and deliver to the bank or financial institution managing its account or to the paying agent, before the dividend payment, a certificate of residence (Form 5000) stamped by the tax authorities of the jurisdiction of residence of such shareholder stating in particular that the recipient of the dividend:

- is beneficially entitled to the income for which the treaty benefits are being claimed;
- is a resident of the other contracting State for the purposes of the relevant tax treaty;
- does not have any establishment or permanent base in France to which the dividend income is attached; and
- has reported or will report this dividend to the tax authorities of the shareholder's country of residence.

If the Form 5000 is not filed prior to the dividend payment date, the normal procedure is applicable. In such a case, a withholding tax is levied at the ordinary French withholding tax rate, and the shareholder has to claim a refund for the excess withholding tax by filing both Form 5000 and Form 5001, with the French tax authorities, no later than 31 December, of the second year following the year during which the dividend is paid or no later than the date provided by the applicable tax treaty.

Copies of Form 5000 and Form 5001 are available on www.impots.gouv.fr. Information on such website is not a part of this offering memorandum.

Shareholders must consult their usual tax advisors to determine the practical formalities to be complied with to benefit from these provisions.

(B) *Tax treatment of the Return of Capital Component of the Partial Demerger*

The Return of Capital Component of the Partial Demerger will not be subject to any taxation in France.

2.4 Taxation in France of dividends derived from the Canal+ Shares

(A) *Individual French tax residents*

(i) Individual French tax residents holding the Canal+ Shares as part of their private estate, who do not trade on the markets on a regular basis, do not hold their shares through a PEA and have not acquired their shares through a company or group share plan or as part of an employee incentive scheme (*e.g.,* free shares, performance share units, restricted share units or shares acquired pursuant to the exercise of stock options or pursuant to an employee share purchase plan)

The tax treatment described above in paragraph 2.3(A) Part XVII (*Taxation*) for the Distribution Component of the Partial Demerger will apply *mutatis mutandis* to the dividends derived from the Canal+ Shares by the individual shareholders of the Company who are French tax residents and who own the Canal+ Shares as part of their private estate and who do not trade on the markets on a regular basis.

(ii) Individual French tax residents holding the Canal+ Shares through a PEA

CDIs will not be eligible to the PEA. Investors acquiring CDIs will not be permitted to credit the underlying Canal+ Shares on their PEA. The following developments only apply to investors having received Canal+ Shares on their PEA pursuant to the Partial Demerger as a result of holding their Vivendi Shares in a PEA or having acquired Canal+ Shares through a PEA.

<u>Personal income tax and social levies</u>

The 12.8% non-discharging tax levy does not apply to the dividends derived from the Canal+ Shares where such income is related to shares held in a French PEA.

Subject to certain conditions, the PEA offers (i) during the lifetime of the PEA, an exemption from personal income tax and social levies with respect to capital gains and other income derived from investments made through the PEA, provided, in particular, that such income and capital gains are maintained within the PEA and (ii) at the time of the closing of the PEA (if this occurs more than five (5) years after the PEA opening date) or at the time of a partial withdrawal from the PEA (if such withdrawal occurs more than five (5) years after the PEA opening, unless otherwise specified), an exemption from personal income tax for net gains realised since the opening of the plan.

It should however be noted that Canal+ Shares should not be considered as admitted to trading on a regulated market within the meaning of Articles L 421-1 or L 422-1 of the French Monetary and Financial Code, or on a multilateral trading facility within the meaning of Articles L 424-1 or L 424-9 of the same Code. As a consequence, pursuant to Article 157, 5° bis of the FTC, the abovementioned exemption of personal income tax and social levies that may apply to distributions received in respect of Canal+ shares held through a PEA will be limited to an amount equal to 10% of the ratio between (i) the amount of all income from Canal+ Shares credited to the PEA and (ii) the value of the Canal+ Shares held in the PEA securities account. This 10% limit is assessed annually and does not apply to capital gains derived from Canal+ Shares. Distributions in excess of the 10% limit will be subject to the standard distribution tax regime described in paragraph 2.2(A)(i)(a) of this Part XVII (*Taxation*).

Shareholders concerned must consult their usual tax advisor to determine whether such limitation applies.

The net gain recognised upon closing or withdrawal from the PEA more than five (5) years after the PEA opening date is not taken into account for the calculation of the reference income, but remains subject to the social levies described in paragraph above – "*Social levies*" at a rate of 17.2% for net gains realised as from 1 January 2018. However, the applicable rate of these social levies may vary depending on the date of realisation of such net gains for (i) net gains acquired or recognised before 1 January 2018 and (ii) net gains realised within the first five years following the opening of the plan, where such plan was opened before 1 January 2018.

Specific provisions, not described in this document, apply if capital losses are realised, if the plan is closed before the end of the fifth year following the opening of the PEA or if a withdrawal is made from the PEA in the form of an annuity. Concerned persons must consult with their usual tax advisor.

Shareholders holding their Canal+ Shares through a PEA must consult with their usual tax advisor in order to determine the tax consequences applicable to them in case of a closing of, or withdrawal from, their PEA.

(B) *Legal entities that are tax residents in France and subject to CIT and own less than 5% of the share capital of the Company*

The tax treatment described above in paragraph 2.2(A)(i)(a) of this Part XVII (*Taxation*) for the Distribution Component of the Partial Demerger will apply *mutatis mutandis* to the dividends derived from the Canal+ Shares held by the legal entities that are tax residents and subject CIT in France and, own less than 5% of the share capital of the Company.

Legal entities owning an interest representing 5% or more of the share capital of the Company or otherwise eligible to the parent subsidiary regime must consult with their usual advisor to determine the tax regime applicable to their particular situation.

(C) *Non-French tax residents*

The developments contained in paragraph 2.3 of this Part XVII (*Taxation*) are *mutatis mutandis* applicable to the tax treatment of dividends received from the Canal+ Shares by the Company shareholders who are not French residents for tax purposes.

2.5 Taxation in France of capital gains derived from the Canal+ Shares

(A) *Individual French tax residents*

(i) Individual French tax residents holding the Canal+ Shares as part of their private estate, who do not trade on the markets on a regular basis, do not hold their shares through a PEA and have not acquired their shares through a company or group share plan or as part of an employee incentive scheme (*e.g.,* free shares, performance share units, restricted share units or shares acquired pursuant to the exercise of stock options or pursuant to an employee share purchase plan)

Net gains from the sale of the Canal+ Shares by individuals who are French tax residents are subject to a 12.8% flat tax, without rebate.

However, taxpayers may elect, before the deadline for filing their income tax return for the year in question, that such net capital gains be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale (with a top marginal tax rate of 45%). The election is global, irrevocable, express and applies on a yearly basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the 12.8% flat tax and earned during said year.

Persons with reportable net capital losses or recognizing capital losses on the sale of the Canal+ Shares must consult with their usual tax advisor in order to review the conditions for the use of such capital losses.

Net capital gains are also included in the taxpayer's reference tax income, which may be subject to the exceptional contribution on high income at a rate of 3% or 4%, as well as to the new incremental surtax on high income contemplated by the draft finance law for 2025, as described in paragraph 2.2(A)(i)(a) of this Part XVII (*Taxation*).

In addition, capital gains resulting from the sale of the Canal+ Shares will also be subject to social levies as described in paragraph 2.2(A)(i)(a) of this Part XVII (*Taxation*) (it being specified that in the case of capital gains, social levies are collected by assessment).

(ii) Individual French tax residents holding the Canal+ Shares through a PEA

CDIs will not be eligible to the PEA. Investors acquiring CDIs will not be permitted to credit the underlying Canal+ Shares on their PEA. The following developments only apply to investors having received Canal+ Shares on their PEA pursuant to the Partial Demerger as a result of holding their Vivendi Shares in a PEA or having acquired Canal+ Shares through a PEA.

<u>Personal income tax and social levies</u>

The 12.8% non-discharging tax levy does not apply to the capital gains derived from the Canal+ Shares where such income is related to shares held in a French PEA.

Subject to certain conditions, the PEA offers (i) during the lifetime of the PEA, an exemption from personal income tax and social levies with respect to capital gains and other income derived from investments made through the PEA, provided, in particular, that such income and capital gains are maintained within the PEA and (ii) at the time of the closing of the PEA (if this occurs more than five (5) years after the PEA opening date) or at the time of a partial withdrawal from the PEA (if such withdrawal occurs more than five (5) years after the PEA opening, unless otherwise specified), an exemption from personal income tax for net gains realised since the opening of the plan.

Even if the Canal+ Shares are not admitted to trading on a regulated market within the meaning of Articles L 421-1 or L 422-1 of the French Monetary and Financial Code, or on a multilateral trading facility within the meaning of Articles L 424-1 or L 424-9 of the same Code, it should be noted that the 10% limit mentioned in paragraph 2.4(A)(ii) of this Part XVII (*Taxation)* will not apply to capital gains derived from the Canal+ Shares.

The net gain recognised upon closing or withdrawal from the PEA more than five (5) years after the PEA opening date is not taken into account for the calculation of the reference income, but remains subject to the social levies described in paragraph above – "*Social levies*" at a rate of 17.2% for net gains realised as from 1 January 2018. However, the applicable rate of these social levies may vary depending on the date of realisation of such net gains for (i) net gains acquired or recognised before 1 January 2018 and (ii) net gains realised within the first five years following the opening of the plan, where such plan was opened before 1 January 2018.

Specific provisions, not described in this document, apply if capital losses are realised, if the plan is closed before the end of the fifth year following the opening of the PEA or if a withdrawal is made from the PEA in the form of an annuity. Concerned persons must consult with their usual tax advisor.

Shareholders holding their Canal+ Shares through a PEA must consult with their usual tax advisor in order to determine the tax consequences applicable to them in case of a closing of, or withdrawal from, their PEA.

(B) *Legal entities that are tax residents in France and subject to CIT and own less than 5% of the share capital of the Company*

Except where a specific regime applies, net capital gains resulting from the sale of the Canal+ Shares generated by legal entities subject to CIT in France and that do not own their shares as *titres de participation et titres assimilés* shall be included in the income subject to CIT at the standard rate plus the 3.3% social levy (Article 235 *ter* ZC of the FTC), where applicable, which is assessed on the basis of the amount of CIT after application of a rebate which may not exceed an amount of €763,000 per twelve-month period. The standard CIT rate for fiscal years opened on or after 1 January 2022 is currently 25%. However, the applicable CIT rate may depend on the legal entity's turnover and the amount of its taxable income (notably, under certain conditions, for legal entities which qualify as SMEs). Shareholders must consult with their usual tax advisor in order to determine the tax rate applicable to them. In addition, the finance law for 2025 contemplates the implementation of additional surtax for large companies, which may therefore apply on top of the CIT and the 3.3% social contribution. Concerned entities must liaise with their usual tax advisor.

In principle, and except where a specific regime applies (such as the regime of *titres de participation et titres assimilés*), capital losses resulting from the sale of the Canal+ Shares are deductible from the legal entity's taxable income.

Legal entities that are residents in France for which the Canal+ Shares qualify as equity investment or assimilated securities for the purposes of Article 219 I-a *quinquies* of the FTC (*titres de participation et titres assimilés*) must consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(C) *Non-French tax residents*

Subject to the provisions of applicable double tax treaties, as a matter of principles, under French tax law, capital gains arising from the disposal of shares or rights by individuals who are not residents of France for tax purposes within the meaning of Article 4 B of the FTC or by legal entities whose seat is located outside France (and who do not own their shares in connection with a fixed base or a permanent establishment subject to tax in France and on the balance sheet of which the shares are recorded), and provided that the seller has not held directly or indirectly, alone or together with relatives in the case of individuals, a stake representing more than 25% of the rights in the Company's earnings (*droits aux bénéfices sociaux*) at any point in time during the five-year period preceding the disposal, are not subject to French tax under Articles 244-*bis* B and C of the FTC.

However, pursuant to Article 244-*bis* B of the FTC and subject to any applicable double tax treaties, capital gains realised on the sale of securities for consideration of a company subject to corporate tax and having its seat in France by persons, who are not resident in France for tax purposes within the meaning of Article 4 B of the FTC or whose registered office is located outside France, are subject to a tax in France when such persons:

- have held, at any time during the five years preceding the sale, directly or indirectly, with their spouse, ascendants and descendants, more than 25% of the rights in the Company's profits, in which case the levy is fixed at (i) the standard rate of corporate income tax set out in the second paragraph of Article 219, I of the CGI (*i.e.,* 25% for fiscal years beginning as from 1 January 2022) when due by a legal person or entity in any form or (ii) the rate of 12.8% when due by an individual; or

- are domiciled, established or incorporated outside France in an NCST other than those mentioned in Article 238-0 A, 2 *bis*, 2° of the CGI (whatever the percentage of rights held in the profits of the concerned company), in which case the levy is fixed at the rate of 75%, unless they provide proof that the transactions to which these profits correspond mainly have an object and an effect other than to allow them to be located in an NCST.

Persons falling in the scope of one of these two categories should consult with their usual tax advisors to assess the possible impact of the provisions of Article 244 bis B of the FTC.

Furthermore, upon disposal of their shares, foreign shareholders are invited to consult appropriate counsel so as to assess their tax obligations in their country of residence as well as possibly in France in case the Company could then be considered as a real estate rich entity pursuant to Article 244-*bis* A of the FTC or in case Article 244-*bis* B of the FTC applies or whether they may be able to claim an exemption.

2.6 French transfer taxes and financial transaction tax

Pursuant to Article 726 of the FTC, a 0.1% French transfer tax (*droit d'enregistrement*) applies to transfers of non-listed shares, irrespective of whether such transfer of shares is evidenced by a deed or not. The sale must be registered within 30 days with the French tax authorities. Unless otherwise agreed by the parties, transfer taxes are borne by the purchaser but both the purchaser and the seller are jointly and severally liable for the payment of the tax.

For such purposes listed shares are defined as shares traded on a trading platform, which is defined by the administrative guidelines as (i) a regulated market for financial instruments governed by the provisions of Chapter I of Title II of Book IV of the Legislative Part of the French Monetary and Financial Code, (ii) a multilateral trading facility governed by the provisions of Chapter IV of Title II of Book IV of the Legislative Part of the French Monetary and Financial Code, or (iii) any equivalent foreign market or multilateral trading facility operating under similar conditions.

Unless the French tax authorities would be prepared to consider that (i) the Canal+ Shares can be deemed listed as a result of the CDIs being traded on the LSE and (ii) the LSE can be deemed an "equivalent foreign market" for the purposes of the administrative guidelines (in which case French transfer taxes would only apply to sales of Canal+ Shares evidenced by a deed signed in France), transfers of Canal+ Shares will be subject to a 0.1% French transfer tax (unless such sale were subject to the French financial transaction tax described below). This could possibly apply to transfers of Canal+ Shares to CREST International Nominee for the purposes of the creation of CDIs. Shareholders must consult with their usual tax advisor before considering such conversion, in particular if such conversion is to take place outside the context of a sale of CDIs on the market.

The Canal+ Shares and CDIs might fall within the scope of the French FTT provided by Article 235 *ter* ZD of the FTC, which is applicable, under certain circumstances, to the acquisition of equity securities or assimilated securities admitted to trading on a French, European or foreign regulated market (within the meaning of the provisions of Articles L.421-4, L.422-1 or L.423-1 of the French Monetary and Financial Code), which are issued by a company whose registered office is located in France and whose market capitalisation as of 1st December of the preceding year exceeds €1 billion, as well as to securities representing any such shares (such as the CDIs), irrespective of the location of the registered office of the issuer of such securities. Transactions on Company securities or CDIs undertaken in 2024 or 2025 will not be subject to the French FTT (provided the Partial Demerger occurs after 1 December 2024). A list of the companies within the scope of the French FTT has been updated and published by the French tax administration (BOI-ANNX-000467) on an annual basis since 2015. Trades on the Canal+ Shares and CDIs would be subject to the French FFT (subject to available exemptions) with effect as from 1 January of a given year (and potentially as soon as 2026, provided the Partial Demerger occurs after 1 December 2024), if (x) the LSE were to be recognised as a foreign regulated market (which is currently not the case based on the latest list published by the French *Autorité des marchés financiers,* but such list may be updated at any time in accordance with the provisions of Article L. 423-1 of the French Monetary and Financial Code), (y) the Canal+ Shares are deemed admitted to trading on the LSE as a result of the CDIs being traded on the LSE and (z) the market capitalisation of the Company as of 1 December of the preceding year exceeds €1 billion. In this case, the French FTT will be due in an amount equal to 0.3% of the consideration paid for the equity instruments of the Company and/or CDIs acquired on the secondary market (subject to certain exceptions). Acquisitions of equity or similar/assimilated securities subject to this tax are exempt from registration taxes provided for by Article 726 of the FTC. As part of the ongoing discussions on the draft finance law for 2025, several proposals emerged to amend the scope of the French FTT and its rate; it cannot be excluded that the rules governing the application of the French FTT will change in the future.

The French transfer taxes and the French FTT that may be due could increase the transaction costs associated with purchases and sales of the Canal+ Shares and/or CDIs and could reduce the liquidity of the market for the Canal+ Shares and/or CDIs. Prospective holders of the Canal+ Shares and/or CDIs are advised to consult their own tax advisor on the potential consequences of the French FTT and transfer taxes.

2.7 French inheritance and gift tax

Under French law, shares or rights issued by French companies and acquired by way of inheritance or gift by an individual not residing in France for French tax purposes fall within the scope of French inheritance tax and gift duties, and where applicable are subject thereto. The tax applies without regard to the tax residence of the transferor. However France has entered into tax treaties with some jurisdictions so as to avoid double taxation on inheritance or gifts, which allow for persons residing in these jurisdictions to be exempted under certain conditions from inheritance or gift duties or to be granted a tax credit.

3. US TAXATION

3.1 Certain US federal income tax consequences

The following is a summary of certain US federal income tax considerations that are likely to be relevant to the receipt, ownership and disposition of Canal+ Shares by a US Holder (as defined below).

This summary is based on provisions of the Internal Revenue Code of 1986, as amended (the "**Code**"), and regulations, rulings and judicial interpretations thereof, in force as of the date hereof, the Convention Between the Government of the United States of America and the Government of the French Republic for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital (the "**Treaty**"). Those authorities are subject to change and differing interpretation at any time, perhaps retroactively, so as to result in US federal income tax consequences different from those summarised below.

This summary is not a comprehensive discussion of all of the tax considerations that may be relevant to a particular investor's receipt, holding or disposition of Canal+ Shares. In particular, this summary is directed only to US Holders that hold Canal+ Shares and their Vivendi Shares as capital assets and does not address tax consequences that may be applicable to holders that are not US Holders or US Holders who may be subject to special tax rules, such as banks, brokers or dealers in securities or currencies, traders in securities electing to mark to market, financial institutions, life insurance companies, tax-exempt entities, regulated investment companies, entities or arrangements that are treated as partnerships for US federal income tax purposes (or partners therein), holders that own or are treated as owning 5% or more of Vivendi's stock by vote or value, persons holding Vivendi Shares as part of a hedging or conversion transaction or a straddle, persons required to accelerate any item of income as a result of such item's inclusion on any applicable financial statement or persons whose functional currency is not the US Dollar. Moreover, this summary does not address state, local or non-US taxes, any US tax other than income taxes, such as US federal estate and gift taxes, the Medicare contribution tax applicable to net investment income of certain non-corporate US Holders, or any alternative minimum tax consequences of receiving, acquiring, holding or disposing of Canal+ Shares.

For purposes of this summary, a "**US Holder**" is a beneficial owner of Vivendi Shares and/or Canal+ Shares (as applicable) that is a citizen or resident of the United States or a US domestic corporation or that otherwise is subject to US federal income taxation on a net income basis in respect of such Vivendi Shares and/or Canal+ Shares (as applicable) and that is fully eligible for benefits under the Treaty (including pursuant to its "Limitation on Benefits" article).

US Holders should consult their own tax advisors about the consequences of the receipt, acquisition, ownership, and disposition of the Canal+ Shares, including the relevance to their particular situations of the considerations discussed below and any consequences arising under non-US, state, local or other tax laws.

(A) US Federal Income Taxation of the Partial Demerger

The Partial Demerger will generally be treated for US federal income tax purposes as a distribution of the Canal+ Shares by Vivendi. Generally, the distribution of property by a corporation in respect of its stock, such as the distribution of the Canal+ Shares in the Partial Demerger, is taxable to US stockholders. However, under Sections 368 and 355 of the Code, if numerous requirements are met, the distribution by one corporation of an amount of stock constituting "control" (within the meaning of Section 368(c) of the Code) of another corporation may be made on a tax-free basis. While the matter is not free from doubt, the Company and Vivendi believe, based on currently applicable tax law (including the administrative guidance and interpretation thereof), that the Partial Demerger would likely not satisfy certain of such requirements and that, accordingly, it likely constitutes a taxable transaction for US federal income tax purposes. The remainder of this discussion assumes such treatment is respected, and, accordingly, each US Holder who receives Canal+ Shares in the Partial Demerger will be treated as receiving a taxable distribution in an amount equal to the fair market value of the Canal+ Shares received (determined at the time of the Partial Demerger). There can be no assurance that the Partial Demerger will qualify for such treatment. Furthermore, US law does not prescribe any particular methodology for determining fair market value for tax purposes, and any methodology chosen by a taxpayer is not binding on the US Internal Revenue Service ("**IRS**") or any other taxing authority. *US Holders should consult their own tax advisors with respect to the consequences to them of the Partial Demerger.*

Assuming that the Partial Demerger is a taxable distribution, then such distribution will be treated as a dividend for US federal income tax purposes to the extent of Vivendi's current and accumulated earnings and profits, as determined for US federal income tax purposes. To the extent that the amount of the taxable distribution exceeds such earnings and profits, the distribution will be treated to each US Holder first as a non-taxable return of capital until such US Holder's adjusted tax basis in its Vivendi Shares is $0, and thereafter as gain from the taxable sale or exchange of a capital asset. Vivendi does not maintain calculations of its earnings and profits for US federal income tax purposes, and, accordingly, US Holders should expect that the Partial Demerger will be treated as a dividend in its entirety.

Subject to certain exceptions for short-term positions, the dividends received by an individual with respect to the Vivendi Shares would be subject to taxation at a preferential rate if (i) Vivendi is eligible for the benefits of a comprehensive tax treaty with the United States that the US Treasury determines is satisfactory for purposes of this provision and that includes an exchange of information program (including the Treaty), and (ii) Vivendi was not a passive foreign investment company ("**PFIC**") in the year prior to the Partial Demerger or in the year of the Partial Demerger. Vivendi believes it is eligible for the benefits of the Treaty, and, based on its financial statements and relevant market and shareholder data, Vivendi believes that it was not treated as a PFIC for US federal income tax purposes with respect to its 2023 taxable year. In addition, based on Vivendi's financial statements and its current expectations regarding the value and nature of its assets, and the sources and nature of its income, Vivendi does not anticipate becoming a PFIC for its 2024 taxable year.

Because Vivendi is not a US corporation, US Holders that are corporations will generally not be entitled to claim a dividends received deduction with respect to the Partial Demerger. Moreover, each US Holder's tax basis in the Canal+ Shares received in the

Partial Demerger will be equal to the fair market value of such Canal+ Shares (determined at the time of the Partial Demerger).

Subject to generally applicable limitations and conditions and the discussion above at paragraph 2.2(A)(i)(a) of this Part XVII (*Taxation*) French withholding tax with respect to the Partial Demerger paid at the appropriate rate applicable to a US Holder may be eligible for a credit against such US Holder's US federal income tax liability. These generally applicable limitations and conditions include requirements adopted by the IRS in regulations promulgated in December 2021, and any French tax will need to satisfy these requirements in order to be eligible to be a creditable tax for a US Holder. In the case of a US Holder that consistently elects to apply a modified version of these rules under recently issued temporary guidance and complies with specific requirements set forth in such guidance, the French tax on dividends will be treated as meeting the requirements promulgated in December 2021 and therefore as a creditable tax. In the case of all other US Holders, the application of these requirements to the French tax on dividends is uncertain and the Company has not determined whether these requirements have been met. If the French dividend tax is not a creditable tax for a US Holder or the US Holder does not elect to claim a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year, the US Holder may be able to deduct the French tax in computing such US Holder's taxable income for US federal income tax purposes. Distributions treated as dividends for US federal income tax purposes (including the Partial Demerger as described above) will generally constitute income from sources without the United States and, for US Holders that elect to claim foreign tax credits, generally will constitute "passive category income" for foreign tax credit purposes.

The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a US Holder's particular circumstances and involve the application of complex rules to those circumstances. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. US Holders should consult their own tax advisors regarding the application of these rules to their particular situations.

Holders should consult their personal tax advisors regarding the US federal income tax consequences of the Partial Demerger to them.

(B) Certain US Federal Income Tax Considerations Relating to the Canal+ Shares

(i) Taxation of Dividends

The Company does not expect to maintain calculations of its earnings and profits in accordance with US federal income tax principles. US Holders therefore should expect that distributions generally will be treated as dividends for US federal income tax purposes.

For a US Holder, cash dividends paid in a currency other than US Dollars generally will be includible in such US Holder's income in a US Dollar amount calculated by reference to the exchange rate in effect on the day such US Holder receives the dividends. Any gain or loss on a subsequent sale, conversion or other disposition of such non-US currency by such US Holder generally will be treated as ordinary income or loss and generally will be income or loss from sources within the United States.

Subject to certain exceptions for short-term positions, the US Dollar amount of dividends received by an individual with respect to Canal+ Shares will be subject to taxation at a preferential rate if the dividends are "qualified dividends". Dividends paid on the Canal+ Shares will be treated as qualified dividends if (i) the Canal+ Shares are readily tradable on an established securities market in the United States or the Company, as applicable, is eligible for the benefits of a comprehensive tax treaty with the United States that the US Treasury Department determines is satisfactory for purposes of this provision and that includes an exchange of information program, and (ii) Canal+ was not, in the year prior to the year in which the dividend was paid, and is not, in the year in which the dividend is paid, PFIC.

The US Treasury has determined that the Treaty meets the requirements for reduced rates of taxation, and the Company expects to be eligible for the benefits of the Treaty. Based on the Company's financial statements and relevant market and shareholder data, the Company believes that neither it nor any predecessor of it was treated as a PFIC for US federal income tax purposes with respect to its 2023 taxable year. In addition, based on its financial statements and current expectations regarding the value and nature of their assets, the sources and nature of their income, and relevant market and shareholder data, the Company does not anticipate becoming a PFIC for its 2024 taxable year or in the foreseeable future. Holders should consult their own tax advisors regarding the availability of the reduced dividend tax rate in light of their own particular circumstances.

Subject to generally applicable limitations and conditions and the discussion above at paragraph 2.3(A) of this Part XVII (*Taxation*), French dividend withholding tax paid at the appropriate rate applicable to the US Holder may be eligible for a credit against such US Holder's US federal income tax liability. The limitations and conditions applicable to claiming a foreign tax credit for US federal income tax purposes in respect of such dividends are generally the same as those discussed above at paragraph 3.1(A) of this Part XVII (*Taxation*) in connection with the availability of foreign tax credits for French dividend withholding tax on the Partial Demerger, *mutatis mutandis*.

The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a US Holder's particular circumstances and involve the application of complex rules to those circumstances. US Holders should consult their own tax advisors regarding the application of these rules to their particular situations.

US Holders that receive distributions of additional shares or rights to subscribe for shares as part of a pro rata distribution to all Shareholders generally will not be subject to US federal income tax in respect of the distributions, unless the US Holder has the right to receive cash or property other than such additional shares or rights to subscribe for shares, in which case the US Holder will be treated as if it received cash equal to the fair market value of the distribution.

(ii) Taxation of Dispositions of Shares

Subject to the discussion below at of this paragraph 3.1(B)(iii) of this Part XVII (*Taxation*) Section 14.3.4 "Passive Foreign Investment Company Status", upon a sale, exchange or other taxable disposition of Canal+ Shares, US Holders will realise gain or loss for US federal income tax purposes in an amount equal to the difference between the amount realised on the disposition and the US Holder's adjusted tax basis in the Canal+ Shares, as determined in US Dollars as discussed below. Such gain or loss will be capital gain or loss, and will generally be long-term capital gain or loss if the Canal+ Shares have been held for more than one year. Long-term capital gain realised by a US Holder that is an individual generally is subject to taxation at a preferential rate. The deductibility of capital losses is subject to limitations.

If a US Holder sells or otherwise disposes of Canal+ Shares in exchange for currency other than US Dollars, the amount realised generally will be the US Dollar value of the currency received at the spot rate in effect on the date of sale or other disposition (or, if the Canal+ Shares are traded on an established securities market at such time, in the case of cash basis and electing accrual basis US Holders, the settlement date). An accrual basis US Holder that does not elect to determine the amount realised using the spot exchange rate on the settlement date will recognise foreign currency gain or loss equal to the difference between the US Dollar value of the amount received based on the spot exchange rates in effect on the date of the sale or other disposition and the settlement date. A US Holder generally will have a tax basis in the currency received equal to the US Dollar value of the currency received at the spot rate in effect on the settlement date. Any currency gain or loss realised on the settlement date or the subsequent sale, conversion, or other disposition of the non-US currency received for a different US Dollar amount generally will be US-source ordinary income or loss, and will not be eligible for the reduced tax rate applicable to long-term capital gains. If an accrual basis US Holder makes the election described in the first sentence of this paragraph, it must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

Additionally, capital gain or loss recognised by a US Holder on the sale or other disposition of Canal+ Shares generally will be US source gain or loss for US foreign tax credit purposes. A US Holder should consult its own tax advisors regarding the treatment of any foreign currency gain or loss realised with respect to any currency received in a sale or other disposition of Canal+ Shares.

(iii) Passive Foreign Investment Company Status

Special US tax rules apply to companies that are considered to be PFICs. The Company will be classified as a PFIC in a particular taxable year if, taking into account its proportionate share of the income and assets of its subsidiaries under applicable "look-through" rules, either:

- 75 percent or more of its gross income for the taxable year is passive income; or
- the average percentage of the value of its assets that produce or are held for the production of passive income is at least 50 percent.

For this purpose, passive income generally includes dividends, interest, gains from certain commodities transactions, rents, royalties and the excess of gains over losses from the disposition of assets that produce passive income.

Based on the Company's financial statements and expectations about the nature and amount of its income, assets, activities and the market value of its equity, the Company and Vivendi do not believe that the Company (or any predecessor thereof) was a PFIC in 2023 and do not expect the Company to become a PFIC in the foreseeable future. In the event that, contrary to such expectation, the Company is classified as a PFIC in any year, and a US Holder does not make a mark-to-market election, as described below, such US Holder will be subject to a special tax at ordinary income tax rates on "excess distributions", including certain distributions by us and gain that such US Holder recognises on the sale of Canal+ Shares. The amount of income tax on any excess distributions will be increased by an interest charge to compensate for tax deferral, calculated as if the excess distributions were earned ratably over the period the relevant US Holder holds such US Holder's Canal+ Shares.

If the Company is a PFIC, US Holders can avoid the unfavorable rules described above by electing to mark Canal+ Shares to market, provided the Canal+ Shares are considered "marketable". Canal+ Shares will be marketable if they are regularly traded on certain qualifying US stock exchanges or on a foreign stock exchange that meets certain requirements. A US Holder who makes this mark-to-market election will be required in any year in which the Company is a PFIC to include as ordinary income the excess of the fair market value of such US Holder's Canal+ Shares at the end of such US Holder's taxable year over such US Holder's basis in those Canal+ Shares. If at the end of a US Holder's taxable year, such US Holder's basis in the Canal+ Shares exceeds their fair market value, such US Holder will be entitled to deduct the excess as an ordinary loss, but only to the extent of such US Holder's net mark-to-market gains from previous years. A US Holder's adjusted tax basis in Canal+ Shares will be adjusted to reflect any income or loss recognised under these rules. In addition, any gain recognised upon the sale of Canal+ Shares by a US Holder will be taxed as ordinary income in the year of sale and any loss will be treated as an ordinary loss to the extent of such US Holder's net mark-to-market gains from previous years.

Canal+ Shares will be considered to be regularly traded (i) during the current calendar year if they are traded, other than in de minimis quantities, on at least 1/6 of the days remaining in the quarter in which the Partial Demerger occurs, and on at least 15 days during each remaining quarter of the calendar year; and (ii) during any other calendar year if they are traded, other than in de minimis quantities, on at least 15 days during each calendar quarter.

Once made, the election cannot be revoked without the consent of the IRS unless the Canal+ Shares cease to be marketable.

Classification as a PFIC may also have other adverse tax consequences, including, in the case of individuals, the denial of a step-up in the basis of Canal+ Shares at death.

A US Holder that owns an equity interest in a PFIC generally must annually file IRS Form 8621 and may be required to file other IRS forms. A failure to file one or more of these forms as required may toll the running of the statute of limitations in respect of each of taxable years for which such form is required to be filed. As a result, the taxable years with respect to which a US Holder fails to file the form may remain open to assessment by the IRS indefinitely, until the form is filed.

The US federal income tax rules relating to PFICs are complex. US Holders should consult their own tax advisors regarding the US federal income tax considerations discussed above and the desirability of making a mark-to-market election.

(iv) Foreign Financial Asset Reporting

Individual US Holders that own "specified foreign financial assets" with an aggregate value in excess of $50,000 on the last day of the taxable year, or $75,000 at any time during the taxable year, are generally required to file an information statement along with their tax returns, currently on Form 8938, with respect to such assets. "Specified foreign financial assets" include any financial accounts held at a non-US financial institution, as well as securities issued by a non-US issuer that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on objective criteria. US Holders who fail to report the required information could be subject to substantial penalties. In addition, the statute of limitations for assessment of tax would be suspended, in whole or part. Prospective investors are encouraged to consult with their own tax advisors regarding the possible application of these rules, including the application of the rules to their particular circumstances

3.2 Backup Withholding and Information Reporting

Dividends paid to, and proceeds from a sale or other disposition by, a US Holder in respect of the Vivendi Shares or the Canal+ Shares generally may be subject to the information reporting requirements of the Code and may be subject to backup withholding unless the US Holder provides an accurate taxpayer identification number and makes any other required certification or otherwise establishes an exemption. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a US Holder will be allowed as a refund or credit against the US Holder's US federal income tax liability, provided the required information is furnished to the IRS in a timely manner.

A holder that is not a US Holder may be required to comply with certification and identification procedures in order to establish its exemption from information reporting and backup withholding.

PART XVIII
ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

The members of the Management Board and Supervisory Board, whose names appear in paragraphs 1.1 and 1.2 Part XI (*Management Board and Supervisory Board, Senior Managers, Employees, Corporate Governance and Remuneration*), and the Company accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the members of the Management Board and Supervisory Board and the Company, the information contained in this Prospectus is in accordance with the facts and this Prospectus makes no omission likely to affect its import.

2. INCORPORATION AND ACTIVITY OF THE COMPANY

On 5 February 2018, the Company was incorporated as a French *société par actions simplifiée* (simplified joint-stock company) under the laws of France with identification number 835 150 434 RCS Nanterre and subsequently transformed into a *société anonyme* (limited company) on 24 October 2024. The Company operates in conformity with the Articles of Association and is duly authorised by the Articles of Association in respect of Admission. It was registered on 5 February 2018 for a period of 99 years, expiring on 5 February 2117.

The Company is domiciled and registered in France and its LEI number is 9695000537F9F73BXN18. Its registered office is 50 Rue Camille Desmoulins 92863 Issy Les Moulineaux Cedex 9, France and its head office and principal place of business is at the same location. The Company's telephone number is +33 (0)1 71 35 35 35 and its website is accessible at www.canalplusgroup.com. Information contained on the Company's website or the content of any website accessible from hyperlinks on the Company's website is not incorporated into and does not form part of this Prospectus.

The Company operates in conformity with, and is subject to, French law.

3. SHARE CAPITAL OF THE COMPANY

3.1 Issued share capital of the Company on Admission

On Admission, the number of Canal+ Shares in issue will be equal to the number of Vivendi Shares in issue at 13 December 2024 (excluding the Excluded Vivendi Shares) plus the 148,000 existing Canal+ Shares already in issue as of the date of this Prospectus. Further detail on the Partial Demerger is set out in paragraph 3 of Part X (*Overview of the Vivendi Spin-Off*) of this Prospectus.

The Canal+ Shares have a par value of €0.25 per share and will be fully paid. They are also freely transferable subject to compliance with applicable securities laws, and there are no restrictions on transfer imposed by the Articles of Association.

The Canal+ Shares will be registered with ISIN FR001400T0D6 and SEDOL BRS9F13.

3.2 History of the share capital

On incorporation, 5,000 ordinary shares with a par value of €1 per share in the capital of the Company were issued to Groupe Canal+ SA. On 16 July 2024, Groupe Canal+ SA sold all of the shares it held in the Company to Vivendi and Vivendi sold one Canal+ share to Compagnie Hoche SAS on 17 October 2024.

The Company's total share capital as of 30 June 2024 was €5,000, being the share capital of the Company comprised of 5,000 ordinary shares with a par value of €1.00 per share. The share capital was the same as of 30 June 2023 and 30 June 2022.

The Company implemented a stock split and a share capital increase on 24 October 2024, following which the Company's share capital comprised 148,000 ordinary shares with a par value of €0.25 per share.

Following the date of this Prospectus, and prior to Admission, Vivendi and the Company intend to implement the Partial Demerger as described in paragraph 3 of Part X (*Overview of the Vivendi Spin-Off*) of this Prospectus, which will result in, amongst other things, further Canal+ Shares being issued to the sole shareholder of the Company, Vivendi (except for four shares held by Compagnie Hoche SAS), to ensure that on Admission the number of Canal+ Shares in issue will be equal to the number of Vivendi Shares in issue at 13 December 2024 (excluding the Excluded Vivendi Shares) plus the 148,000 existing Canal+ Shares already in issue as of the date of this Prospectus.

4. INFORMATION ABOUT THE CANAL+ SHARES

4.1 Description and type of securities

The Canal+ Shares are fully paid ordinary shares with a nominal value of €0.25 each and are duly authorised according to the requirements of the Articles of Association. The Company has and, following Partial Demerger and Admission, will have one class of ordinary shares.

The Canal+ Shares are credited as fully paid and free from all liens, equities, charges, encumbrances and other interests. The Canal+ Shares will rank pari passu with all other Canal+ Shares for dividends and distributions on shares of the Company declared, made or paid after their issue.

4.2 Legislation under which the Canal+ Shares were created

The Canal+ Shares have been created under French law.

4.3 Listing

An application will be made to the FCA for the Canal+ Shares to be admitted to the equity shares (commercial companies) category of the Official List. An application will also be made to the LSE for the Canal+ Shares to be admitted to trading on its main market for listed securities. It is expected that Admission will become effective and that dealings in the Canal+ Shares will commence on the LSE by no later than 8.00 a.m. (London time) on 16 December 2024.

No application has been made or is intended to be made for the Canal+ Shares to be admitted to listing or trading on any other exchange concurrently with Admission. Following Admission, the Company may consider a possible secondary listing on the Johannesburg Stock Exchange.

There is no prior trading record for the Canal+ Shares.

4.4 Form and currency of the Canal+ Shares

The Canal+ Shares will be in registered or in bearer form, at the option of each Shareholder and are recorded in an account in accordance with the conditions set forth in applicable laws and regulations. The registrar of the Company is Uptevia.

The Canal+ Shares, as securities issued by the Company, a company not incorporated in the UK, cannot be held in uncertificated form or transferred electronically in the CREST system. In order for the Canal+ Shares to be traded on the LSE, CDIs will be issued upon request by the CREST Depository to allow the Canal+ Shares to be dematerialised and to enable persons who hold Canal+ Shares from Admission to transfer and settle trades of Canal+ Shares on the LSE within CREST. The Canal+ Shares will not themselves be admitted to CREST. Any CDIs issued will be independent securities constituted under English law and held and transferred directly through the CREST system. CDIs have the same ISIN as the underlying Canal+ Shares and do not require a separate admission to trading on the LSE. Further detail on CREST depository Interest is set out in Part XVI (*CREST Depository Interests*).

The Canal+ Shares will be denominated in Euro and quoted in Pounds Sterling on the LSE.

4.5 Rights attached to the Canal+ Shares

All the Canal+ Shares will rank pari passu with all other Canal+ Shares in all respects. There are no conversion or exchange rights attaching to the Canal+ Shares, and all the Canal+ Shares will have equal rights to participate in capital, dividend and profit distributions by the Company.

Except in relation to dividends which have been declared and rights on a liquidation of the Company, the Shareholders have no rights to share in the profits of the Company.

The Canal+ Shares are freely transferrable, except as otherwise provided pursuant to applicable laws and regulations. Share ownership is recorded in an account and share ownership is transferred, vis-à-vis the Company, by way of transfer between accounts, pursuant to the conditions provided by applicable laws and regulations.

The ordinary shares of the Company carry a preferential subscription right (pre-emption right) in the event of a capital increase. Shareholders have, pro rata their number of shares, a preferential right to subscribe in cash for shares issued in connection with an immediate or deferred capital increase. During the subscription period of any capital increase, these preferential subscription rights may be traded when they are separated from the underlying shares, provided that the underlying shares are also tradable. Otherwise, preferential subscription rights may be transferred on the same basis as the underlying shares. Shareholders may individually waive their preferential subscription rights (articles L. 225-132 and L. 228-91 to L. 228-93 of the French Commercial Code). The Shareholders' meeting may cancel the Shareholders' preferential subscription rights for certain transactions, in accordance with applicable law.

Further details of the rights attached to the Canal+ Shares in relation to attendance and voting at general meetings, entitlements on a winding-up of the Company, transferability of Canal+ Shares and dividends are set out in paragraph 5 of this Part XVIII (*Additional Information*) below and Part XVI (*CREST Depository Interests*).

4.6 Resolutions passed by Shareholders

Prior to Admission, the shareholders of the Company intend to pass the following resolutions relating to the share capital of the Company at a general meeting of shareholders:

Nature of the resolution	Maximum duration	Maximum nominal amount
Authorisation to the Management Board to execute a buyback of Company stock in accordance with the provisions of Article L. 225-209-2 of the French Commercial Code	12 months	Maximum offering price: 200% of market price upon Admission (defined as VWAP of market price over 3 first trading days since the commencement of trading on the LSE)(1) 10% of the share capital
Delegation of authority to the Management Board to decide to increase the capital of the Company or of another company through the capitalisation of premiums, reserves, profits or any other amounts	26 months	€100 million
Authorisation to the Management Board to decide the issuance of shares and/or securities giving immediate or future access to shares to be issued by the Company as consideration for contributions in kind consisting of equity securities or securities giving access to the capital	12 months	20% of the share capital
Delegation of authority to the Management Board to decide to increase the Company's share capital by issuing shares and/or securities giving immediate or future access to the share capital, with pre-emptive subscription rights	26 months	33% of the share capital
Delegation of authority to the Management Board to increase the number of securities to be issued in the event of a capital increase, with or without pre-emptive rights	26 months	15% of the original issue(2)
Delegation of authority to the Management Board to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future access to the capital, without preferential subscription rights, reserved for members of savings plans	26 months	1% of the share capital(3)
Authorisation to the Management Board to make free allocations of existing shares or shares to be issued to employees and officers of the Group or to some of them	26 months	2% of the share capital(3)
Authorisation to the Management Board to cancel shares acquired by the Company in accordance with the provisions of Article L. 225-209-2 of the French Commercial Code	24 months	10% of the share capital

(1) Without prejudice to UK Listing Rule 9.6, as may be applicable.
(2) Within the limits of the maximum amount of the authorisation pursuant to which the original issue of shares is made.
(3) The maximum aggregate nominal amount of capital increases that may be carried out under this authorisation shall be deducted from the overall cap for capital increases of one-third of the share capital.

4.7 Taxation

Certain information on taxation in France and the UK is set out in Part XVII (*Taxation*). The information contained in Part XVII (*Taxation*) is intended only as a general guide to the current tax position in France, and the UK for the Company shareholders described therein.

5. ARTICLES OF ASSOCIATION

The Articles of Association of the Company, which were adopted on 24 October 2024, and become effective on the Effective Date, contain (amongst others) provisions to the following effect.

5.1 Corporate purpose

The Company's purpose, on a principal basis, directly or indirectly, in France and in any other country, is:

- to carry out all activities, direct or indirect, in the fields of communication in general (and audiovisual communication in particular) and telecommunications, for private, professional or public customers;
- the design, production, distribution, marketing and, more generally, the operation in all forms and by all means of all programmes, products, services (in particular linear or non-linear and/or interactive audiovisual communication services) and service offerings related to the above;
- to participate in or provide any services and/or commercial, industrial, financial, administrative, technical, tangible or intangible property transactions relating directly or indirectly to the above purposes or to any similar or related purposes, or contributing to the achievement of these purposes;
- and, more generally, the management and acquisition, by subscription, purchase, contribution, exchange or any other means, of shares, bonds and any other securities in existing or future companies, and the right to sell such holdings.

5.2 Shareholders' meetings

(A) Notice and place of meeting

Shareholders' meetings can be called by not less than 15 days' notice and shall operate on the terms provided by French law and the Articles of Association. Meetings can be held either at the registered office of the Company or at another place stated in the notice of meeting.

(B) Agenda

The agenda for any meeting of Shareholders will be provided in the notice of meeting. The meeting may only deliberate items included in the agenda, other than resolutions to dismiss or appoint one or more members of the Supervisory Board, which may be deliberated even if they are not included in the agenda.

One or more Shareholders representing at least the percentage of capital required by French law, and acting in accordance with French law and within the statutory time periods, have the option to require the inclusion of resolutions on the agenda.

(C) *Access to Shareholder meetings*

Any Shareholder has the right to attend Shareholders meetings and participate in the deliberations personally or through an agent. Canal+ Shares are indivisible with respect to the Company and joint holders of a Canal+ Share must be represented at Shareholders' meetings by one of the holders or by a single agent. If the joint holders disagree who will represent them at a meeting, an agent shall be designated by a court of law at the request of one of the joint holders.

Any Shareholder may participate at Shareholders meetings in person or through an agent, under the conditions defined by the regulations in force, with proof of their identity and the ownership of their Canal+ Shares in the form required by the laws and regulations in force.

Shareholders who participate in a meeting by video conference or by means of telecommunications allowing them to be identified, in accordance with the regulations in force at the time, are also considered present for the purpose of calculating the quorum and voting.

Any Shareholder may vote remotely or give a proxy in accordance with applicable laws and regulations. Duly empowered representatives of shareholders (individuals or legal entities) shall participate in meetings, in accordance with applicable laws and regulations.

If a Canal+ Share is beneficially owned, the registration of such Canal+ Share with the Company must show the existence of the beneficial ownership. Except otherwise provided amongst the beneficial owner and the legal owner of the Canal+ Share and notified to the Company, the voting right in respect of a Canal+ Share which is beneficially owned belongs to the beneficial owner in Canal+ Ordinary Meetings and Extraordinary General Meetings.

(D) *Attendance sheet, officer, minutes*

At each Shareholder meeting, an attendance sheet containing the information required by French law shall be maintained.

Meetings are chaired by the Chairperson of the Supervisory Board or, in their absence, by a member of the Supervisory Board specifically delegated for this purpose by the Supervisory Board. In the absence of a Chairperson being present in accordance with the above, a Chairperson shall be elected at the Shareholders meeting.

The duties of scrutineer (*scrutateurs*) are to be performed by the two Shareholders at the Shareholder's meeting with the largest number of votes and who accept those duties. The officers (*bureau*) will name the secretary, who does not have to be a Shareholder.

The mission of the officers (*bureau*) is to verify, certify and sign the attendance sheet, to ensure the proper conduct of meeting, to settle incidents at meetings, to count the votes cast and that minutes are prepared. Minutes are prepared and copies or excerpts of the resolutions are issued and certified as required by French law.

(E) *Canal+ Ordinary Meeting*

An ordinary meeting of Shareholders (a "**Canal+ Ordinary Meeting**") is a meeting called to adopt all decisions that do not amend the Articles of Association. Such meeting must occur at least once a year within six months of the closing of each financial year to approve the financial statements for the previous year unless an extension is granted in accordance with applicable laws and regulations.

A quorum for a Canal+ Ordinary Meeting is Shareholders representing at least one-fifth of the Canal+ Shares being present or represented, or voting by proxy or electronically. If this quorum is not met and a second notice of meeting is issued, no quorum is required for such meeting.

Resolutions at Canal+ Ordinary Meetings are approved by a majority of votes held by Shareholders present or represented, or voting by proxy or electronically. Votes cast do not include those attached to Canal+ Shares in respect of which a Shareholder has not taken part in the vote, has abstained, or has returned a blank or invalid vote.

(F) *Canal+ Extraordinary Meeting*

In addition to the Canal+ Ordinary Meetings, the Company may also call extraordinary meetings of Shareholders (a "**Canal+ Extraordinary Meeting**"). The Articles of Association may only be amended at a Canal+ Extraordinary Meeting.

A quorum for a Canal+ Extraordinary Meeting is Shareholders representing at least a quarter of the Canal+ Shares being present or represented, or voting by proxy or electronically. If this quorum is not met and a second notice of meeting is issued, the quorum for such meeting is Shareholders representing at least one-fifth of the Canal+ Shares being present or represented, or voting by proxy or electronically. If the one-fifth quorum is not met at such meeting, the meeting may be postponed to a date no more than two months from the date on which it was called.

Resolutions at Canal+ Extraordinary Meetings are approved by a two-thirds majority of votes held by Shareholders present or represented, or voting by proxy or electronically. Votes cast do not include those attached to Canal+ Shares in respect of which a Shareholder has not taken part in the vote, has abstained, or has returned a blank or invalid vote.

Where the Company calls a Canal+ Extraordinary Meeting to approve a capital increase by way of capitalisation of reserves, profits or premiums, the quorum and approval thresholds of a Canal+ Ordinary Meeting apply.

Under no circumstances may a Canal+ Extraordinary Meeting increase the capital commitments of Shareholders unless this is unanimously approved by all Shareholders.

5.3 Management Board

(A) *General powers*

The Management Board performs the duties and exercises the powers conferred on it by law and the Articles of Association. The Management Board is vested with extensive powers to act in the Company's name, within the limit of the corporate purpose and subject to the powers expressly granted by French law and the Articles of Association to the meetings of Shareholders and the Supervisory Board.

The Management Board collectively conducts the management of the Company.

The Management Board will convene all meetings of Shareholders, set the agenda for those meetings and execute their resolutions.

At least once per quarter, the Management Board presents a report in respect of the Company to the Supervisory Board. Within six months from the end of the financial year, the Management Board submits, for verification and control purposes, the annual financial statements and the consolidated financial statements to the Supervisory Board.

(B) *Number of members*

The Management Board is composed of at least two and at most five members appointed by the Supervisory Board.

(C) *Identity of members of the Management Board*

Members of the Management Board must be individuals who may not be older than 70 years old. No member of the Management Board shall be a member of the Supervisory Board.

(D) *Members of the Management Board's fees*

The Supervisory Board determines the remuneration of the members of the Management Board.

(E) *Chairperson of the Management Board*

The Management Board appoints a Chairperson who may not be older than 70 years old.

The Chairperson shall be appointed for a term that cannot exceed that of his term of office as member of the Management Board. She or he may be re-elected indefinitely, subject to application of the age limit provision. The Chairperson may be removed from office by the Supervisory Board at any time.

The Supervisory Board shall determine the amount, method of calculation and payment of the compensation of the Chairperson.

The Chairperson represents the Company in dealings with third parties.

The Supervisory Board may grant the same power of representation to one or more members of the Management Board, who then bear the title of managing director.

(F) *Removal of a member of the Management Board by resolution*

Members of the Management Board may be removed at a meeting of Shareholders or by the Supervisory Board. In the absence of cause, their removal may give rise to damages.

The removal of a member of the Management Board does not have the effect of terminating such member's employment agreement, if any, with the Company.

(G) *Proceedings of the Management Board*

The Management Board meets as often as the Company's interests require, at the request of its Chairperson or of at least half of its members, either at the registered office of the Company or at any other location indicated in the request for a meeting. Meetings may be convened by any means, including verbally.

If the Chairperson is unable to attend, the meeting may be chaired by a managing director. At a meeting, a secretary, who may not be a member of the Management Board, shall be appointed.

The quorum for meetings of the Management Board is at least half the members of the Management Board. If the Management Board comprises only two members, the presence of both members is required.

Decisions are taken by majority vote. No member of the Management Board may vote by proxy.

In the event of a tied vote, the Chairperson of the Management Board, or in the event the Chairperson is absent, a person so designated by the Chairperson, shall have the casting vote.

Members of the Management Board who take part in a meeting by videoconference, conference call or any other means recognised by applicable laws and regulations are deemed to be present for the purpose of calculating the quorum and voting.

(H) *Conflicts of interest*

Any agreement entered into directly or through an intermediary between the Company and a member of the Management Board or Supervisory Board, a Shareholder holding more than 10% of the Canal+ Shares or, in the case of a corporate Shareholder, the company controlling it within the meaning of Article L.233-3 of the French Commercial Code, must be submitted to the Supervisory Board for prior authorisation. The same applies to agreements in which one of the persons referred to above has an indirect interest.

Prior authorisation is also required for agreements between the Company and another company, if one of the members of the Management Board or Supervisory Board is an owner, partner with unlimited liability, manager, director, member of the management or supervisory board or, more generally, an executive officer of that other company.

The prior authorisation of the Supervisory Board must be justified by reference to the benefit of the agreement for the Company, in particular by specifying the financial conditions attached to it.

The foregoing provisions do not apply to agreements entered into in the ordinary course of business.

(I) *Limitation of the powers of the members of the Management Board*

Sureties, endorsements and guarantees are subject to authorisation by the Supervisory Board. The Supervisory Board may, however, grant this authorisation globally and annually, with no limit on the amount, to guarantee commitments made by controlled companies within the meaning of II of Article L.233-16 of the French Commercial Code. The Supervisory Board may also authorise the Management Board to grant sureties, endorsements and guarantees, in the aggregate and without limit as to amount, to secure commitments entered into by controlled companies within the meaning of the same Article L.233-16, subject to the Management Board reporting such transactions to the Supervisory Board at least once a year. The Management Board may also be authorised to grant sureties, endorsements or guarantees in the name of the Company, without limit as to amount, in respect of tax and customs authorities.

5.4 Supervisory Board

(A) *General powers*

Pursuant to the Articles of Association and the Company's internal regulations, certain decisions of the Management board require approval by the Supervisory Board.

The Supervisory Board also oversees the Management Board's management of the Company on an ongoing basis. The Supervisory Board exercises oversight over the Company's activities and may request to see any documents that it deems useful for such purpose.

Within limits set by the Supervisory Board and with the power to sub-delegate, the Supervisory Board may authorise the Management Board to sell real property, to sell all or a portion of the Company's equity investments, and to grant sureties, endorsements and guarantees in the name of the Company.

(B) *Number of members*

The Supervisory Board is composed of at least three members and at most eighteen members elected by at a Canal+ Ordinary Meeting pursuant to and subject to the exceptions provided by applicable law and regulations.

(C) *Identity of members of the Supervisory Board*

Members of the Supervisory Board may be individuals or legal entities. At the time they are elected, legal entities must appoint a permanent representative who is subject to the same conditions and obligations, and who incurs the same civil and criminal responsibilities as he or she were a member of the Supervisory Board in his or her own name, without prejudice to the joint liability with the legal entity he or she represents. The office of permanent representative is given for the duration of the term of office of the legal entity he or she represents.

If the legal entity revokes the appointment of its permanent representative, it must immediately notify the Company in writing of such revocation and of the name of its new permanent representative. This is also required in the event of the death, resignation or extended incapacity of the permanent representative.

The term of office of members of the Management Board shall end, at the latest, at the close of the General Meeting called to approve the financial statements for the fiscal year in which the member reaches the age of 70. When a member of the Management Board reaches the age limit, he is deemed to have resigned automatically.

(D) *Supervisory Board members' compensation*

Shareholders may allocate an annual amount of compensation to members of the Supervisory Board for their positions at a Canal+ Ordinary Meeting.

Upon the recommendation of the Remuneration Committee, the Supervisory Board:

- freely distributes to its members compensation allocated to the Supervisory Board at a Canal+ Ordinary Meeting. A proportion determined by the Supervisory Board and deducted from the amount of the compensation allocated to the Supervisory Board is paid to any committee members based in particular on their attendance at committee meetings;
- determines the compensation of the Chairperson and of the Vice-Chairperson, as applicable; and
- may, moreover, allocate exceptional compensation to certain of its members for specific assignments or duties entrusted to them.

(E) *Chairperson of the Supervisory Board*

The Supervisory Board elects a Chairperson amongst the members who are natural persons and, if it deems it appropriate, one or more Vice-Chairperson. The Chairperson may not be older than 70 years old.

The Chairperson shall be appointed for a term that cannot exceed that of their term of office as member of the Supervisory Board. He or she may be re-elected indefinitely, subject to application of the age limit described above. The Chairperson may be removed from office by the Supervisory Board at any time.

The Supervisory Board shall determine the amount, method of calculation and payment of the compensation of the Chairperson.

The Chairperson organises and manages the work of the Supervisory Board, and reports on such work to the meetings of Shareholders. He or she oversees the proper functioning of the Company's governing bodies and ensures, in particular, that the members of the Supervisory Board are able to carry out their duties.

(F) Retirement and expiration of the mandate

In the event of a vacancy on the Supervisory Board by reason of death or resignation, the Supervisory Board may, between meetings of Shareholders, make interim appointments.

Interim appointments made by the Supervisory Board are submitted for ratification by the next Canal+ Ordinary Meeting. A member of the Supervisory Board appointed to replace another member remains in office only for the time remaining of their predecessor's term.

If the number of members of the Supervisory Board falls below three, the Management Board must immediately convene a Canal+ Ordinary Meeting to fill the vacancies.

If temporary appointments are not ratified, the prior votes and actions of the Supervisory Board, including those made by interim appointments, remain valid.

(G) Removal of a member of the Supervisory Board by resolution

Members of the Supervisory Board may be removed at any time by Shareholders at a Canal+ Ordinary Meeting.

(H) Votes on independent members of the Supervisory Board

The election and re-election of independent members of the Supervisory Board must be approved by (ii) Shareholders as a whole and (ii) all Shareholders other than any controlling shareholder (as defined in the Glossary of the UK Listing Rules). If either vote is not passed, a single vote by all Shareholders is permitted after a 90-day cooling off period.

(I) Proceedings of the Supervisory Board

The Supervisory Board meets when called by the Chairperson as often as the Company's interests require. The Supervisory Board shall meet at least four times a year.

Meetings shall be held at the registered office of the Company or at any other place stated in the notice of meeting. The Supervisory Board may hold a meeting, even without being formally convened, if all members are present or represented.

Members of the Supervisory Board who take part in a meeting by videoconference, conference call or any other means recognised by applicable laws and regulations are deemed to be present for the purpose of calculating the quorum and voting.

Any member of the Supervisory Board may authorise another member to represent him or her at a meeting of the Supervisory Board, but each member may hold only one proxy per meeting.

The quorum for meetings of the Supervisory Board is at least half the members of the Supervisory Board. Decisions shall be adopted by a simple majority of the members present or represented. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

(J) *Conflicts of interest*

The rules in respect of conflicts of interest for the Management Board described above are applicable mutatis mutandis to the Supervisory Board.

(K) *Restrictions on voting*

Pursuant to Article L.225-88 of the French Commercial Code, a member of the Supervisory Board who has an interest in a related-party agreement subject to the prior approval of the Supervisory Board, may not participate in the deliberations or vote on such transaction.

5.5 Ownership threshold disclosures

Pursuant to the Articles of Association, any natural person or legal entity, acting alone or in concert, who comes to hold or ceases to hold, directly or indirectly, a fraction equal to or greater than zero point five percent (0.5%) of the Company's share capital or voting rights or any multiple of such percentage, must inform the Company of the total number of shares and voting rights that it possesses, by registered letter with return receipt requested sent to the Company at the registered office no later than the close of the fifth trading day following the day on which the threshold is crossed.

The thresholds referred to above shall be determined also taking into account shares or voting rights held indirectly and shares or voting rights assimilated to the shares or voting rights held, within the meaning of Articles L.233-7 et seq. of the French Commercial Code.

5.6 Identification of securities holders

The Company, or its agent, is entitled, under the legal and regulatory conditions in force, either to request at any time, at its own expense, from the central depository which keeps the account for the issue of its securities, or directly from one or more intermediaries, information regarding their identity and number of shares held, in accordance with applicable laws and regulations, as regards the owners of its shares and securities conferring an immediate or future right to vote in its own shareholders' meetings.

5.7 Dividends

Where applicable, at least 5% of the Group's earnings in a financial year, less any deferred losses, are withheld for allocation to statutory reserves. This ceases to be mandatory when the statutory reserves of the Company amount to at least 10% of the Company's share capital but becomes mandatory again if the Company's statutory reserves fall below 10% of the Company's share capital.

At a Canal+ Ordinary Meeting, Shareholders may set aside such sums as the Management Board deems appropriate for transfer to contingency funds, ordinary or extraordinary reserves, retained earnings or for distribution.

Distributable earnings are equal to the Group's earnings for the financial year, less losses carried forward and allocations to reserves, plus earnings carried forward from previous financial years.

If the financial statements for the year, as approved by the Shareholders, at a Shareholders' meeting, show a profit available for distribution, the general assembly of the Shareholders decides its allocation to any ordinary or extraordinary reserve fund, or to be carried forward or to distribute dividends.

Dividend payment terms are set by the annual shareholders' meeting or, failing that, by the Management Board. However, dividends must be paid no later than nine months after the end of the financial year.

Dividends are first paid out of earnings from the most recent financial year.

Except in the event of a reduction of capital, no dividends may be distributed to Shareholders if the Company's equity is, or would become as a result of such distribution, less than the amount of the Company's share capital plus any reserves that may not be distributed under applicable laws, regulations or the Articles of Association.

In addition, the General Meeting may decide that all or part of the distribution of the dividend, reserves or premiums, or of the capital reduction, shall be made in kind, including distribution of financial securities. In all cases, it may be decided that fractional rights will not be negotiable or transferable. In particular, it may be decided that, where the portion of the distribution to which the shareholder is entitled does not correspond to a whole number of the unit of measurement used for the distribution, the shareholder will receive the whole number of the unit of measurement immediately below plus a balancing payment in cash.

In case of an interim dividend, the Management Board, may decide, provided it has been authorised to do so by the General Meeting, to offer shareholders the option of receiving all or part of the interim dividend in kind (including financial securities).

Revaluation surpluses may not be distributed but may be wholly or partially capitalised.

A claim for payment of a dividend distribution lapses five years following the date of payment. Dividends not claimed within five years of the date of payment revert to the French state. Dividends paid to non-residents are in principle subject to a withholding tax (see paragraph 2.3 of Part XVII (*Taxation*)).

5.8 Changes in share capital

As the Articles of Association do not provide any specific restrictions, the share capital of the Company may be increased, decreased or amortised by any methods or means authorised by the French Commercial Code.

6. UK TAKEOVER CODE, FRENCH TAKEOVER RULES AND FTSE INCLUSION

Neither the UK Takeover Code, nor the French Takeover Rules nor any other equivalent takeover regime apply to the Company. Shareholders will not receive the benefit of the protections provided by the foregoing. No rules relating to mandatory bids, squeeze-outs and/or-sell-outs apply to the company (see paragraph 9.10 of Part III (*Risk Factors*)). Because the Company does not adhere to the UK Takeover Code (in so far as practicable), it does not qualify for inclusion in the FTSE UK Index Series.

7. ORGANISATIONAL STRUCTURE

The Company is the ultimate holding company of the Group.

The following table shows details of the Company's significant subsidiaries as of the date of this Prospectus.

Company	Country	Ownership Interest
Société d'Edition de Canal+ S.A.S.	France	100%
Canal+ Thématiques S.A.S.	France	100%
Canal+ Séries S.A.S.	France	100%
Canal+ International S.A.S.	France	100%

Company	Country	Ownership Interest
Studiocanal S.A.S.	France	100%
Dailymotion	France	100%
L'Olympia	France	100%
Canal+ Luxembourg S.àr.l.	Luxembourg	100%
Canal+ Polska S.A.	Poland	51%

(1) In September 2024, the Group entered into a share purchase agreement with Vivendi providing for the purchase of 100% of the share capital and voting rights of Group Vivendi Africa (GVA).

8. INTERESTS OF MAJOR SHAREHOLDERS

As of the date of this Prospectus, the entire issued share capital of the Company (save for four shares which are held by an affiliate) is held and controlled by Vivendi. As at the date of the table presented below and as of the date of this Prospectus, Bolloré SE and related entities and individuals hold 29.90% of the share capital of Vivendi (with theoretical voting rights of 29.83%) and do not hold any direct interest in the Company and will not hold any direct interest in the Company prior to completion of the Partial Demerger.

As of 30 September 2024, and so far as is known to the Company by virtue of the notifications made to Vivendi pursuant to French law, as a result of the Partial Demerger, the following is expected on Admission, to be directly or indirectly interested in 5 per cent. or more of the Company's issued share capital:

Name	Anticipated number of Canal+ Shares based on the current holdings in Vivendi and subject to any changes prior to the date of Admission	Anticipated percentage of issued share capital on Admission based on the current holdings in Vivendi and subject to any changes prior to the date of Admission
Bolloré Group[(1)]	307,941,750	31.04%

(1) Including, pursuant to Article L. 233-10 of the French Commercial Code, 301,869,191 shares held by Bolloré SE, 5,995,559 shares held by Compagnie de l'Odet SE, 48,000 shares held by Mr. Vincent Bolloré, 24,000 shares held by Mr. Cyrille Bolloré and 5,000 shares held by Mr. Sébastien Bolloré.

Following Admission, no Shareholder has or will have different voting rights from any other holder of the Canal+ Shares in respect of any Canal+ Shares held by them and the Canal+ Shares held by them will rank pari passu in all respects with all other Canal+ Shares.

9. MANAGEMENT BOARD, SUPERVISORY BOARD AND SENIOR MANAGERS

The members of the Management Board and Supervisory Board, their functions within the Company and brief biographies are set out in Part XI (*Management Board and Supervisory Board, Senior Managers, Employees, Corporate Governance and Remuneration*).

9.1 Directorships and partnerships outside the Group

The companies and partnerships of which the members of the Management Board and Supervisory Board and Senior Managers are, or have been, within the past five years, members of the administrative, management or supervisory bodies or partners (excluding the Group and the subsidiaries of the companies listed below) are as follows:

(A) Management Board

Name	Current positions/partnerships	Former positions/partnerships
Maxime Saada	Positions currently held in France • Vivendi, Member of the Management Board • Gameloft SE, Director • Studio+ International, Chairman • Mezzo, Director Positions currently held outside France • Viu International Limited (Hong Kong), Director • Viaplay Group AB (Sweden), Director and member of the Remuneration Committee • Watchever GmbH (Germany), Director	Positions previously held that have expired during the last five years (in France) • Vivendi Entertainment, Chairman • Vivendi Content, Chairman Positions previously held that have expired during the last five years (outside France) • N/A
Jacques du Puy	Positions currently held in France • N/A Positions currently held outside France • McVision Limited (Mauritius), Director • Viu International Limited (Hong Kong), Director • Viaplay Group AB (Sweden), Director and member of the Audit Committee	Positions previously held that have expired during the last five years (in France) • N/A Positions previously held that have expired during the last five years (outside France) • N/A
Anna Marsh	Positions currently held in France • N/A Positions currently held outside France • Sunnymarch TV Productions Limited (United Kingdom), Director	Positions previously held that have expired during the last five years (in France) • N/A Positions previously held that have expired during the last five years (outside France) • N/A
Amandine Ferré	Positions currently held in France • N/A Positions currently held outside France • Viu International Limited (Hong Kong), Director	Positions previously held that have expired during the last five years (in France) • N/A Positions previously held that have expired during the last five years (outside France) • N/A

(B) Supervisory Board

Name	Current positions/partnerships	Former positions/partnerships
Yannick Bolloré	Positions currently held in France • Vivendi SE, Member and Chairman of the Supervisory Board • Lagardère SA, Director • Bolloré SE, Vice-Chairman and Director	Positions previously held that have expired during the last five years (in France) • Havas Media France, Director • W & CIE, Permanent representative of Havas on the Board of Directors

	• Compagnie de l'Odet, Director • Bolloré Participations SE, Director • Havas SA, Chief Executive Officer, Chairman of the Board of Directors and Director • Louis Hachette Group SA, Director • Financière V, Director • Omnium Bolloré, Director • Happn SAS, Member of the Consultative Committee • Sofibol, Member of the Supervisory Board • Musée Rodin, Director • Fonds de dotation de la Fédération Française de Tennis, Director • L'Expansion Scientifique Française, Director Positions currently held outside France • Havas NV, Chairman of the Board of Directors and Chief Executive Officer • Havas North America, Inc. (US), Chairman, Director • Havas Worldwide LLC (US), Chairman and Executive Vice-President • Havas Worldwide Middle East FZ, LLC, (United Arab Emirates), Director	Positions previously held that have expired during the last five years (outside France) • N/A
Jean-Christophe Thiery	Positions currently held in France • Louis Hachette Group SA, Chief Executive Officer and Chairman of the Board of Directors • Hachette Livre SA, Deputy Chief Executive Officer • Bolloré Media Regie, President • Bolloré Telecom, Chief Executive Officer and Member of the Executive Committee • Gameloft SE, Director • Lagardère Paris Racing Ressources, Chairman of the Board of Directors • Lagardère Ressources, Chairman • Bigben Interactive, Director • Nacon, Director • Perla, President • Compagnie de Treboul, President • Rivaud Loisirs Communication, President • Matin Plus, Chairman of the Board of Directors	Positions previously held that have expired during the last five years in France • 2eme Regard, Member of The Strategy Committee Positions previously held that have expired during the last five years outside France • N/A

	• L'Essentiel, Managing Director Positions currently held outside France • N/A	
Arnaud de Puyfontaine	Positions currently held in France • Vivendi SE, Chief Executive Officer (*Chairman of the Management Board*) • Havas SA, Non-executive Director, Chairman of the Board • Louis Hachette Group SA, Director • Prisma Media, Chairman of the Board of Directors • Gameloft SE, Chairman of the Board of Directors • Lagardère SA, Member of the Board of Directors • Innit, Member of the Advisory Committee • French American Foundation, Honorary Chairman Positions currently held outside France • Havas NV, Chairman of the Board of Directors	Positions previously held that have expired during the last five years in France • Antinea 6, Chairman of the Board of Directors • Universal Music France SAS, Chairman of the Board of Directors • Editis Holding SA, Chairman of the Board of Directors • Gameloft SE, Chief Executive Officer Positions previously held that have expired during the last five years outside France • Universal Music Group, Inc: Director • Telecom Italia, Executive President and Director
Philippe Bénacin	Positions currently held in France • Vivendi SE, Vice-Chairman of the Supervisory Board • Interparfums SA, Chief Executive Officer and Chairman of the Board of Directors • Interparfums Holding, Chairman of the Board of Directors • Philippe Bénacin Holding, President Positions currently held outside France • Interparfums Inc. (US), Non-executive director and Vice-Chairman • Interparfums Luxury Brands (US), Non-executive director and Vice-Chairman • Interparfums Srl (Italy), Director • Interparfums Suisse (Switzerland), Director • Interparfums Singapore Pte Ltd (Singapore), Director • Parfums Rochas Spain S.L. (Spain), Chairman of the Board of directors	Positions previously held that have expired during the last five years in France • N/A Positions previously held that have expired during the last five years outside France • Inter España Parfums & Cosmetiques SL (Spain), Director
Xavier Mayer	Positions currently held in France • N/A	Positions previously held that have expired during the last five years in France

	Positions currently held outside France • N/A	• Morgan Stanley International, Investment Banking division, Managing Director Positions previously held that have expired during the last five years outside France • N/A
Robert Bakish	Positions currently held in France • N/A Positions currently held outside France • National Cable Television Association (NCTA), Board member • Columbia University Business School and Engineering School, Board member	Positions previously held that have expired during the last five years in France • N/A Positions previously held that have expired during the last five years outside France • Paramount, Chief Executive Officer and Director • Avid Technologies, Inc., Board Member; Chair of Compensation Committee; and Member of Nominating & Governance Committee
Pierre-Ignace Bernard	Positions currently held in France • McKinsey & Company, Senior Partner Positions currently held outside France • N/A	Positions previously held that have expired during the last five years in France • N/A Positions previously held that have expired during the last five years outside France • N/A
Emmanuelle Malecaze-Doublet	Positions currently held in France • PMU, Managing Director • Decathlon, Director, Member of the Strategic Committee Positions currently held outside France • Rivelab, Member of the Advisory Board	Positions previously held that have expired during the last five years in France • N/A Positions previously held that have expired during the last five years outside France • N/A
Christel Heydemann	Positions currently held in France • Orange SA, Chief Executive Officer and Director Positions currently held outside France • Medi Telecom SA (Morocco), permanent representative Atlas Countries Support	Positions previously held that have expired during the last five years in France • Schneider Electric France, Chairwoman and Chief Executive Officer • Schneider Electric Industries SAS, Director • Schneider Electric France SAS, Director • France Industries (association) Director • GIMELEC, Chairwoman • Rexecode, Director Positions previously held that have expired during the last five years outside France • N/A

Ségolène Gallienne-Frère	Positions currently held in France • Christian Dior SE, Director • Société Civile du Château Cheval Blanc, Director • Maison de Champagne Lenoble, Chairwoman of the Strategic Committee • Cheval Blanc Finance SAS, Director Positions currently held outside France • Groupe Bruxelles Lambert SA (Belgium), Director • FG Participations SRL (Belgium), Director • FG Bros (Belgium), Chairwoman • FG Investment SRL (Belgium), Director • SG Gestion (Belgium), Director • Parjointco SA (Belgium), Director • Carolorégienne de Participations SA (Belgium), Director • Eagle Capital SA (Belgium), Director • Compagnie Nationale à Portefeuille (CNP) (Belgium), Director • Esso, (Belgium), Director • Power Corporation du Canada (Canada), Director • Diane SA (Switzerland), Chairwoman of the Board of directors • Compagnie Nationale à Portefeuille (Belgium), Director • Financière de la Sambre SA (Belgium), Director • Pargesa SA (Switzerland), Director	Positions previously held that have expired during the last five years in France • N/A Positions previously held that have expired during the last five years outside France • Domaines Frère-Bourgeois SA (Belgium), Director • Frère-Bourgeois SA (Belgium), Director • Pargesa Holding SA (Switzerland), Director • Chairwoman of the Raad van Bestuur of Stichting Administratiekantoor Peupleraie (The Netherlands) • Member of the Raad van Bestuur of Stichting Administratiekantoor Frère-Bourgeois (The Netherlands)
Maud Bailly	Positions currently held in France • Sofitel Legend, MGallery and Emblems, Chief Executive Officer • Accor Group, Southern Europe, Chief Executive Officer • GL Events, Member of the Board • Galeries Lafayette, Member of the Strategic Committee Positions currently held outside France • N/A	Positions previously held that have expired during the last five years in France • N/A Positions previously held that have expired during the last five years outside France • N/A
Martine Studer	Positions currently held in France • Compagnie de l’Odet SE, Director	Positions previously held that have expired during the last five years in France

	Positions currently held outside France • African Global Logistics (Ivory Coast), Chairwoman • CECI (Ivory Coast), Chairwoman • ACL, Director • Ocean Conseil, Director • CIPREL, Director	• Bolloré SE, Director • Blue Solutions, Director Positions previously held that have expired during the last five years outside France • FPRCI, Director

Save as set out above, no member of the Management Board or Supervisory Board or Senior Manager has any business interests, or performs any activities, outside the Group which are significant with respect to the Group.

9.2 Diversity

The Management Board will include two women. The composition of the Management Board will therefore be in compliance with Articles L. 225-58 of the French Commercial Code, which requires companies to use best efforts to have a balanced representation of women and men on management boards.

In addition, and despite not being subject to the requirements of Article L. 225-69-1 of the French Commercial Code as the Company does not meet the applicable thresholds, the Supervisory Board will include five women, i.e., more than 40% of the members of the Supervisory Board. The Company will therefore voluntarily comply with Article L. 225-69-1 of the French Commercial Code, which applies to companies employing more than 250 permanent employees and having net sales or total assets of at least €50 million for at least three consecutive financial years.

9.3 Conflicts of interest

As of the date of this Prospectus, there were no potential conflicts of interest between the duties that the members of the Management Board or Supervisory Board or Senior Managers have to the Company and their private interests.

As of the date of this Prospectus, there are no agreements or undertakings of any kind with Shareholders, customers, suppliers or others pursuant to which any member of the Management Board or Supervisory Board or Senior Manager has been appointed to such position.

9.4 Statement relating to the Management Board, Supervisory Board and Senior Managers

Over the course of the past five years, (i) none of the members of the Management Board or Supervisory Board or Senior Managers has been convicted of fraud; (ii) none of the members of the Management Board or Supervisory Board or Senior Managers has been associated with any bankruptcy, receivership, judicial liquidation or company put into administration, (iii) no official public incriminations or sanctions have been brought against any members of the Management Board or Supervisory Board or Senior Manager by statutory or regulatory authorities (including designated professional bodies), (iv) none of the members of the Management Board or Supervisory Board or Senior Manager has been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any issuer, or from being involved in the management or performance of business of any issuer.

9.5 Interests of members of the Management Board and Supervisory Board and Senior Managers in the share capital of Vivendi and the Company

As of the date of this Prospectus, the members of the Management Board and Supervisory Board and Senior Managers have no interest in the share capital of the Company.

In connection with the Partial Demerger, members of the Management Board and Supervisory Board and Senior Managers who hold Vivendi Shares will, in accordance with the 1:1 exchange ratio and like all other Vivendi Shareholders, receive one (1) Canal+ Share for each Vivendi Share they held as of the Effective Date. Immediately after the Partial Demerger, the expected shareholding of the members of the Management Board and Supervisory Board and Senior Managers in the share capital of the Company will therefore be identical to the number of Vivendi Shares owned by such persons as of the Effective Date.

The number of Vivendi Shares held by members of the Management Board and Supervisory Board and Senior Managers, as of the Latest Practicable Date, was as follows:

(A) Management Board

Name	Beneficial interests[(1)]
Maxime Saada	176,181
Jacques du Puy	161,037
Anna Marsh	23,831
Amandine Ferré	4,718

(1) Does not include units held in the Vivendi Group Savings Plan (PEG) in respect of which no Canal+ Shares will be received by the individual in connection with the Partial Demerger.

(B) Supervisory Board

Name	Beneficial interests[(1)]
Yannick Bolloré	134,016
Jean-Christophe Thiery	67,620
Arnaud de Puyfontaine	363,853
Philippe Bénacin	0
Xavier Mayer	0
Robert Bakish	0
Pierre-Ignace Bernard	0

Emmanuelle Malecaze-Doublet	0
Christel Heydemann	0
Ségolène Gallienne-Frère	0
Maud Bailly	0
Martine Studer	0

(1) Does not include units held in the Vivendi Group Savings Plan (PEG) in respect of which no Canal+ Shares will be received by the individual in connection with the Partial Demerger.

(C) *Senior Managers*

Name	Beneficial interests(1)
Stéphane Baumier	6,340
Pascale Chabert	10,365
Géraldine Gygi Laggiard	20,585
Laëtitia Ménasé	38,983
Christophe Pinard-Legry	18,900
David Mignot	70,220
Audrey Richard	0
Marc Heller	21,900
Emilie Pietrini	7,472
Guillaume Clement	16,000
Bichoï Bastha	0
Gérald-Brice Viret	51,370

(1) Does not include units held in the Vivendi Group Savings Plan (PEG) in respect of which no Canal+ Shares will be received by the individual in connection with the Partial Demerger.

10. SERVICE AGREEMENTS, LETTERS OF APPOINTMENT AND OTHER MATTERS

Pursuant to Articles L. 225-85 and L. 225-61 of the French Commercial Code, corporate officers (i.e., members of the Management Board and of the Supervisory Board) may not become employees of the Company after their appointment, but employees may be appointed as corporate officers if their employment contract corresponds to actual employment. Furthermore, the number of members of the Supervisory Board bound to the company by an employment contract may not exceed one-third of the members in office.

Appointment as a corporate officer cannot therefore be formalised by an employment contract in accordance with the French Commercial Code.

10.1 Terms and conditions of appointment of the members of the Management Board

The Supervisory Board will have appointed four (4) members of the Management Board at the time of Admission.

The key terms and conditions of these appointments are as follows:

(A) *General terms*

Member of the Management Board	Title and Roles	Date of Appointment	Term of the mandate
Maxime Saada	Chairman of the Management Board and Chief Executive Officer	24 October 2024	Annual Shareholders' Meeting held in 2029
Jacques du Puy	Member of the Management Board	24 October 2024	Annual Shareholders' Meeting held in 2029
Anna Marsh	Member of the Management Board	24 October 2024	Annual Shareholders' Meeting held in 2029
Amandine Ferré	Member of the Management Board	24 October 2024	Annual Shareholders' Meeting held in 2029

Members of the Management Board are each entitled to a remuneration package comprising annual basic salary (which is to be reviewed, though not necessarily increased, annually), participation in performance-related annual bonus and long-term incentives, and participation in the Company's benefit plans, including (but not limited to) pension arrangement, membership of any private healthcare scheme operated by the Company and life assurance/death in service benefit.

(B) *Termination provisions*

Members of the Management Board are each subject to a non-compete clause and entitled to a severance pay according to their employment contract as set out below.

10.2 Terms and conditions of appointment of the members of the Supervisory Board

The General Meeting will have appointed twelve members of the Supervisory Board at the time of Admission, of whom eight are considered to be independent by the Supervisory Board.

The key terms and conditions of these appointments are as follows:

(A) *General terms*

Member of the Supervisory Board	Title and Roles	Date of Appointment	Term of the mandate
Yannick Bolloré	Non-Executive Chair	24 October 2024	Annual Shareholders' Meeting held in 2029
Jean-Christophe Thiery	Non-Executive Director	24 October 2024	Annual Shareholders' Meeting held in 2027
Arnaud de Puyfontaine	Non-Executive Director	24 October 2024	Annual Shareholders' Meeting held in 2028
Philippe Bénacin*	Independent Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2029
Xavier Mayer*	Independent Non-Executive Director Vice-Chair	9 December 2024	Annual Shareholders' Meeting held in 2027
Robert Bakish*	Independent Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2029
Pierre-Ignace Bernard*	Independent Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2028
Emmanuelle Malecaze-Doublet*	Independent Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2028
Christel Heydemann*	Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2029
Ségolène Gallienne-Frère*	Independent Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2028
Maud Bailly*	Independent Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2029
Martine Studer*	Independent Non-Executive Director	9 December 2024	Annual Shareholders' Meeting held in 2027

*Indicates those persons who will be members of the Supervisory Board on Admission. A proposal will be made at the shareholders' general meeting of the Company to be held no later than on the date of approval of the Partial Demerger, in order to set the total amount of compensation that may be allocated to the members of the Supervisory Board from the date of approval of the Partial Demerger.

The members of the Supervisory Board will receive compensation in their capacity as members of the Supervisory Board, which will comprise a fixed element only. Members of the Supervisory Board who are members of Board committees will also receive compensation in this capacity, comprising a fixed element.

In this respect, the compensation policy of the members of Supervisory Board will comply with the following principles as from the date of approval of the Partial Demerger:

- Chair of the Supervisory Board: €400,000 per year
- Member of the Supervisory Board: a fixed element of €80,000 per year
- Senior Independent Director: an additional fixed element of €15,000 per year

Additional compensation for committee members:

- Chairman of the Audit & Sustainability Committee: a fixed element of €35,000 per year
- Member of the Audit & Sustainability Committee: a fixed element of €25,000 per year
- Chairman of the Remuneration and Nomination Committee: a fixed element of €30,000 per year
- Member of the Remuneration and Nomination Committee: a fixed element of €20,000 per year

Should any other Committees to be set up, the following remuneration policy would apply:

- Chair of other committees: €30,000 per year
- Member of other committees: €20,000 per year

Employees of the Company, if any become members of the Supervisory Board, are not entitled to be paid any fees for their participation in meetings of the Supervisory Board.

The Supervisory Board also has the power to pay additional compensation to its members in cases of exceptional work or projects.

In addition, all members of the Supervisory Board are entitled to reimbursement of reasonable and properly incurred expenses in the performance of their duties and in accordance with the terms of the Company's expenses policy for the Supervisory Board.

Members of the Supervisory Board are not eligible to participate in any pension or share schemes operated by the Company or to receive any bonus.

(B) *Termination provisions*

In the case of each member of the Supervisory Board (including the Chair), either party may terminate the appointment on three months' written notice; in accordance with French law, such termination by the Shareholders may become effective without prior notice, in which case they would be entitled to payment of their compensation on a prorate basis for the period of prior notice. The appointment of each member of the Supervisory Board (including the Chair's) appointment terminates automatically in certain circumstances, including where they fail to be elected or re-elected at any general meeting where their appointment is submitted to the vote of the Shareholders. Their appointment may also be terminated by the Shareholders with immediate effect in certain circumstances, including where they: (i) are convicted of an arrestable criminal offence (other than a road traffic offence for which a non-custodial penalty is imposed) or otherwise engage in conduct which brings or is likely to bring themselves or the Company into disrepute: or (ii) commit any serious or repeated breach of their duties to the Company. Their appointment may also be terminated at any time by the Shareholders in accordance with the Articles of Association or the French Commercial Code.

10.3 Members of the Management Board and Supervisory Board and Senior Manager remuneration

The aggregate amount of remuneration paid (including any contingent or deferred compensation) and all benefits in kind related to Canal+ and its subsidiaries granted to the members of the Supervisory Board, the members of the Management Board, and Senior Managers listed in paragraphs 1.1, 1.2 and 0 of Part XI *Management Board and Supervisory Board, Senior Managers, Employees, Corporate Governance and Remuneration)* for the year ended 31 December 2023 rounded to the nearest €1,000 was €17,995,000, constituting €7,777,000 in salary and fees, €119,000 in Taxable benefits, €1,400,000 in retirement benefits, €4,493,000 in annual variable remuneration and €4,205,000 in share-based payments. Of this amount, €7,679,000 was paid to the Directors (Supervisory Board and Management Board members), and €10,315,000 was paid to the Senior Managers.

Annual variable remuneration refers to annual bonus paid in 2023, profit sharing paid in 2023 to executives with a French employment contract, and to any exceptional premium (project-based or as part of a retention program) paid in 2023.

Share-based payments refer to long-term incentive plan awards that vested in 2023 for beneficiaries. It includes the vested long-term incentive awards related to the 2020 Vivendi long-term incentive plan which is fully recharged to Canal+ for senior Canal+ managers.

Maxime Saada and the two senior managers of Dailymotion are also entitled to long-term incentive plan awards due to expire on 30 June 2026, which are tied to the growth of Dailymotion's enterprise value compared to its acquisition price as of 30 June 2015. The enterprise value, at the end of the plan, will be determined based on a sale transaction (if applicable, and provided that at least 10% of the Company's share capital is sold as part of that transaction) or by an independent appraisal carried out at the end of the plan. In the event of an increase in Dailymotion's value, the compensation with respect to the incentive plan awards will be calculated based on a percentage of such increase, depending on the beneficiary. For Maxime Saada, no payment will be made until June 2026.

10.4 Remuneration policy

The Company's strategy is to establish a remuneration policy for the members of the Management Board that:

- drives the success of the Group and the delivery of its business strategy for the benefit of consumers and other key stakeholders;
- creates shareholder value;

- provides an appropriately competitive package to attract, retain and motivate executive talent for a standalone organisation which will source talent globally; and
- is aligned with the Group's business priorities, culture, inclusion & diversity, wider workforce pay policies, and best practice.

Consistent with this strategy, overall remuneration packages for the members of the Management Board have been set at levels that are considered by the Supervisory Board (having taken independent advice) to be appropriate for the size and nature of the business following Admission and to be well-balanced in terms of compensation elements. The remuneration policy will allow implementation of the remuneration strategy through a combination of base salary, benefits, annual bonus and long-term incentives. The compensation structure of the members of the Management Board will be assessed each year by the Supervisory Board.

The Company's remuneration policies and processes are fully compliant with all regulatory requirements and may be amended from time to time to ensure continued compliance with these requirements.

A summary of the key terms of the remuneration policy for the members of the Management Board that will operate from Admission is provided below.

In exceptional circumstances only, the Non-Executive Directors, upon recommendation of the Remuneration and Nomination Committee, may decide to temporarily derogate from the remuneration policy. Exceptional circumstances only cover situations in which the derogation from the remuneration policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.

(A) *Base Salary*

Base salaries of the members of the Management Board are set at a level appropriate to secure and retain high calibre individuals needed to deliver the Company's strategic priorities.

The individual's role, experience and performance, and independently sourced data for relevant comparator groups, has been considered when determining salary levels.

Should fixed compensation be reviewed, decisions would take account of a change in the scope of the individual's role, responsibilities or experience, wider market conditions in the geography in which the individual operates, individual or company performance and the average increases for the wider Group's workforce.

(B) *Benefits*

The members of the Management Board are eligible to receive benefits in line with the policy for other employees which may vary by location. The members of the Management Board are also entitled to a company car. Other benefits include the reimbursement of expenses properly incurred in the ordinary course of business, which are deemed to be taxable benefits for the employee.

In line with the policy for other employees, the members of the Management Board may be eligible to receive overseas relocation allowances and international transfer-related benefits when appropriate.

The members of the Management Board might also be eligible to participate in any all-employee share schemes established by the Company, on the same terms as other employees.

Benefit provision is tailored to reflect market practice in the geography in which the member of the Management Board is located. Different policies may apply if a current or future member of the Management Board would be based in a different country.

(C) *Pension arrangements*

The approach to pensions arrangements for the members of the Management Board is in line with French pension scheme programs.

Maxime Saada and Jacques du Puy will continue to benefit from a supplementary pension plan.

(D) *Annual bonus*

Variable compensation aims to link the compensation of the members of the Management Board to the performance of the Company.

The members of the Management Board are eligible to benefit from a CANAL+ Annual Incentive Plan which is intended to incentivise and recognise execution of the business strategy on an annual basis.

Performance measures will be based on a combination of Group & Entity quantitative objectives (70%) and Individual objectives (30%), subject to a range of stretching targets and independently measured. The weighting of the Group & Entity quantitative objectives set for 2025 are 70% for financial criteria, 15% for CSR criteria, and 15% related to other strategic criteria.

The performance indicators and the weighting of each measure will be reviewed by the Supervisory Board each year according to the Group's priorities.

(E) *Long-term incentives*

(i) 2024 Long Term Incentives

The authorisation to grant free conditional shares to executive management and key employees of the Group and Management Board Members will be submitted to the shareholders' meeting of the Company on 9 December 2024. The maximum number of shares that will be granted under this plan will not exceed 0.5% of the share capital of the Company.

The vesting period of performance shares will be 3 years for all beneficiaries and will be subject to a 2-year holding period for French residents employees and a vesting period of 5 years with no holding period for other beneficiaries.

Performance measures will be based on a combination of financial objectives (85%) and CSR objectives (15%).

(ii) Treatment of unvested Vivendi performance shares

Vivendi has implemented several share-based compensation plans (share purchase plans, performance share plans and bonus share plans) based on the value of the Vivendi share price aiming at incentivising and retaining its executive management and key employees. These share-based compensation plans are settled either in equity instruments or in cash. The definitive allocation of stock options and performance shares is contingent upon the achievement of specific performance objectives set by Vivendi's management board (*directoire*) and supervisory board (*conseil de surveillance*). Moreover, all allocation plans are conditional upon active employment at the vesting date.

On the Effective Date, certain performance shares of Vivendi (or rights thereto) granted under Vivendi's performance share plans in 2020, 2022 and 2023 not have been delivered, to the relevant Vivendi Group beneficiaries.

Consequently, for such beneficiaries, including employees of the Group, these performance share rights will not be eligible to receive Havas ordinary shares in the Havas Distribution, any shares of Canal+ in the Partial Demerger or any shares of Louis Hachette Group in the Louis Hachette Spin-Off, resulting following completion of the Vivendi Spin-Off, in a decrease of the value of their Vivendi performance share rights, unrelated to any decline in the Vivendi Group's performance. For further information on the Vivendi Spin-Off, see Part X (*Overview of the Vivendi Spin-Off*).

In order to compensate this decrease in value of these beneficiaries' rights, the supervisory board of Vivendi, on the recommendation of the Vivendi corporate governance, nomination and remuneration committee, and the management board of Vivendi, will consider in 2025 putting in place a mechanism to take into account the impact of the Vivendi Spin-Off on the value of these Vivendi performance share rights, in accordance with the applicable laws and the regulations of the relevant plans, with the cost of implementing this mechanism being borne by the relevant parent company of the beneficiaries' employers.

With respect to beneficiaries holding positions within the Company or one of its subsidiaries, the supervisory board of Vivendi, at its meeting of 25 July 2024, on the recommendation of the Vivendi corporate governance, nomination and remuneration committee, and the management board of Vivendi, at its meeting of 22 July 2024, decided to maintain their 2022 and 2023 performance share rights in their vesting period, subject to (i) the completion of the Spin-Off, and in particular the opinion of the relevant employee representative bodies, (ii) the level of achievement of the performance conditions of the relevant plans, and (iii) the condition of presence within the Company, or one of its subsidiaries at the end of the vesting period.

(F) *Partial Demerger award*

The Company decided the grant of a cash performance award to reward certain of the Group's senior management members and employees in connection with the Partial Demerger. The award recognises the role that certain senior management members and employees have played in preparing for and implementing the Partial Demerger, and the additional workload, time pressures, change and transformation that such employees have been subjected to.

(G) *Share ownership requirements*

To align their interests with those of Shareholders, the members of the Management Board are required to build and maintain significant holdings of Canal+ Shares over time until the end of their mandate.

Members of the Supervisory Board (including the Chair) are also encouraged to build up a personal holding in Canal+ Shares.

(H) Recruitment policy

The remuneration package of new members of the Management Board will be determined on a case-by-case basis, in line with the provisions of the Company's remuneration policy in force at the time.

The Supervisory Board is mindful of the sensitivity relating to recruitment packages and, in particular, the 'buying out' of rights relating to previous employment. The intent is to seek to minimise such arrangements. However, in certain circumstances, the Supervisory Board may determine that such arrangements are in the best interests of the Company and Shareholders, and such arrangements will, where possible, be on a like-for-like basis with the forfeited remuneration terms.

(I) Termination policy

(i) Severance payment

The Chairman of the Management Board and Chief Executive Officer is contractually entitled to a severance payment in the event of termination of his currently suspended employment contract at the company's initiative. This payment is capped at eighteen months' worth of compensation (fixed and target bonus).

Other members of the Management Board who have an employment contract with the Group are not entitled to any type of severance payment due to termination of their office.

The members of the Management Board all hold employment contracts with the Group. In accordance with the company-level collective agreement in force within the Group, termination of their employment contract is subject to: (i) three months' notice as from the notification date of resignation or dismissal (other than in the event of gross or willful misconduct); and (ii) the conditions provided for in the applicable regulations.

The current Management Board members are not entitled to any other severance payment from any company within the group's scope of consolidation (within the meaning of Article L. 233-16 of the French Commercial Code).

(ii) Non-compete clause

The Members of the Management Board are subject to a non-compete, in accordance with the terms of their contract or mandate, which prevents them from competing with the Group in the territory where they will carry out their activity, for a period from 6 to 12 months from the date of termination.

For the duration of the non-compete, the Member of the Management Board will receive a monthly financial compensation of up to 30% to 60% of the average monthly salary that the Member of the Management Board will have received during his last twelve months of activity within the Group.

The Company can elect to waive the non-compete, regardless of which party terminated the contract.

In addition, in the event that the Member of the Management Board violates the non-compete, during the period provided for, he or she shall be required to pay the Group, by way of compensation, an amount from 30% up to 60% of the total gross remuneration received during his last 12 months of employment.

This indemnity shall be in addition to the reimbursement of the monetary consideration paid by the Company pursuant to the non-competition clause. At the same time, the

Company reserves the right to seek legal compensation for the loss suffered or any measure prohibiting the exercise of the activity undertaken in violation of the clause.

11. SHARE-BASED INCENTIVE PLANS

As of the date of this Prospectus, other than the plans described in paragraph 10 of this Part XVIII (*Additional Information*), the Company has no share-based incentive plans. The Company intends to implement new share-based incentive plans for employees in 2025 which will either be set out in a supplementary prospectus to be published before Admission or be approved by shareholders at the Company's next annual general meeting.

12. PENSIONS

In France, the Group's retirement schemes for its employees consist of a defined-contribution plan, which is financed by employee and employer contributions. Employer contributions paid in mainland France and the French Overseas amounted to nearly €21 million for each of the two years 2022 and 2023.

Outside of France, the Group's pension arrangements vary based on the employment laws in the jurisdictions in which the Group operates. In some countries, minimum statutory contributions are supplemented with defined contribution pension plans.

13. EMPLOYEES[19]

13.1 Employment data

As of the date of this Prospectus, the Group has approximately 9,000 employees.

The average monthly number of personnel employed by the Group for the three years ended 31 December 2021, 2022 and 2023 was 7,582, 7,597 and 7,535 respectively. The monthly average number of Group personnel by region is included below:

Region	2023	2022	2021
Europe	5,197	5,215	5,119
Africa	1,806	1,763	1,785
Asia	474	498	516
Americas	79	93	89
Pacific	26	28	26
Total	**7,582**	**7,597**	**7,535**

Since 31 December 2023, the Group has materially expanded and will continue to expand with the transfer (or future transfer) to the Group of several entities and departments of Vivendi, such as Dailymotion SA, Group Vivendi Africa SAS and CanalOlympia SAS and their subsidiaries. 40% of the employees of these new entities are based in France and 56% in the African continent. The table below shows the pro forma Group's headcount by geographic area (based on headcount in the relevant entities as of 30 June 2024)[20]:

Region	30 June 2024
Europe	5,796
Africa	2,630

[19] In this section, unless stated otherwise, all figures exclude temporary workers and interns. The Group does not employ a significant number of temporary workers.

[20] For informational purposes and to provide a view of the Group when the Partial Demerger will be fully completed, the table includes the headcount of certain entities which transfer to the Group remains to be completed, such as Group Vivendi Africa SAS.

Asia	464
Americas	122
Pacific	26
Total	**9,038**

The table below shows the breakdown of the personnel employed by the Group between women and men over the three years ended 31 December 2021, 2022 and 2023:

	2023	**2022**	**2021**
Men	3,968	3,982	3,975
Women	3,614	3,615	3,560
Total	**7,582**	**7,597**	**7,535**

The table below shows the personnel employed by the Group by type of employment contract over the three years ended 31 December 2021, 2022 and 2023:

	2023	**2022**	**2021**
Permanent contracts	6,732	6,643	6,530
Fixed-term contracts	850	954	1,005
Total	**7,582**	**7,597**	**7,535**

13.2 Attractiveness and employer brand

The Group takes a variety of measures to attract potential candidates, including partnerships with strategic schools and participation in numerous recruitment forums each year, with HR and operational teams. The Group also uses social networks to communicate around the pillars of its employer brand, and organises events such as meetups and conferences to boost its visibility. The Group's collaboration with JobTeaser enables it to target students directly, while its website serves as a showcase for its job offers and corporate values.

The Group's employer brand is underpinned by innovation, internationalism, commitment, passion and employee experience. The Group positions itself as an innovative and agile tech employer, while capitalising on its international presence. Its actions in favour of diversity, disability, gender equality and integration reflect its commitment to society. The Group's corporate social responsibility (CSR) actions are regularly communicated through its employer branding media, notably via a dedicated page on its career website and its LinkedIn account (for more information on the Group CSR policy, see paragraph 5 of Part VIII (*Business Description*)).

13.3 Careers

To support talent, the Group has developed a series of career management tools and processes. The Group organises annual performance review campaigns (carried out by 98% of employees worldwide in 2024 and 2023) and annual talent reviews. The employees can express their career development aspirations during professional and annual reviews, which are then fed into the Group's talent pool.

Recognising and retaining key talent is of paramount importance to the Group. Talent reviews are regularly carried out in France and abroad with the general managers of the various platforms (Africa, APAC, French overseas departments and territories, Poland, Europe), and innovative geographic and business mobility proposals are made to motivate and retain the employees. The Group's remuneration policy includes for many positions within the Group variable components and bonuses which are tailored to the different roles.

13.4 Training and skills development

Skills development and training are at the heart of the Group's strategy. An annual skills development plan is in place and reviewed on a regular basis. Priority themes include business expertise, management and new ways of working, as well as cross-functional skills. The Group offers specific programs on CSR, diversity and inclusion, as well as occasional coaching and mentoring and the CAMPUS CANAL platform, accessible to all employees worldwide, offers a wide range of online training courses.

13.5 Diversity and Disability Policy

The Group firmly believes that embracing diversity and promoting a culture of inclusivity in its workforce is crucial to its success. The Group's core commitments therefore include combating all forms of discrimination and inappropriate behaviour, achieving gender parity in the organisation and ensuring equal pay between men and women.

With this ambition, the Group has set up initiatives around the following pillars: gender equality in the workplace, health and disability, age and generational diversity, diversity of origins and LGBTQIA+ topics. These initiatives are steered across all the Group's territories by dedicated committees involving the Management Board, during which the business lines present their action plans and key performance indicators (KPIs) and a wide-ranging program of monthly conferences on these different pillars has been introduced.

Amongst flagship initiatives, in 2023, the Group has trained 97% of its employees worldwide in discrimination, sexism and harassment through workshops and online modules. The Group offers collective coaching days on leadership and professional equality, called "Sister's Day", to all women and men in the Group.

The Group supports women's career development through programs such as BoostHer (career and leadership coaching) and Sister's Day and introduced measures to support women returning from maternity or parental leave, and regularly analyses potential pay gaps to ensure equal pay.

The Group has also signed the Cancer@Work Charter and launched a guide to reconciling illness and working life. As part of its efforts to promote inclusion, the Group also offers a Health Plan combining the prevention of physical and mental illness (including on site screening for certain cancers), training (first aid, psycho-social risks, safety of sites and individuals, etc.) and support measures (job retention). This program aims at improving the quality of life at work, building loyalty and commitment through a policy that fosters pride in belonging, while taking into account the need to reconcile work life and illness when it occurs in the course of an employee's life.

As part of its efforts to promote diversity, the Group has published a guide to the inclusion of LGBTQIA+ people and arranges workshops to raise awareness on sexism and harassment for Studiocanal's film and series production teams at the start of a shooting. HR teams, managers and employees are regularly trained to identify stereotypes and unconscious bias, particularly in recruitment.

The Group's commitments in each of the above pillars are rigorously measured and monitored. Each pillar is the subject of specific KPIs, reviewed quarterly by the relevant dedicated committees, in which participate members of the Management Board or of the

Senior Management. The Group has signed several charters and agreements, such as the Charter for Women in the Media, the Diversity Charter, and the Cancer@Work Charter, amongst others.

The Group aims to create an inclusive working environment that supports disabled employees through various practical and financial measures.

For instance, in France, the Group has an agreement and a charter that establish a framework for the employment of disabled workers, reflecting the Group's commitment to the integration and continued employment of disabled people. They underline the importance of involving all the Group's players, including managers, HR and employee representatives, to ensure the success of these initiatives.

Globally, emphasis is placed on recruitment, both internal and external, as well as job retention of disabled employees: measures are taken to help employees apply for recognition as disabled workers and to adapt workstations and working conditions, including remote work and the necessary technical aids. A dedicated integration and training plan is deployed to ensure the integration and skills development of disabled workers, with awareness-raising initiatives for managers and teams.

Annual information campaigns on the rights of disabled workers have also been organised by the Group, and regular awareness-raising actions have been initiated, including participation in the European Disability Week, which helps to highlight invisible disabilities.

13.6 Employee relations

Social dialogue plays an important role within the Group, which regularly negotiates with relevant unions and other bodies on matters such as compensation, working conditions, health and well-being at work or welfare benefits in an attempt to promote quality life at work, and build an innovative social policy.

The Group has established representative bodies of its employees in all entities where legally required.

The Group seeks to maintain an open, permanent and constructive social dialogue with its employee representatives.

14. RELATED PARTY TRANSACTIONS

Details of related party transactions entered into by members of the Group during the period covered by the Historical Financial Information are as set out in Note 25 of the Historical Financial Information. The nature of the related party transactions of the Group has not changed between the period covered by the Historical Financial Information and the Latest Practicable Date from those described in Note 25 to the Historical Financial Information. Save as set out above and as described in paragraph 16 of this Part XVIII (*Additional Information*) below, there have been no other related party transactions entered into by members of the Group which require disclosure under IFRS between the period covered by the Historical Financial Information and the Latest Practicable Date.

15. LITIGATION

Save as described in Notes 7.4 and 27 of Schedule II (*Historical Financial Information of the Group*), there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the period covering the 12 months preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the Company's and/or the Group's financial position or profitability.

16. MATERIAL CONTRACTS

The contracts listed below have been entered into by the Company or a member of the Group: (i) within the two years immediately preceding publication of this Prospectus and are material to the Company or any member of the Group, or (ii) at any time and contain any provision under which the Company or any member of the Group has any obligation or entitlement which is material to the Company or any member of the Group as of the date of this Prospectus, in each case not including contracts entered into in the ordinary course of business.

16.1 Groupe Canal+ SA Bridge Facility Agreement

On 3 April 2024, Groupe Canal+ SA entered into a French law governed €1,900,000,000 bridge facility agreement with, amongst others (i) Vivendi, as guarantor, (ii) Bank of America Europe Designated Activity Company, BNP PARIBAS, Crédit Agricole Corporate and Investment Bank, J.P. Morgan SE and Société Générale, as mandated lead arrangers, bookrunners and underwriters, and (iii) J.P. Morgan SE, as L/C issuing bank (the "**L/C Issuing Bank**"), documentation agent and facility agent (as further amended and restated on 30 May 2024, the "**Bridge Facility Agreement**") under which a €1,900,000,000 senior credit facility has been made available to Groupe Canal+ SA (the "**Bridge Facility**") for purposes of financing the offer made by Groupe Canal+ SA to all the shareholders of MultiChoice to acquire all of its issued and to be issued shares not already owned by it (the "**MultiChoice Offer**") and counter-guaranteeing the TRP Issuing Bank under the TRP Bank Guarantee (as such terms are defined below) issued in connection with the MultiChoice Offer.

As from the completion of the Partial Demerger, the Bridge Facility Agreement may be transferred from Groupe Canal+ SA to Canal+ concomitantly with any other financial indebtedness arrangement entered into by Groupe Canal+ SA (other than financial indebtedness under derivatives instruments), upon which transfer Canal+ shall become the borrower for all purposes under the Bridge Facility Agreement and the related finance documents and Groupe Canal+ SA shall be discharged from further obligations thereunder, subject to the prior consent of the guarantor (if any).

(A) *Purpose*

The Bridge Facility may be utilised by way of issuance of a standby letter of credit or the drawing of loans.

(i) Letter of Credit

On 4 April 2024, at the request of Groupe Canal+ SA, J.P. Morgan Chase Bank, N.A., Johannesburg Branch (the "**TRP Issuing Bank**") issued a bank guarantee in favour of the panel established in terms of section 196 of the Companies Act 71 of 2008 of the Republic of South Africa, responsible for, amongst other things, the regulation of affected transactions having jurisdiction throughout the Republic of South Africa (the "**TRP**") under which the TRP Issuing Bank has agreed to pay, in accordance with regulations 111(4) and 111(5) of the Companies Regulations, 2011 of the Republic of South Africa, up to a maximum amount equal to ZAR 35,372,696,625 in relation to the cash consideration payable by Groupe Canal+ SA pursuant to the MultiChoice Offer if Groupe Canal+ SA fails to do so (the "**TRP Bank Guarantee**"). The TRP Bank Guarantee shall remain in full force and effect until 8 April 2025, which term may be automatically extended until 8

October 2025 upon request of the borrower, unless it has expired earlier upon completion, lapsing or termination of the MultiChoice Offer.

On 3 April 2024, in order to counter-guarantee the TRP Issuing Bank under the TRP Bank Guarantee, Groupe Canal+ SA used all the amounts available under the Bridge Facility through the issuance, by the L/C Issuing Bank, of an irrevocable standby letter of credit (the **"Letter of Credit**") in an initial amount in ZAR equal to the amount of the TRP Bank Guarantee, i.e., ZAR 35,372,696,625 (the "**Initial L/C Amount**") and the duration of which extends automatically along with that of the TRP Bank Guarantee.

As per the terms of the TRP Bank Guarantee, the amount guaranteed thereunder shall be automatically reduced pro tanto any reduction of the maximum cash consideration that could become payable by Groupe Canal+ SA under the MultiChoice Offer, upon confirmation of the same by the TRP.

Under the Bridge Facility Agreement, the lenders and the borrower shall bear an indemnisation amount towards the L/C Issuing Bank in an initial amount equal to the Euro equivalent of the Initial L/C Amount, which shall then be automatically reduced pro tanto (inter alia):

- an amount equal to the Euro equivalent of the amount in ZAR of any reduction of the TRP Bank Guarantee upon request of the borrower to the L/C Issuing Bank; and
- an amount in Euros equal to the proceeds of any loan drawn under the Bridge Facility Agreement and credited to the TRP Escrow Bank Account or the JPM SE Bank Account (as such terms are defined below);

(ii) Loans

The Bridge Facility may also be utilised during the Availability Period (as defined below) through the drawing of loans in order to:

- subject to the MultiChoice Offer having being declared unconditional, finance or refinance any securities payment required to be made by Groupe Canal+ SA in the context of the MultiChoice Offer, including securities payment required to be made pursuant to the applicable squeeze-out compulsory acquisition of shares of MultiChoice, with the proceeds of such loans being credited, as long as the Letter of Credit is outstanding, to (i) a bank account opened by the borrower and pledged in favour of the L/C Issuing Bank to guarantee the borrower's indemnisation obligations towards the L/C Issuing Bank under the Bridge Facility (the "**TRP Escrow Bank Account**") or (ii) such bank account as agreed between the borrower and J.P. Morgan SE as part of their agreement to enter into commercially reasonable negotiations to set a revised structure and the features of any new guarantee or cash confirmation (and/or any counter-guaranty of the same) to secure the financing of the cash consideration payable by Groupe Canal+ SA under the MultiChoice Offer, if two (2) months prior to the end of the Certain Funds Period (as defined below) the MultiChoice Offer has not been declared unconditional (the "**JPM SE Bank Account**");
- refinance the aggregate consideration paid for the acquisition by Groupe Canal+ SA of shares issued by MultiChoice on or off market since 3 April 2024; and
- as from five (5) business days before the expiration of the Certain Funds Period, credit (i) the TRP Escrow Bank Account or (ii) the JPM SE Bank Account for

purposes of financing or refinancing any securities payment required to be made by Groupe Canal+ SA in the context of the MultiChoice Offer.

(B) *Maturity, Availability Period and Certain Funds Period*

(i) Maturity and Availability Period

The "**Termination Date**" of the Bridge Facility is the date falling twelve (12) months from 3 July 2024 (the "**Initial Termination Date**"), with two six-months extension options available to the borrower.

The Bridge Facility is available for the period beginning on 3 April 2024 to the earlier of (i) 8 October 2025 and (ii) the Initial Termination Date, as it may have been extended by the borrower (the "**Availability Period**").

(ii) Certain funds period

The Bridge Facility has a certain funds period (the "**Certain Funds Period**") beginning on 3 April 2024 to the earlier of:

- 8 April 2025, as it may be automatically extended to 8 October 2025 if the MultiChoice Offer has not become unconditional on 3 February 2025;
- the date of publication by Groupe Canal+ SA on the stock exchange news service of the JSE Limited of an announcement that the MultiChoice Offer has lapsed, or has been terminated or withdrawn, in accordance with its terms or of the Companies Regulations, 2011 of the Republic of South Africa; and
- the Initial Termination Date, as it may have been extended.

(C) *Guarantee*

The obligations of the borrower under the Bridge Facility Agreement and the related finance documents are guaranteed by Vivendi as parent (*caution solidaire*) until one of the following events upon which Vivendi shall cease to be a guarantor:

- Moody's or S&P publishes a rating in respect of the borrower's long term unsecured and non-credit enhanced debt obligations of at least (i) Baa3 in the case of Moody's or (ii) BBB- in the case of S&P, which publication has been notified in writing by the borrower to the facility agent; or
- a new parent company of Groupe Canal+ SA with a long term unsecured and non-credit enhanced debt obligations rating of at least (i) Baa3 from Moody's or (ii) BBB- from S&P (the "**New Parent**") accedes to the Bridge Facility Agreement as guarantor (*caution solidaire*).

(D) *Interests and fees*

The rate of interest on each loan for each interest period is the percentage rate per annum equal to the aggregate of the applicable margin and EURIBOR (with a floor at zero). The margin will be adjusted upwards throughout the maturity of the Bridge Facility and upon the occurrence of certain rating events relating to the borrower or Vivendi or the New Parent, as applicable.

The borrower shall pay usual fees and commissions for a financing of this type.

(E) *Mandatory prepayment and cancellation*

In addition to mandatory prepayment and cancellation events usual for this type of financing, the Bridge Facility Agreement requires mandatory prepayments in the event of a change of control of the borrower being defined as occurring if any person (other than Vivendi and/or Bolloré SE and/or their respective subsidiaries) or group of persons acting in concert, gains control over the borrower and other than the control gained by Canal+ over Groupe Canal+ SA immediately before the completion of the Partial Demerger.

(F) *Undertakings*

The Bridge Facility Agreement contains, inter alia (i) negative pledge restrictions on granting security applicable to the borrower, its material subsidiaries and, as long as it is a guarantor, Vivendi, and (ii) restrictions on (a) any substantial change made to the general nature of the business of the borrower and, as long as it is a guarantor, Vivendi, and (b) mergers with respect to the borrower and, as long as it is a guarantor, Vivendi (save as a result of the completion of all or part of the Partial Demerger (as applicable) and subject to customary exceptions and qualifications for a financing of this type).

(G) *Events of default*

Subject to certain exemptions and cure periods (including a clean-up period in relation to matters or circumstances existing with respect to MultiChoice and its group), the majority lenders are entitled to accelerate and terminate the Bridge Facility Agreement in a number of circumstances usual for this type of financing, including inter alia non-payment of amounts payable under the finance documents, breach of financial covenant, cross-acceleration, insolvency proceedings, creditor's process or cessation of business.

(H) *Financial covenants*

The Bridge Facility Agreement contains financial covenants requiring compliance on amounts of gross debt and net debt as of the completion date of the Partial Demerger, i.e., (i) Groupe Canal+ SA's gross debt must be equal to or below the sum of (x) €450,000,000 and (y) the amount of any utilisation under the Bridge Facility and (ii) Groupe Canal+ SA's net debt must be equal to or below €150,000,000 (it being specified that any utilisation under the Bridge Facility shall be neutralised), in each case excluding the gross and net debt of MultiChoice.

16.2 Groupe Canal+ SA Term Loan and Revolving Facilities Agreement

On 26 July 2024, Groupe Canal+ SA entered into a French law governed unsecured €1,150,000,000 senior facilities agreement with, amongst others (i) Vivendi, as guarantor, (ii) Crédit Agricole Corporate and Investment Bank and Natixis, as joint active bookrunners, (iii) Crédit Agricole Corporate and Investment Bank, Natixis, Bank of America Europe DAC, Barclays Bank Ireland PLC, BNP PARIBAS, BRED Banque Populaire, Caisse Régionale de Credit Agricole Mutuel de Paris et d'Île De France, Commerzbank Aktiengesellschaft, Citibank, N.A. London Branch, Crédit Industriel et Commercial, Crédit Lyonnais, HSBC Continental Europe, Intesa San Paolo S.P.A. Paris Branch, J.P. Morgan SE, Mizuho Bank, Ltd., Paris Branch and Société Générale as mandated lead arrangers and bookrunners, (iv) Natixis, as coordinator and documentation agent, and (v) Crédit Agricole Corporate and Investment Bank, as facility agent (the "**Facilities Agreement**").

The Facilities Agreement comprises (i) a €400,000,000 term loan facility (the "**Term Loan Facility**") and (ii) a €750,000,000 revolving credit facility (the "**Revolving Facility**").

As from the completion of the Partial Demerger, the Facilities Agreement may be transferred from Groupe Canal+ SA to Canal+ concomitantly with any other financial indebtedness arrangement entered into by Groupe Canal+ SA (other than financial indebtedness under derivatives instruments), upon which transfer Canal+ shall become the borrower for all purposes under the Facilities Agreement and the related finance documents and Groupe Canal+ SA shall be discharged from further obligations thereunder, subject to the prior consent of the guarantor (if any).

(A) *Purpose and Utilisations*

The proceeds of the Term Loan Facility are available to refinance any outstanding shareholder loan extended by Vivendi to Groupe Canal+ SA and/or finance or refinance the acquisition by Groupe Canal+ SA of assets from Vivendi and/or its subsidiaries.

The Revolving Facility is available to finance the general corporate purposes of the Group, but not to finance any transaction falling within the purpose of the Term Loan Facility or the prepayment in whole or in part of the Term Loan Facility. Subject to certain customary exceptions (including, a limit on the number of outstanding loans, minimum amounts and notice periods), loans under the Revolving Facility may be borrowed, repaid and re-borrowed at any time.

(B) *Maturity and Amortisation*

The Term Loan Facility, which will be available for drawings until 31 May 2025, will mature on 26 July 2029 and shall be repaid in instalments of €80,000,000 on each of 5 September 2025, 7 September 2026, 6 September 2027, 5 September 2028 and 26 July 2029.

The Revolving Facility will mature on 26 July 2029, subject to two 12month extension options available to the borrower, subject to lenders' acceptance. The Revolving Facility is available for drawings from the date on which the total commitments under the €1,500,000,000 Multicurrency Revolving Credit Facility Agreement of Vivendi (or any refinancing thereof) has been reduced to (or set at an amount not exceeding) €750,000,000 to the date falling 1 month before its termination date (see above).

(C) *Guarantee*

The obligations of the borrower under the Facilities Agreement and the related finance documents are guaranteed by Vivendi as parent (*caution solidaire*) until one of the following events upon which Vivendi shall cease to be a guarantor:

- Moody's or S&P publishes a rating in respect of the borrower's long term unsecured and non-credit enhanced debt obligations of at least (i) Baa3 in the case of Moody's or (ii) BBB- in the case of S&P, which publication has been notified in writing by the borrower to the facility agent (a "**Guarantor Cessation Event Following a Borrower Rating**"); or
- the New Parent accedes to the Facilities Agreement as guarantor (*caution solidaire*) (a "**Guarantor Cessation Event Following a New Parent Accession**").

(D) *Interests and fees*

The rate of interest on each loan for each interest period is the percentage rate per annum equal to the aggregate of the applicable margin and EURIBOR (with a floor at zero). The margin applicable to each Facility will be adjusted upon the occurrence of certain rating events relating to the borrower or Vivendi or the New Parent, as applicable.

The borrower shall pay usual fees and commissions for a financing of this type.

(E) *Mandatory prepayment and cancellation*

In addition to mandatory prepayment and cancellation events usual for this type of financing, the Facilities Agreement requires mandatory prepayments in the event of a change of control of the borrower being defined as occurring if any person (other than Vivendi and/or Bolloré SE and/or their respective subsidiaries) or group of persons acting in concert, gains control over the borrower and other than the control gained by Canal+ over Groupe Canal+ SA immediately before the completion of the Partial Demerger.

(F) *Undertakings*

The Facilities Agreement contains, inter alia (i) negative pledge restrictions on granting security applicable to the borrower, its material subsidiaries and, as long as it is a guarantor, Vivendi, and (ii) restrictions on (a) any substantial change made to the general nature of the business of the borrower and, as long as it is a guarantor, Vivendi, (b) mergers with respect to the borrower and, as long as it is a guarantor, Vivendi, and (c) as from the completion of the Partial Demerger, disposals relating to the borrower (save as a result of the completion of all or part of the Partial Demerger (as applicable) and subject to customary exceptions and qualifications for a financing of this type).

(G) *Events of default*

Subject to certain exemptions and cure periods (including a clean-up period in relation to matters or circumstances existing with respect to MultiChoice and its group), the majority lenders are entitled to accelerate and terminate the Facilities Agreement in a number of circumstances usual for this type of financing, including inter alia non-payment of amounts payable under the finance documents, breach of financial covenant, cross-acceleration, insolvency proceedings, creditor's process or cessation of business.

(H) *Financial covenants*

The Facilities Agreement contains financial covenants requiring compliance on amounts of gross debt and net debt as of the completion date of the Partial Demerger, i.e., (i) Groupe Canal+ SA's gross debt must be equal to or below the sum of (x) €450,000,000 and (y) the amount of any utilisation under the Bridge Facility Agreement entered into by Groupe Canal+ SA as borrower on 3 April 2024 (as further amended and restated on 30 May 2024) (see paragraph 16.1 of this Part XVIII (*Additional Information*) above) and (ii) Groupe Canal+ SA's net debt must be equal to or below €150,000,000 (it being specified that any utilisation under the Bridge Facility Agreement entered into by Groupe Canal+ SA as borrower on 3 April 2024 (as further amended and restated on 30 May 2024) (see paragraph 16.1 of this Part XVIII (*Additional Information*) above) shall be neutralised), in each case excluding the gross and net debt of MultiChoice.

In addition, the Facilities Agreement contains a financial covenant that requires that, following the completion of the Partial Demerger and for so long as a Leverage Ratio Rating Trigger Event (as defined below) is outstanding, the leverage ratio (calculated in accordance with the IFRS accounting principles subject to the neutralisation of the impact of IFRS 16 on lease liabilities) tested on 31 December of each year does not exceed 3.5x. A "**Leverage Ratio Rating Trigger Event**" is defined as follows: (i) for so long as Vivendi is the Guarantor, Moody's assigns a rating to Vivendi's long term unsecured and non-credit enhanced debt obligations which is below Baa3 or no rating is assigned by Moody's, or (ii) following a Guarantor Cessation Event Following a Borrower Rating or a Guarantor Cessation Event Following a New Parent Accession, Moody's or S&P assigns a rating to the borrower or the New Parent's long term unsecured and non-credit enhanced debt obligations which is below Baa3 in the case of Moody's or below BBB- in the case of S&P or no rating is assigned by Moody's or S&P.

16.3 Partial Demerger Terms

The Company and Vivendi have prepared partial demerger terms for the Partial Demerger in accordance with the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*) set forth in Articles L. 236-27 et seq. of the French Commercial Code (the "**Partial Demerger Terms**"). The Partial Demerger Terms set out the main terms and conditions of the Partial Demerger, as described in paragraph 3 of Part X (*Overview of the Vivendi Spin-Off*), in accordance with French law requirements.

The Supervisory Board authorised the Management Board to sign the Partial Demerger Terms on behalf of the Company on 24 October 2024 and the Management Board approved the Partial Demerger Terms on 28 October 2024. The supervisory board of Vivendi authorised the management board of Vivendi to sign the Partial Demerger Terms on behalf of Vivendi on 28 October 2024 and the management board of Vivendi approved the Partial Demerger Terms on 28 October 2024. The Partial Demerger Terms were signed by the Company and Vivendi on 28 October 2024. The Partial Demerger Terms will be filed with the clerk of the Commercial Court of Nanterre (*Greffe du Tribunal de Commerce de Nanterre*) on 30 October 2024 and the clerk of the Commercial Court of Paris (*Greffe du Tribunal de Commerce de Paris*) on or around 30 October 2024.

The Partial Demerger Terms are available on the Company's and Vivendi's corporate websites and the other documents required under French law for purposes of the Partial Demerger will also be made available on the Company's and Vivendi's corporate websites and at their corporate offices. In accordance with applicable law, the Partial Demerger Terms and the transactions contemplated thereby will be submitted to the vote of the Shareholders and the Vivendi Shareholders on the date of the Vivendi General Meeting. For additional information, please refer to Part X (Overview of the Vivendi Spin-Off).

16.4 Joint Sponsors' Agreement

In connection with Admission, the Company, Groupe Canal+ SA and the Joint Sponsors have entered into a sponsors' agreement on or around the date of this Prospectus (the "**Joint Sponsors' Agreement**"), pursuant to which:

- the Company has appointed the Joint Sponsors as sponsors in connection with the production and publication of this Prospectus and the application for Admission, and the Joint Sponsors have accepted such appointments;
- the Joint Sponsors have been granted all powers, authorities and discretions which are reasonably necessary for or incidental to the performance of their responsibilities under the UK Listing Rules;
- the Company has agreed to deliver certain documents to the Joint Sponsors relating to this Prospectus and Admission and their responsibilities under the UK Listing Rules;
- the Company has given customary representations and warranties to the Joint Sponsors;
- Groupe Canal+ SA has given customary indemnities to the Joint Sponsors; and

- the Joint Sponsors have the right to terminate the Joint Sponsors' Agreement in certain circumstances prior to Admission, including: (i) if any statement in this Prospectus (and/or certain associated documents and announcements) is or has become untrue, inaccurate or misleading in any respect which, in the opinion of the Joint Sponsors (acting in good faith), is material in the context of the Group, the Partial Demerger and/or Admission; and (ii) the breach by the Company of any of the warranties contained in the Joint Sponsors' Agreement or the breach of any of the undertakings contained in the Joint Sponsors' Agreement which, in the opinion of the Joint Sponsors (acting in good faith), is material in the context of the Group, the Partial Demerger and/or Admission.

16.5 Transitional Services Agreement

(A) Introduction and services

In connection with the Partial Demerger, Vivendi and the Company intend to enter into the Transitional Services Agreement, pursuant to which Vivendi and its subsidiaries will provide to the Company various limited services and support on an interim transitional basis, effective as of the Effective Date. The services covered by the Transitional Services Agreement, include, but are not limited to: (i) a limited selection of finance and treasury related services and applications; (ii) a limited selection of accounting services and accounting software related services and applications; (iii) taxation related services; (iv) legal, sustainability and compliance related services; (v) limited information technology related applications and cybersecurity related services; (vi) internal audit.

(B) Charges

The Company will pay to the service provider an agreed-upon monthly fee ("**Charges**") for such services, excluding any cost or expenses related to specific or additional developments incurred by Vivendi to provide the services, during twelve months following the Effective Date (the "**Service Period**"). During the Service Period, the amount of the Charges could be modified subject to certain conditions. After the Service Period the monthly charge will be adjusted to reflect the scope and duration of services which may continue after the Service Period, if any.

(C) Term

The Transitional Services Agreement provides that the services will commence on the Partial Demerger date and shall terminate upon the later of (i) the expiration of the Service Period and (ii) the last day of the period for the last service provided by Vivendi if extended upon mutual agreement between the parties beyond the Service Period (which cannot be extended beyond 24 months after the date of the Partial Demerger).

Under the Transitional Services Agreement, the Company may cease to use any service at any time, and each party may terminate the Transitional Services Agreement (in whole or in part) at any time in the event of breach by the other party of any of its material obligation with respect to such service, and such failure has not been remedied within the cure period.

Upon termination in whole or in part, Vivendi shall have no further obligation to provide the terminated service and the Company shall have no obligation to pay any Charges related to the terminated service (except in case of termination during the Service Period) but shall remain liable for the Charges owed and paying any applicable wind-down charges.

(D) Limitations

Subject to certain exceptions, the liabilities of each party under the Transitional Services Agreement will generally be limited to the aggregate charges actually paid or payable by the Company under the Transitional Services Agreement.

17. SIGNIFICANT CHANGE

There has been no significant change in the financial position or financial performance of the Group since 30 June 2024, being the date to which the latest historical financial information of the Group was published.

18. WORKING CAPITAL STATEMENT

The Company is of the opinion that, after taking into account the bank and other facilities available, the working capital available for the Group (excluding the MultiChoice Acquisition) is sufficient for its present requirements, that is, for at least the next 12 months from the date of publication of this Prospectus.

The Company is currently unable to undertake appropriate procedures to support a statement on the sufficiency of its working capital when taking into account the effect of the MultiChoice Acquisition because it does not have access to non-public financial or other information on MultiChoice that would allow those procedures to be undertaken.

If the Company is granted access by MultiChoice before Admission and access is sufficient for the purpose of making a working capital statement on the basis of the Group after taking into account the effect of the MultiChoice Acquisition, the Company will prepare a supplementary prospectus containing an updated working capital statement.

19. CONSENTS

Deloitte France has given and has not withdrawn its written consent to the inclusion in this Prospectus of its reports set out in Sections A and C of Schedule II (*Historical Financial Information of the Group*), and has authorised the contents of these reports as part of this Prospectus for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules and item 1.3 of Annex 1 of the UK Prospectus Delegated Regulation.

AUDITOR

The auditor of the Company is Deloitte France. Deloitte France has its registered office at Tour Majunga, 6 place de la Pyramide, 92908 Paris - La Défense Cedex, France and is a member of the Compagnie régionale des Commissaires aux Comptes de Versailles et du Centre.

Deloitte France is also one of the auditors of Vivendi (with Grant Thornton) and has audited the statutory consolidated annual accounts of Vivendi as of and for the years ended 31 December and 2023, 2022 and 2021. Deloitte France, as one of the auditors of Vivendi, has been appointed to audit the Combined Financial Statements and to review the Unaudited Interim Combined Financial Statements set out in this Prospectus. Deloitte France is registered to carry out audit work in France.

20. RIGHTS OF HOLDERS THROUGH CREST

Please refer to Part XVI (*CREST Depository Interests*) of this Prospectus for further information regarding CDIs and rights of CDI holders.

21. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at www.canalplusgroup.com for a period of 12 months from the date of publication of this Prospectus:

- the Articles of Association;
- the report by Deloitte & Associés set out in Section A of Schedule II (*Historical Financial Information of the Group*);
- the report by Deloitte & Associés set out in Section C of Schedule II (*Historical Financial Information of the Group*);
- the written consents referred to in paragraph 19 of this Part XVIII (*Additional Information*) above;
- the Partial Demerger Terms;
- the documents incorporated by reference into this Prospectus set out in Part XIX (Part *XIX)*; and
- this Prospectus.

For the purposes of Rule 3.2 of the Prospectus Regulation Rules, this Prospectus will be published in printed form and available free of charge, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period of 28 days from the date of publication of this Prospectus at 50 Rue Camille Desmoulins, 92130 Issy Les Moulineaux, France. In addition, the Prospectus will be published in electronic form and be available at www.canalplusgroup.com.

PART XIX
INFORMATION INCORPORATED BY REFERENCE

The table below sets out the documents or sections of the documents which are incorporated by reference into this Prospectus to provide additional information to investors with respect to MultiChoice. All cross-references to specific page numbers are to the pagination marked on the relevant file available at the link indicated (not to the pages of the PDF file).

Document incorporated by reference	Section of referenced document	Page number(s) in referenced document
MultiChoice consolidated annual financial statements for the year ended 31 March 2024 as filed by MultiChoice with the Johannesburg Stock Exchange, available at: https://webstir.jse.co.za/Downloads/File/?id=7NVfjTvnnC1z9NFdc%2b7r9w%3d%3d	Entire document	1-103
MultiChoice consolidated annual financial statements for the year ended 31 March 2023 as filed by MultiChoice with the Johannesburg Stock Exchange, available at: https://webstir.jse.co.za/Downloads/File/?id=0Ypk7qronLPu2xUf9OCJWA%3d%3d	Entire document	1-93
MultiChoice consolidated annual financial statements for the year ended 31 March 2022 as filed by MultiChoice with the Johannesburg Stock Exchange, available at: https://webstir.jse.co.za/Downloads/File/?id=Ujp5HFcwuyrIcuec1C9kHg%3d%3d	Entire document	1-93
MultiChoice Integrated Annual Report for the year ended 31 March 2024 as filed by MultiChoice with the Johannesburg Stock Exchange, available at: https://webstir.jse.co.za/Downloads/File/?id=u5ZQiGMupTUqZeAu1%2fOtfQ%3d%3d	Our business overview	4-7
	How our activities added value for our stakeholders	41-43
	Opportunities and risks	61-62

To the extent that any document or information incorporated by reference or attached to this Prospectus itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Prospectus for the purposes of the Prospectus Regulation Rules, except where such information or documents are stated within this Prospectus as specifically being incorporated by reference or where this Prospectus is specifically defined as including such information.

Any statement contained in a document which is deemed to be incorporated by reference into this Prospectus shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that a statement contained in this Prospectus (or in a later document which is incorporated by reference into this Prospectus) modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Where certain parts only of a document have been incorporated by reference into this Prospectus, the other parts of those documents which have not been expressly stated to be incorporated are either not relevant to investors or are covered elsewhere in this Prospectus.

Schedule I
DEFINITIONS AND GLOSSARY

"**Act on Television and Radio Broadcasting**"	Polish Broadcasting act of 29 December 1992 establishing the requirements for TV and radio broadcasting;
"**Admission**"	admission of the Canal+ Shares to the equity shares (commercial companies) category of the Official List and to trading on the LSE's main market for listed securities;
"**ADSL**"	Asymmetric Digital Subscriber Line;
"**Audited Combined Financial Statements**"	the audited combined financial statements of the Group as of, and for the years ended, 31 December 2023, 2022 and 2021, prepared in accordance with IFRS Accounting Standards, as presented in Schedule II (*Historical Financial Information of the Group*) of this Prospectus;
"**AI**"	Artificial Intelligence;
"aggregation"	refers to the commercial and technical bundling of third-party channels and streaming content into a single service;
"**ALIA**"	Luxembourgish Independent Audiovisual Authority (*Autorité Luxembourgeoise Indépendante de l'Audiovisuel*);
"**ALPA**"	*Association de Lutte contre la Piraterie Audiovisuelle*;
"**AMSD Decree**"	French decree n° 2021-793 dated 22 June 2021 for on demand audiovisual media services;
"**ARCEP**"	the French Electronic Communications, Postal and Print Media Distribution Regulatory Authority (*Autorité de régulation des communications électroniques, des postes et de la distribution de la presse*);
"**ARCOM**"	the French Regulatory Authority for Audiovisual and Digital Communication (*Autorité de Régulation de la Communication Audiovisuelle et Numérique*);
"**APPS**"	*Association de Protection des Programmes Sportifs*;
"**ARES**"	ARES fighting championship;
"**ARPU**"	Average Revenue Per User;
"**Articles of Association**"	the articles of association of the Company from time to time;
"**Availability Period**"	has the meaning given to it in paragraph 16.1(B)(i) of Part XVIII (*Additional Information*);
"**AVOD**"	Advertising-Based Video On Demand;
"**B2B**"	Business-to-Business;
"**B2C**"	Business-to-Consumer;

"**Bolloré SE**"	Bolloré SE, *a Societas Europaea* governed by the laws of France, with its registered office at Odet, 29500 Ergué-Gabéric, France, registered with the Quimper Trade and Companies Register under number 055 804 124. The LEI of Bolloré SE is 969500LEKCHH6VV86P94;
"**Bridge Facility Agreement**"	has the meaning given to it in paragraph 16.1 of Part XVIII (*Additional Information*);
"**Bridge Facility**"	has the meaning given to it in paragraph 16.1 of Part XVIII (*Additional Information*);
"**Broadcasting Law**"	Myanmar Television and Radio Broadcasting Law (Law No. 53/2015 of 28 August 2015, as amended);
"**Business Day**"	a day other than a Saturday, Sunday or public holiday in England when banks in London are open for business;
"**Cable-Satellite Decree**"	French decree n° 2021-1924 of 30 December 2021 for the channels broadcast on other networks not using frequencies assigned by the ARCOM;
"**CAN**"	African Nations Cup;
"**Canal+ Channel Licence**"	refers to the main Canal+ channel's DTT licences;
"**Canal+ Shares**"	the fully paid ordinary shares in the capital of the Company;
"**CAS**"	Conditional Access Solutions;
"CDIs"	CREST depository interests representing the underlying Canal+ Shares;
"**CDNs**"	Content Delivery Networks;
"**certificated**" or "**in certificated form**"	in relation to a share or other security, a share or other security title to which is recorded in the relevant register of the share or other security concerned as being held in certificated form (that is, not in CREST);
"**CEO**"	Chief Executive Officer;
"**Certain Funds Period**"	has the meaning given to it in paragraph 16.1(B)(ii) of Part XVIII (*Additional Information*);
"**CFA Franc**"	Franc of the Financial Community of Africa;
"**CIT**"	Corporate Income Tax;
"**CNC**"	French national centre for cinema and animated images (*Centre National du Cinéma et de l'Image Animée*);
"**Combined Financial Statements**"	The Audited Combined Financial Statements together with the Unaudited Interim Combined Financial Statements;
"**Companies Act**"	the Companies Act 2006 of the UK, as amended;
"Company"	Canal+ SA, a *société anonyme* (limited company) incorporated and registered in France with identification number 835 150 434;

"**Consumer Rights Directive**"	Directive 2011/83/EU of the European Parliament and of the Council of 25 October 2011 on consumer rights, amending Council Directive 93/13/EEC and Directive 1999/44/EC of the European Parliament and of the Council and repealing Council Directive 85/577/EEC and Directive 97/7/EC of the European Parliament and of the Council;
"**CSR**"	Corporate Social Responsibility;
"CDIs"	CREST depository interests representing the underlying Canal+ Shares;
"**CREST**"	the system for the paperless settlement of trades in securities and the holding of uncertificated securities in accordance with the CREST Regulations operated by Euroclear;
"**CREST Deed Poll**"	the global deed poll dated 25 June 2001, as subsequently modified, supplemented and/or restated;
"**CREST Depository"**	CREST Depository Limited;
"**CREST Manual**"	the rules governing the operation of CREST as published by Euroclear;
"**CREST Member**"	an intermediary that is a member of CREST;
"**CREST Nominee**"	CREST International Nominees Limited;
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended;
"**CTO**"	Czech Telecommunications Office;
"**Disclosure Guidance and Transparency Rules**"	the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA (as set out in the FCA's Handbook of Rules and Guidance), as amended;
"**DSA**"	Regulation (EU) 2022/2065 of the European Parliament and of the Council of 19 October 2022 on a Single Market For Digital Services and amending Directive 2000/31/EC (Digital Services Act);
"**DTH**"	Direct-To-Home;
"**DtoC**" or "**DTC**"	Direct-to-Consumer;
"**DTT**"	Digital Terrestrial Television;
"**DTT Decree**"	French Decree n° 2021-1926 of 30 December 2021 for the channels using radio-frequencies assigned by the ARCOM;
"**Adjusted EBIT (EBITA)**"	Adjusted Earnings Before Interest and Income Taxes;
"**EEA**"	the European Economic Area;
"**Effective Date**"	13 December 2024 at 11:59 p.m. (CET), which is the date on which the Vivendi Spin-Off will be completed from a legal perspective;

"**EOF**"	French-language works (*œuvres d'expression originale française*);
"**ePrivacy Directive**"	Directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009 amending Directive 2002/22/EC on universal service and users' rights relating to electronic communications networks and services, Directive 2002/58/EC concerning the processing of personal data and the protection of privacy in the electronic communications sector and Regulation (EC) No 2006/2004 on cooperation between national authorities responsible for the enforcement of consumer protection laws;
"**ePrivacy Regulation**"	the proposed EU Regulation on ePrivacy;
"**ESG**"	Environmental, Social, and Governance;
"**EU**"	the European Union;
"**EU GDPR**"	Regulation (EU) No 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation), as amended;
"**EU Member State**" or "**Member State**"	a member state of the EU;
"**Euro**" or "**€**"	the lawful currency of the EU;
"**Euroclear France**"	Euroclear France S.A. (10-12, Place de la Bourse, 75002 Paris, France);
"**Euroclear UK**"	Euroclear UK & International Limited, the operator of CREST;
"**European Audiovisual Media Services Directive**"	Directive (EU) 2018/1808 of the European Parliament and of the Council of 14 November 2018 amending Directive 2010/13/EU on the coordination of certain provisions laid down by law, regulation or administrative action in EU Member States concerning the provision of audiovisual media services (Audiovisual Media Services Directive);
"**Facilities Agreement**"	has the meaning given to it in paragraph 16.2 of Part XVIII (*Additional Information*);
"**FAST**"	Free Ad-supported Streaming TV;
"**FCA**"	the Financial Conduct Authority of the UK;
"**French Audiovisual Law**"	French Law of 30 September 1986 on the freedom of communication;
"**French Data Protection Act**"	French Law of 20 June 2018, reforming Act No. 78-17 of 6 January 1978 on data processing, data files and individual liberties (*Loi Informatique et Libertés*);

"**French Overseas**"	French overseas departments and territories;
"**French Takeover Rules**"	the provisions of the French Monetary and Financial Code that relate to takeovers and Title II of Book III of the General Regulations (*Règlement general*) of the French Financial Markets Authority (*Autorité des marchés financiers*);
"**FSMA**"	the Financial Services and Markets Act 2000 of the UK, as amended;
"**FTA**"	Free-To-Air;
"**FTC**"	the French Tax Code;
"FTTH"	Fibre To The Home;
"**GBP**"	Great Britain Pound;
"GDPR"	EU GDPR and UK GDPR;
"**General Aid Regulations**"	CNC's provisions governing allocations of different types of aid available to companies operating in the film sector;
"**General Meeting**"	General meeting of the Company, being the corporate body, or where the context so requires, the physical meeting of the Shareholders;
"**Group**"	the Company together with, following completion of the Partial Demerger and Reorganisation Transactions, its subsidiaries and subsidiary undertakings from time to time;
"**Guarantor Cessation Event Following a Borrower Rating"**	has the meaning given to it in paragraph 16.2(C) of Part XVIII (*Additional Information*);
"**Guarantor Cessation Event Following a New Parent Accession**"	has the meaning given to it in paragraph 16.2(C) Part XVIII (*Additional Information*);
"**GVA**"	Group Vivendi Africa;
"**HDR**"	High Dynamic Range;
"**Historical Financial Information**"	the historical financial information of the Group set out in Schedule II (*Historical Financial Information of the Group*);
"**HMRC**"	HM Revenue & Customs in the UK;
"**IFRS**"	International Financial Reporting Standards;
"**IFRS Accounting Standards**"	IFRS as endorsed by the European Union;
"**Initial L/C Amount**"	has the meaning given to it in paragraph 16.1(A)(i) of Part XVIII (*Additional Information*);
"**Initial Termination Date**"	has the meaning given to it in paragraph 16.1(B)(i) of Part XVIII (*Additional Information*);
"**IPTV**"	Internet Protocol Television;
"**ISP**"	Internet Service Provider;

"**IT**"	Information Technology;
"**Joint Sponsors**"	Barclays Bank PLC and BNP Paribas, London branch;
"**Joint Sponsors' Agreement**"	has the meaning given in paragraph 16.4 of Part XVIII (*Additional Information*);
"**JPM SE Bank Account**"	has the meaning given to it in paragraph 16.1(A)(ii) of Part XVIII (*Additional Information*);
"**KPI**"	Key Performance Indicator;
"**KRRiT**"	Polish National Broadcasting Council (*Krajowa Rada Radiofonii i Telewizji*);
"**L/C Issuing Bank**"	has the meaning given to it in paragraph 16.1 of Part XVIII (*Additional Information*);
"**Latest Practicable Date**"	28 October 2024, being the last practicable date prior to publication of this Prospectus;
"**Letter of Credit**"	has the meaning given to it in paragraph 16.1(A)(i) of Part XVIII (*Additional Information*);
"**Leverage Ratio Rating Trigger Event**"	has the meaning given to it in paragraph 16.2(H) of Part XVIII (*Additional Information*);
"**LFP**"	French Professional Football League (*Ligue de Football Professionnel*);
"**Listing**"	listing of the Canal+ Shares on the equity shares (commercial companies) category of the Official List of the FCA;
"**Listing Conditions**"	the conditions to which an approval by the FCA of the admission of Canal+ Shares to the Official List with an equity shares (commercial companies) category is expressed to be subject;
"**LSE**"	London Stock Exchange plc or the market conducted by it, as the context requires;
"**Management Board**"	the Management Board of the Company from time to time;
"**Market Abuse Regulation**" or "**MAR**"	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC and the delegated acts, implementing acts and technical standards thereunder, as such legislation forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018;
"**MMA**"	Mixed Martial Arts;
"**MultiChoice**"	MultiChoice Group Limited;

“**MultiChoice Acquisition**”	has the meaning given to it in paragraph 3.10 of Part III (*Risk Factors*);
“**MultiChoice Offer**”	refers to the offer made by Groupe Canal+ SA to all the shareholders of MultiChoice to acquire all of its issued and to be issued shares not already owned by it;
“**MVNO**”	Mobile Virtual Network Operator;
“**New Parent**”	has the meaning given to it in paragraph 16.1 of Part XVIII (*Additional Information*);
“**OAPI**”	*Organisation Africaine de la Propriété Intellectuelle*;
“**OCS**”	Orange Cinéma Séries;
“**OEF**”	Original European Film;
“**OECD**”	Organisation for Economic Co-operation and Development;
“**Official List**”	the Official List of the FCA;
“**OTC**”	over-the-counter;
“**Omnibus Directive**”	Directive (EU) 2019/2161 of the European Parliament and of the Council of 27 November 2019 amending Council Directive 93/13/EEC and Directives 98/6/EC, 2005/29/EC and 2011/83/EU of the European Parliament and of the Council as regards the better enforcement and modernisation of Union consumer protection rules;
“**OTT**”	Over-The-Top;
“**Overseas Territories**”	French Overseas and adjacent territories;
“**Partial Demerger**”	the partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d’actifs soumis au régime des scissions*), whereby Vivendi will contribute to the Company all of the ordinary shares Vivendi holds in the share capital of Groupe Canal+ S.A., and shares of the Company issued as consideration for such contribution will be allocated directly to the shareholders of Vivendi at the Effective Date, in accordance with Article L. 236-27, para. 2 of the French Commercial Code;
“**Partial Demerger Resolution**”	has the meaning given to it in paragraph 1 of Part X (*Overview of the Vivendi Spin-Off*);
“**PEA**”	Share savings plan (*Plan d’Epargne en Actions*);
“**PEE**”	Company savings plan (*Plan d’Epargne Entreprise*);
“**PEG**”	Group savings plan (*Plan d’Epargne Groupe*);
“**PFL**”	Professional Fighters League;
“**Plans**”	has the meaning given to it in paragraph 11 0of Part XVIII (*Additional Information*);

"**Player User Interface**"	Interface of the Dailymotion platform;
"**Pounds Sterling**", "**£**" or "**pence**"	the lawful currency of the UK;
"**Prospectus**"	this document dated 30 October 2024, comprising a prospectus relating to the Company for the purpose of Admission;
"**Prospectus Regulation**"	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, including the delegated acts, implementing acts and technical standards thereunder, as such legislation forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018;
"**Prospectus Regulation Rules**"	Prospectus Regulation Rules of the FCA made under section 73A of FSMA;
"**ROI**"	Return On Investment;
"**Reorganisation Transactions**"	has the meaning given to it in paragraph 1 of this Part X (*Overview of the Vivendi Spin-Off*);
"**SaaS**"	Software-as-a-Service;
"**SBT**"	Science-Based Target;
"**SCCs**"	set of Standard Contractual Clauses;
"**Shareholders**"	holders of Canal+ Shares;
"**subsidiary**"	a subsidiary as that term is defined in section 1159 of the Companies Act;
"**subsidiary undertaking**"	a subsidiary undertaking as that term is defined in section 1162 of the Companies Act;
"**Supervisory Board**"	The Supervisory board of the Company from time to time;
"**SMC**"	*Service des Médias, de la Connectivité et de la politique numérique*;
"**SSP**"	Supply Side Platform;
"**SVOD**"	Subscription Video On-Demand;
"**Term Loan Facility**"	has the meaning given to it in paragraph 16.2 of Part XVIII (*Additional Information*);
"**Treaty**"	the Convention Between the Government of the United States of America and the Government of the United Kingdom of Great Britain and Northern Ireland for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and on Capital Gains, in force as of 31 March 2003 (as amended by any

	subsequent protocols, including the protocol in force as of 31 March 2003);
"**TRP**"	has the meaning given to it in paragraph 16.1(A)(i) of Part XVIII (*Additional Information*);
"**TRP Bank Guarantee**"	has the meaning given to it in paragraph 16.1(A)(i) of Part XVIII (*Additional Information*);
"**TRP Escrow Bank Account**"	has the meaning given to it in paragraph 16.1(A)(ii) of Part XVIII (*Additional Information*);
"**TRP Issuing Bank**"	has the meaning given to it in paragraph 16.1(A)(i) of Part XVIII (*Additional Information*);
"**TV Broadcasting Council**"	Myanmar independent regulator responsible for enforcing the TV and Broadcasting Law;
"**UEMOA**"	West African Economic and Monetary Union (*Union Economique et Monétaire Ouest Africaine*);
"**UFC**"	Ultimate Fighting Championship;
"**UK**"	United Kingdom;
"**UK GDPR**"	EU GDPR (as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018);
"**UK Listing Rules**"	the UK Listing Rules of the FCA made under Part VI of FSMA;
"**UK Prospectus Delegated Regulation**"	Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004, as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018;
"**UK Takeover Code**"	the City Code on Takeovers and Mergers;
"**UK Takeover Panel**"	the United Kingdom Panel on Takeovers and Mergers;
"**Unaudited Interim Combined Financial Statements**"	the unaudited combined condensed interim financial statements of the Group as of 30 June 2024 and for the six months ended 30 June 2024, prepared in accordance with IAS 34 "Interim Financial Reporting" as endorsed in the EU and published by the IASB, as presented in Schedule II (*Historical Financial Information of the Group*) of this Prospectus;
"**Uncertificated Securities Regulations**"	the United Kingdom Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time;
"**UOKiK**"	Polish Office of Competition and Consumer Protection;
"**US Dollar**", "**US Dollars**" or "**$**"	the lawful currency of the United States;

"**US Holder**"	a beneficial owner of Canal+ Shares that is a citizen or resident of the United States or a US domestic corporation or that otherwise is subject to US federal income taxation on a net income basis in respect of such Canal+ Shares;
"**US major studios**"	refers to the principal Hollywood film and TV series studios including Warner Bros, Paramount, Universal, Discovery, Sony, Disney;
"**Vivendi**"	Vivendi SE, a *Societas Europaea* governed by the laws of France, with its registered office at 42 avenue de Friedland, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 343 134 763. The LEI of Vivendi is 969500FU4DRAEVJW7U54;
"**Vivendi General Meeting**"	General meeting of Vivendi, being the corporate body, or where the context so requires, the physical meeting of Vivendi Shareholders;
"**Vivendi Group**"	Vivendi together with its subsidiaries and subsidiary undertakings from time to time;
"**Vivendi Shareholders**"	holders of the Vivendi Shares;
"**Vivendi Shares**"	the fully paid ordinary shares in the capital of Vivendi;
"**Vivendi Spin-Off**"	has the meaning given to it in paragraph 1 of Part X (*Overview of the Vivendi Spin-Off*);
"**VOD**"	video on-demand;
"**VRM**"	Flemish Regulator for the Media;
"**VSTV**"	Vietnam Satellite Digital Television Company Limited;
"**VTV**"	Vietnam Television;
"**WIPO**"	World Intellectual Property Organization;
"**WRC**"	World Rally Championship;
"**WTO**"	World Trade Organization;
"**Zloty**"	Polish national currency; and
"**2021 Agreement with the Film Industry**"	refers to an agreement between the Group and certain professionals of the film industry, concluded on 2 December 2021.

Schedule II
HISTORICAL FINANCIAL INFORMATION OF THE GROUP

SECTION A: AUDITOR'S REPORT IN RESPECT OF THE COMBINED FINANCIAL STATEMENTS OF THE GROUP FOR THE YEARS ENDED DECEMBER 31, 2021, 2022 AND 2023.

VIVENDI SE

Société Européenne

42, avenue de Friedland

75008 PARIS

FRANCE

Audit report on CANAL+ GROUP'S combined financial statements

Years ended December 31, 2023, 2022 and 2021

VIVENDI SE

Société Européenne

42, avenue de Friedland

75008 PARIS

FRANCE

Audit report on CANAL+ GROUP's combined financial statements

Years ended December 31, 2023, 2022 and 2021

To the Management Board of Vivendi SE,

Opinion

In our capacity as one of the statutory auditors of Vivendi SE and in accordance with the UK version of Regulation (EU) 2017/1129 supplemented with the UK version of Commission Delegated Regulation (EU) 2019/980 (the "Prospectus Regulation") in the context of the admission of all the ordinary shares of Canal+ SA to trading on the main market of the London Stock Exchange , we have audited the combined financial statements of Canal+ Group prepared for the purpose of inclusion in the prospectus prepared for the admission (the "Prospectus"), which comprise the combined statements of financial position as at December 31, 2023, 2022 and 2021, and the combined statements of earnings, the combined statements of comprehensive income, the combined statements of changes in equity and the combined statements of cash flows for the years then ended, and notes to the combined financial statements, including a summary of significant accounting policies (thereafter the « Combined Financial Statements »).
These Combined Financial Statements were examined on October 21, 2024 by the Management Board of Vivendi SE, and approved on October 30, 2024 by one empowered member of the Management Board of Vivendi SE.

In our opinion, the accompanying Combined Financial Statements give a true and fair view of the combined financial position of Canal + Group as at December 31, 2023, 2022 and 2021 and of its combined financial performance and combined cash flows for the years then ended, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and in accordance with IFRS Accounting Standards published by the International Accounting Standards Board (IASB).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Combined Financial Statements" section of our report. We are independent of Vivendi SE in accordance with the International Ethics Standard Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards*) (IESBA Code) together with the ethical requirements that are relevant to our audit of the Combined Financial Statements in France, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to the Note 1 "Basis of preparation of the Combined Financial Statements", and in particular the "Accounting conventions used when preparing the Combined Financial Statements" section. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Combined Financial Statements

Management of Vivendi SE is responsible for the preparation and fair presentation of the Combined Financial Statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and in accordance with IFRS Accounting Standards published by the International Accounting Standards Board (IASB), and for such internal control as management determines is necessary to enable the preparation of combined financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the Combined Financial Statements, management is responsible for assessing the Canal + Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Canal+ Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Canal+ Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the Combined Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Combined Financial Statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Combined Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Canal+ Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Canal+ Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Combined Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Canal+ Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Combined Financial Statements, including the disclosures, and whether the Combined Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Canal+ Group to express an opinion on the Combined Financial Statements. We are responsible for the direction, supervision and performance of the audit of Canal+ Group. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of Canal+ Group's audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Save for any responsibility arising under Rule 5.3.2R(2)(f) of the rules of the FCA made under section 73A of the Financial Services and Markets Act 2000 of the UK, as amended, relating to Prospectus Regulation (the "Prospectus Regulation Rules") to any person as and to the extent there provided, to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Annex 1 item 1.3 of the UK version of the Commission Delegated Regulation (EU) 2019/980, consenting to its inclusion in the Prospectus.

Declaration

For the purposes of Rule 5.3.2R(2)(f) of Prospectus Regulation Rules, we are responsible for this report as part of the Prospectus and declare that to the best of our knowledge the information contained in this report is, in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Prospectus in compliance with Annex 1 item 1.2 of the UK version of the Commission Delegated Regulation (EU) 2019/980 and for no other purpose.

This report shall be governed by, and construed in accordance with, French law and professional standards applicable in France. The Courts of France shall have exclusive jurisdiction in relation to any claim, difference or dispute which may arise out of or in connection with our engagement letter or this report.

Paris-La Défense, October 30, 2024

One of the Statutory Auditors of Vivendi SE

Deloitte & Associés

Frédéric SOULIARD

SECTION B: COMBINED FINANCIAL STATEMENTS OF THE GROUP FOR THE YEARS ENDED DECEMBER 31, 2021, 2022 AND 2023.

CANAL+ GROUP

Audited Combined Financial Statements for the years ended 31 December 2023, 2022 and 2021

Combined Statement of Earnings

(in millions of euros)	Note	Year ended 31 December 2023	2022	2021
Revenues	5	**6,223**	**6,010**	**5,870**
Content costs		(3,725)	(3,547)	(3,432)
Technology, selling, general, administrative costs & others		(2,021)	(2,006)	(2,013)
Restructuring costs		(5)	(13)	(23)
Impairment losses on intangible assets acquired through business combinations		(2)		(1)
Amortization of intangible assets acquired through business combinations		(44)	(53)	(45)
Operating income (EBIT)	5	**426**	**391**	**355**
Income (loss) from equity affiliates		(104)	(9)	1
Interest expenses	6	(158)	(33)	(27)
Income from investments		-	-	22
Other financial income	6	3	7	9
Other financial expenses	6	(65)	(39)	(45)
		(220)	***(65)***	***(41)***
Earnings before income tax		**102**	**317**	**315**
Income tax	7	(118)	(133)	(157)
Earnings (losses)		**(16)**	**184**	**158**
Of which				
Earnings (losses) attributable to Canal+ Group Owner		**(61)**	**141**	**119**
Earnings attributable to non-controlling interests		45	43	39

The accompanying notes are an integral part of the Combined Financial Statements.

Combined Statement of Comprehensive Income

(in millions of euros)	Note	Year ended 31 December 2023	2022	2021
Earnings (losses)		**(16)**	**184**	**158**
Actuarial gains/(losses) related to employee defined benefit plans, net	9	-	11	-
Financial assets at fair value through other comprehensive income	9	(37)	2	(14)
Items not subsequently reclassified to profit or loss		**(37)**	**13**	**(14)**
Foreign currency translation adjustments		47	(2)	(7)
Unrealised gains/(losses), net		3	(1)	2
Comprehensive income from equity affiliates, net	12	3	45	-
Items to be subsequently reclassified to profit or loss		**53**	**42**	**(5)**
Charges and income directly recognised in equity	9	**15**	**55**	**(19)**
Total comprehensive income		**(1)**	**239**	**139**
Of which				
Total comprehensive income (loss) attributable to Canal+ Group Owner		**(66)**	**199**	**111**
Total comprehensive income attributable to non-controlling interests		65	40	28

The accompanying notes are an integral part of the Combined Financial Statements.

Combined Statement of Financial Position

(in millions of euros)	Note	31 December 2023	31 December 2022	31 December 2021	1 January 2021
ASSETS					
Goodwill	10	2 458	2 450	2 341	2 300
Non-current content assets	11	468	394	270	326
Other intangible assets	12	632	640	630	606
Property and equipment	13	675	672	611	529
Rights-of-use relating to leases	14	184	205	205	77
Investments in equity affiliates	15	1 103	903	21	26
Non-current financial assets	16	245	162	599	473
Other non-current assets		74	80	89	115
Deferred tax assets	7	134	126	112	100
Non-current assets		**5 973**	**5 632**	**4 879**	**4 551**
Inventories	17	89	107	76	73
Current tax receivable	7	29	31	23	67
Current content assets	11	979	972	861	669
Trade accounts receivable and other	17	1 394	1 458	1 550	1 444
Other current financial assets	16	21	33	21	8
Loans to Vivendi	18	94	87	76	78
Cash and cash equivalents	18	334	282	191	151
Current assets		**2 939**	**2 970**	**2 798**	**2 489**
TOTAL ASSETS		**8 912**	**8 602**	**7 676**	**7 040**
EQUITY AND LIABILITIES					
Canal + Group' owners' net investment		894	970	767	630
Canal+ Group owners' net investment		**894**	**970**	**767**	**630**
Non-controlling interests	19	246	215	197	189
Total equity		**1 140**	**1 185**	**964**	**819**
Non-current provisions	20	241	306	208	148
Long-term borrowings and other financial liabilities	23	50	63	37	38
Deferred tax liabilities	7	196	209	165	168
Long-term lease liabilities	14	182	215	196	42
Other non-current liabilities		5	17	23	11
Non-current liabilities		**674**	**810**	**629**	**406**
Current provisions	20	157	222	340	431
Short-term borrowings from Vivendi SE	23	4 143	3 560	2 925	2 897
Short-term borrowings and other financial liabilities	18	33	42	33	47
Trade accounts payable and other	17	2 702	2 743	2 733	2 358
Short-term lease liabilities	14	41	14	20	55
Current tax payables	7	22	26	32	29
Current liabilities		**7 098**	**6 607**	**6 083**	**5 816**
TOTAL LIABILITIES		**7 772**	**7 417**	**6 712**	**6 222**
TOTAL EQUITY AND LIABILITIES		**8 912**	**8 602**	**7 676**	**7 040**

The accompanying notes are an integral part of the Combined Financial Statements.

Combined Statement of Cash Flows

(in millions of euros)	Note	Year ended 31 December 2023	2022	2021
Operating activities				
Operating income (EBIT)		426	391	355
Adjustments	24.1	344	321	327
Content investments, net	11	(122)	(194)	84
Acquisition paid		*(2,015)*	*(2,026)*	*(1,576)*
Consumption		*1,893*	*1,831*	*1,660*
Gross cash provided by operating activities before income tax paid and other changes in net working capital		**648**	**518**	**766**
Other changes in net working capital	17.1	(7)	54	(20)
Net cash provided by operating activities before income tax paid		**641**	**572**	**746**
Income tax (paid)/received, net		(141)	(167)	(92)
Net cash provided by operating activities		**500**	**405**	**654**
Investing activities				
Capital expenditures	12;13	(301)	(336)	(370)
Purchases of consolidated companies, after acquired cash		(9)	(103)	(28)
Investments in equity affiliates	15	(312)	(381)	-
Increase in financial assets	16	(141)	(80)	(181)
Investments		***(763)***	***(900)***	***(579)***
Proceeds from sales of property, plant, equipment and intangible assets	12;13	7	7	3
Proceeds from sales of consolidated companies, after divested cash		-	-	1
Decrease in financial assets	16	12	37	14
Divestitures		***19***	***44***	***18***
Dividends received from equity affiliates		1	36	1
Dividends received from unconsolidated companies	16	-	1	21
Net cash used for investing activities		**(743)**	**(819)**	**(539)**
Financing activities				
Contributions by Canal+ Group Owner		2	5	17
Transactions between the Canal+ Group and owners of non-controlling interests		(45)	2	2
Dividends paid by consolidated companies to their non-controlling interests		(38)	(38)	(26)
Transactions with owners		**(81)**	**(31)**	**(7)**
Setting up of long-term borrowings and increase in other long-term financial liabilities		-	2	5
Payments on long-term borrowings and other long-term financial liabilities		(2)	(3)	(2)
Payments on short-term borrowings	23	-	(46)	(49)
Proceeds from short-term borrowings and other financial liabilities		585	661	66
Interest paid, net	6	(158)	(33)	(27)
Other cash items related to financial activities		(13)	(16)	(15)
Transactions on borrowings and other financial liabilities		**412**	**565**	**(22)**
Repayment of lease liabilities and related interest expenses	14	(32)	(29)	(46)
Net cash provided by/(used for) financing activities		**299**	**505**	**(75)**
Foreign currency translation adjustments		(5)	-	1
Change in cash and cash equivalents		**51**	**91**	**40**
Cash and cash equivalents				
At beginning of the period	18	**282**	**191**	**151**
At end of the period	18	**334**	**282**	**191**

The accompanying notes are an integral part of the Combined Financial Statements

Combined Statements of Changes in Equity

(in millions of euros)	Note	Year ended December 31, 2023			
		Retained earnings and other reserves	**Canal+ Group owners' net investment**	Non-controlling interests	**Total equity**
BALANCE AS OF DECEMBER 31, 2022		**970**	**970**	**215**	**1,185**
Earnings (losses)		(61)	(61)	45	(16)
Charges and income directly recognized in equity	9	(5)	(5)	20	15
TOTAL COMPREHENSIVE INCOME		**(66)**	**(66)**	**65**	**(1)**
Canal+ Group owners' contributions		2	2	-	2
Dividends paid		-	-	(38)	(38)
Others		(12)	(12)	4	(8)
TOTAL CHANGES OVER THE PERIOD		**(76)**	**(76)**	**31**	**(45)**
BALANCE AS OF DECEMBER 31, 2023		**894**	**894**	**246**	**1,140**

(in millions of euros)	Year ended December 31, 2022			
	Retained earnings and other reserves	**Canal+ Group owners' net investment**	Non-controlling interests	**Total equity**
BALANCE AS OF DECEMBER 31, 2021	**767**	**767**	**197**	**964**
Earnings (losses)	141	141	43	184
Charges and income directly recognized in equity	58	58	(3)	55
TOTAL COMPREHENSIVE INCOME	**199**	**199**	**40**	**239**
Canal+ Group owners' contributions	4	4	-	4
Dividends paid	-	-	(38)	(38)
Others	-	-	16	16
TOTAL CHANGES OVER THE PERIOD	**203**	**203**	**18**	**221**
BALANCE AS OF DECEMBER 31, 2022	**970**	**970**	**215**	**1,185**

(in millions of euros)	Year ended December 31, 2021			
	Retained earnings and other reserves	**Canal+ Group owners' net investment**	Non-controlling interests	**Total equity**
BALANCE AS OF JANUARY 1, 2021	**630**	**630**	**189**	**819**
Earnings (losses)	119	119	39	158
Charges and income directly recognized in equity	(9)	(9)	(10)	(19)
TOTAL COMPREHENSIVE INCOME	**111**	**111**	**29**	**139**
Canal+ Group owners' contributions	30	30	-	30
Dividends paid	-	-	(26)	(26)
Others	(4)	(4)	6	2
TOTAL CHANGES OVER THE PERIOD	**137**	**137**	**8**	**145**
BALANCE AS OF DECEMBER 31, 2021	**767**	**767**	**197**	**964**

The accompanying notes are an integral part of the Combined Financial Statements.

Notes to the Combined Financial Statements

Vivendi SE ("Vivendi") is a European company which, since January 7, 2020, has been subject to the provisions of French commercial company law that are applicable to it in France, including Council Regulation EC No. 2157/2001 of October 8, 2001 on the statute for a European company (SE) and the French Commercial Code (Code de commerce). Vivendi was incorporated on December 18, 1987, for a term of 99 years expiring on December 17, 2086, except in the event of an early dissolution or unless its term is extended. Its registered office is located at 42 avenue de Friedland - 75008 Paris (France). Vivendi's shares are listed on Euronext Paris (Compartment A).

Groupe Canal+ SA ("Canal+") is a major player in content creation and distribution worldwide. Currently, it has 26.8 million subscribers worldwide, with a diversified geographic presence mainly across three continents (Europe, Africa and Asia), holding strong positions and offering an attractive value proposition in both mature markets (Europe) and growth markets (Africa and Asia). With subscriptions accounting for nearly 80% of Canal+ Group's (as defined below) revenues, distribution across all broadcasting channels (satellite, ADSL, DTT and digital), and both linear and non-linear offerings, Canal+ has a resilient business model that also allows it to seize growth opportunities in its various markets.

The Combined Financial Statements present the financial and accounting situation of Canal+, Dailymotion, Group Vivendi Africa ("GVA"), Canal Olympia, Copyrights, L'Olympia and Théâtre de l'oeuvre (the "Canal+ Group"), together with interests held by members of Canal+ Group in equity affiliates and a building housing technical facility ("Cast"). Amounts are reported in euros and all values are rounded to the nearest million.

According to the Regulation (EU) 2017/1129 as supplemented by Commission Delegated Regulation (EU) 2019/980 each as they form part of United Kingdom domestic law by virtue of the EU Withdrawal Act 2018, an issuer must present audited historical financial information covering at the latest three financial years, compliant with International Financial Reporting Standards as endorsed by the European Union ("IFRS Accounting Standards"), in its prospectus prepared in connection with the contemplated admission of its securities to trading on a regulated market.

Therefore, Vivendi management board has prepared these Combined Financial Statements as of and for the years ended 31 December 2023, 2022, and 2021 and the opening Statements of Financial Position on 1 January 2021, in accordance with IFRS Accounting Standards, which reflect the legal reorganisation of share ownership in the legal entities mentioned above, which were under the control of Vivendi SE during those periods.

On 21 October 2024, the Management Board of Vivendi SE examined the Combined Financial Statements as and for the years ended 31 December 2023, 2022, and 2021, and granted power to one of its members, Mr. Maxime Saada, who also serves as Chairman of the Management Board of Canal+ and Chairman and CEO of Dailymotion, to approve such Combined Financial Statements. On 30 October 2024, Mr. Maxime Saada approved and authorised for issue the Combined Financial Statements for the years ended 31 December 2023, 2022 and 2021.

Overview of Vivendi spin-off, Partial Demerger and Reorganisation Transaction (the "Legal Reorganisation")

On 13 December 2023, Vivendi SE announced the initiation of a feasibility study in relation to the separation of several entities from the Vivendi SE Group, including the Canal+ Group, each of which would be an independent, publicly listed company, operating separately from Vivendi SE (which would remain listed on Euronext Paris).

Prior to the Vivendi Spin-Off, Dailymotion SA, l'Olympia SAS, CanalOlympia SAS, GVA as well as performance venues and licensing and production entities in France, the UK, Germany and Poland were held (directly or indirectly through subsidiaries) by Vivendi. Most of them were previously operationally managed by the Canal+ Group. In order to better align the Canal+ Group's operational and legal structure, after completion of relevant employee representatives consultation process, Vivendi and the Canal+ Group entered into share transfer agreements organising the Vivendi Transfers, as summarised below:

(i) In September 2024, the Canal+ Group acquired 100% of the shares of Dailymotion SA;

(ii) In September 2024, Vivendi and the Canal+ Group signed a share purchase agreement whereby the Canal+ Group agreed to acquire 100% of the share capital of GVA SAS, subject to certain conditions;

(iii) In July 2024 and September 2024, Studiocanal executed binding agreements for the transfer of the entire stake held by Vivendi in various production entities in France, Poland and Germany as well as in Studiocanal Kids & Family Limited (formerly Copyrights Group), a global intellectual property management agency developing, inter alia, the "Paddington" brand. Most of such transfers have been completed as of the date of the Prospectus;

(iv) In July 2024, Canal+ France acquired all of the shares held by Vivendi in l'Olympia and Théâtre de L'Oeuvre.

On 28 October 2024, after completion of the feasibility study and the information and consultation process of the relevant employee representatives bodies of the Vivendi SE Group, the Management Board and the Supervisory Board of Vivendi SE decided to implement the Vivendi Spin-Off and convened the Vivendi General Meeting to approve the Vivendi Spin-Off, including the Partial Demerger, pursuant to which all of the shares held by Vivendi SE in Groupe Canal+ S.A. would be contributed to a new legal entity ("Canal+" or "the Company"), and the Vivendi Shareholders would receive Canal+ Shares issued and allocated directly to them by the Company in consideration for such contribution on a pro rata basis. The Canal+ Shares are expected to be admitted to trading on the London Stock Exchange with the first trading day occurring in the days following the Vivendi General Meeting.

If the Vivendi Shareholders approve the Vivendi Spin-Off at the Vivendi General Meeting, each Vivendi Shareholder will receive one newly issued ordinary share of the Company for every Vivendi SE Share held by such Vivendi Shareholder.

Completion of the Vivendi Spin-Off is subject to the satisfaction of a number of conditions, including approval by a two-thirds (⅔) majority of the votes cast by the Vivendi Shareholders at the Vivendi General Meeting. In addition, Vivendi may at any time until the Vivendi General Meeting decide to abandon the Vivendi Spin-Off or modify or change the terms thereof.

The Partial Demerger will be implemented by way of a partial asset contribution subject to the French legal regime applicable to demergers, whereby Vivendi SE would contribute to the Company all of the ordinary shares it holds in the share capital of Groupe Canal+ S.A., and shares of the Company issued as consideration for such contribution would be allocated directly to the shareholders of Vivendi SE.

Note 1 Basis of preparation of the Combined Financial Statements

The Combined Financial Statements of Canal+ Group for the fiscal years ended 31 December 2023, 2022 and 2021 have been prepared by Vivendi in its capacity as the controlling shareholder of each entity within Canal+ Group, in the context of Vivendi's project to split its activities into several entities listed on the stock market.

The Combined Financial Statements have been drawn up based on the accounting data of Canal+, Dailymotion, GVA, Canal Olympia, Copyrights, L'Olympia and Théâtre de l'oeuvre and their respective subsidiaries as and for the fiscal years ended on 31 December 2023, 2022 and 2021, as approved, and compiled for the preparation of the Vivendi Group's Consolidated Financial Statements for the relevant fiscal years (refer to Accounting conventions used when preparing the combined financial statements). Canal+ Group's Combined Financial Statements for the fiscal years ended 31 December 2023, 2022 and 2021 have been prepared in accordance with International Financial Reporting Standards as endorsed by the European Union (EU) and in accordance with IFRS Accounting Standards published by the International Accounting Standards Board (IASB), with mandatory application as of 31 December 2023, with retrospective effect from 1 January 2021, which had no impact on these combined financials statements.

Since IFRS Accounting Standards provides no specific guidelines for the preparation of the Combined Financial Statements, in accordance with the requirements of Conceptual Framework and IAS 8 Accounting policies, changes in accounting estimates and errors, certain accounting conventions commonly used for the preparation of combined historical financial information have been applied.

The Combined Financial Statements presented here may not necessarily be indicative of the Canal+ Group financial position, results of operations, or cash flows the Canal+ Group may have had if it was incurred as a separate entity during the periods presented. Moreover, the capital and financing structure (as well as some support services performed by Vivendi SE) will be adapted in the context of the Legal Reorganisation.

Scope of combination

The Canal+ Group results from a combination of entities under the common control of Vivendi rather than a legal entity in its own right.

Canal+ Group's scope of combination principally comprises the entities held directly and indirectly by Canal+, Dailymotion, GVA, Canal Olympia, Copyrights, L'Olympia and Théâtre de l'oeuvre and a building housing technical facility ("Cast").

The combination scope is presented in Note 28 "List of Main Combined entities".

Core Business

Canal+ is a publisher and distributor of premium and thematic subscription TV and advertising-based television in Europe and in the Rest of World, as well as production, sales and distribution of movies and TV series:

- Europe: In France, as in other European countries, Canal+ is a major player in the production, financing and broadcasting of a wide range of exclusive content.
- Africa and Asia: Canal+ has operated in Africa for over thirty years. It operates in more than 25 countries, through 16 subsidiaries and over 300 partners and distributors, as well as through a network of over 8,000 outlets. Canal+ produces 40 channels specifically for Africa (five of which are Canal+ Sport premium channels offering an incomparable range of sports rights, such as the main European soccer leagues). Canal+ Group operates in Vietnam through K+, a package of local and international channels jointly owned with Vietnamese public television and Opal, a local shareholder.
- Content Production, Distribution and Other: Canal+ 's Studiocanal subsidiary is the European market leader in the production, acquisition, sale and distribution of feature films and TV series. It is present in Europe's major markets (Germany, Benelux, Spain, France, Poland and the United Kingdom), as well as in Australia, New Zealand, China and the United States.

The Dailymotion ecosystem consists of a video hosting platform (dailymotion.com), a state-of-the-art video player solution (a technology that streams videos and live broadcasts), an international network of partner publishers and a video monetization program platform. The complementary nature of its activities gives Dailymotion the capacity to enable publishers, businesses, and advertisers to increase their revenues, their audience engagement and the impact of their marketing campaigns.

Under the Canalbox brand, GVA is the Fiber-to-the-Home (FTTH) market leader in the countries where it operates. Canalbox is revolutionizing internet access and usage in Africa by offering a high quality of service, fast speeds, unlimited usage and affordable prices. In 2023, following seven years of operations, GVA continued to enjoy sustained growth due to ever-increasing demand for very high-speed home broadband in its eight countries of operation (Burkina Faso, Ivory Coast, Congo-Brazzaville, Democratic Republic of the Congo, Gabon, Uganda, Rwanda and Togo).

Canal Olympia is a network of movie theatres and live performance venues in Africa.

Copyrights is mainly the Paddington brand and specialises in the acquisition and monetization of intellectual property.

L'Olympia and Théâtre de L'Œuvre are live entertainment venues in Paris.

Accounting conventions used when preparing the combined financial statements

As a first-time adopter, Combined Financial Statements were prepared for Canal+ Group for the fiscal years ended 31 December 2023, 2022 and 2021 in accordance with IFRS 1 – First-Time Adoption of International Financial Reporting Standards. In accordance with IFRS 1.D16, if a subsidiary adopts IFRS Accounting Standards later than its parent company, the assets and liabilities in the subsidiary's opening balance sheet may be measured as either:

- the carrying amounts based on the subsidiary's contribution to the parent company's historical consolidated financial statements, after restating adjustments relating to the consolidation procedures and to the accounting for the business combination in which the parent acquired the subsidiary; or

- the carrying amounts as determined in accordance with IFRS 1, applied at the date of the subsidiary's transition to IFRS Accounting Standards. In this case, the options in IFRS 1 applied by the subsidiary may differ from those applied by the parent.

Pursuant to the option provided in IFRS 1, Canal+ Group's first IFRS combined financial statements were prepared by measuring its assets and liabilities at the carrying amounts, based on the respective contributions of Canal+, Dailymotion, GVA, Canal Olympia, Copyrights, L'Olympia and Théâtre de l'oeuvre to Vivendi's historical financial statements, after eliminating adjustments relating to its consolidation by the Vivendi Group and the goodwill resulting from the business combination before 1 January 2004, pursuant to which Vivendi acquired control in Canal+ and L'Olympia and any subsequent changes. Thus, the carrying amount of Canal+ Group's goodwill as of 1 January 2021, correspond to acquisitions made after 1 January 2004.

The Cast building, acquired in 2021 by Vivendi, on behalf of Canal+, has served as Canal+ office building and has been related to Canal+'s operations since 2013. In this context, the scope of combination includes the Cast's long-lived asset at its acquisition date by Vivendi SE.

Studiocanal's German entities were already de facto controlled by Canal+ within the meaning of IFRS 10 and included in the Canal+'s contribution to Vivendi's historical financial statements for the year ended 31 December 2023, 2022 and 2021, as Copyright for the year end 31 December 2023.

Except as described above, no adjustments were made in Canal+'s contribution to Vivendi's historical financial statements within the Canal+ Group's Combined Financial Statements. Given there are no equivalent financial statements that have been published for these entities under previous generally accepted accounting principles ("GAAP"), no reconciliation with previous GAAP was required.

The Canal+ Group's business operated on a standalone basis and any shared service costs (for support functions) were recharged by Vivendi SE on an arm's length basis (see Note 25.5). The results of operations and cash flows of the Canal+ Group may differ in the future because of the internalisation of the services previously accomplished by Vivendi SE in addition to the costs that the Group will incur to operate as a listed company.

The Combined Financial Statements of Canal+ Group have been prepared on the basis of and consistent with estimates reflected in the Vivendi SE consolidated financial statements as of and for years ended 31 December 2023, 31 December 2022, 31 December 2021 and 31 December 2020, authorised for issue by the Board Management of Vivendi SE as of 7 March 2024, 6 March 2023, 7 March 2022, 3 March 2021, respectively. Subsequent developments from 7 March 2024 to 30 October 2024 did not result in adjusting events in the consolidated financial statements.

Intercompany transactions between Canal+ Group and other Vivendi Group entities

Balances pertaining to current transactions between Canal+ Group entities and other entities in the Vivendi Group have been presented on the balance sheet as third-party assets or liabilities in the Combined Financial Statements. All loans and borrowings between Canal+ Group entities and other Vivendi Group entities have been presented as financial assets or liabilities in the Combined Financial Statements.

In accordance with IAS 24 – Related Party Disclosures, transactions between Canal+ Group and other Vivendi Group's entities are presented in Note 25 "Related Parties".

Earnings per share

As Canal+ Group is not a legal entity in its own right, the number of shares outstanding is not determinable. Consequently, no earnings per share data is presented in the Combined Financial Statements.

Goodwill at the transition date

Vivendi management has allocated goodwill among segment (Europe, Africa and Asia, Content Production, Distribution and Other) based on the relative profitability of each business segment (measured on the basis of EBITDA).

To calculate EBITDA, the accounting impact of the following items is excluded from the income from Operating income (EBIT):

- Depreciation & amortization of tangible & intangible assets excluding those acquired through business combinations;
- Amortization of rights-of-use relating to leases;
- gains/(losses) on the sale of tangible and intangible assets;
- the amortization of intangible assets acquired through business combinations as well as other rights catalogs acquired;
- impairment of goodwill, other intangibles acquired through business combinations and other rights catalogs acquired;
- other income and charges related to transactions with shareowners (except when these transactions are recognised directly in equity);
- restructuring charges, and other non-recurring items.

In accordance with IFRS 1.C4.g.ii), an IAS 36 impairment test was performed on Canal+ at the date of transition to IFRS Accounting Standards, based on the conditions existing at that date, i.e., 1 January 2021. No goodwill was recognised on GVA and Canal Olympia, as it relates to organic development. Concerning Dailymotion, upon its acquisition, Vivendi implemented a five-year long-term incentive plan for the benefit of certain key executives, including executives of Universal Music Group. This plan was linked to the increase in the enterprise value of Dailymotion relative to its acquisition value. In accordance with IAS 36.80, Vivendi allocated the entire goodwill of Dailymotion to CGU Universal Music Group. Given the absence of goodwill, no impairment test was performed.

Note 2 Accounting policies and valuation methods

2.1 Compliance with accounting standards

The Combined Financial Statements have been prepared in accordance with IFRS Accounting Standards as endorsed by the EU, and in accordance with IFRS Accounting Standards published by the IASB with mandatory application as of 31 December 2023 with retroactive effect as of 1 January 2021, and as part of the basis of preparation of the Combined Financial Statements of Canal+ Group.

Canal+ Group applies the exception offered by the amendment to IAS 12 - Income Taxes, relating to the international tax reform referred to as “Pillar 2”, regarding the non-recognition of deferred tax assets and liabilities related to Pillar 2 income taxes. As of 31 December 2023, Canal+ Group’s assessment of the application of such international tax reform indicates that no significant impact is expected.

2.2 Presentation of the Combined Financial Statements

2.2.1 Combined Statement of Earnings

The main line items presented in Canal+ Group’s combined statement of earnings are revenues, income from equity affiliates, interest, provision for income taxes, and net earnings. The combined statement of earnings presents a subtotal of Operating income (EBIT) equal to Earnings before income tax less: income (loss) from equity affiliates, interest expenses, income from investments, other financial income, other financial expenses, income tax.

2.2.2 Combined Statement of Cash Flows

Net cash provided by operating activities

Net cash provided by operating activities is calculated using the indirect method based on Operating income (EBIT). Operating income (EBIT) is adjusted for non-cash items and changes in net working capital. Net cash provided by operating activities excludes the cash impact of financial charges and income and net changes in working capital related to Property and equipment, and intangible assets.

Net cash used for investing activities

Net cash used for investing activities includes changes in net working capital related to Property and equipment, and intangible assets as well as cash from investments (particularly dividends received from equity affiliates). It also includes any cash flows arising from the gain or loss of control of subsidiaries.

Net cash used for financing activities

Net cash used for financing activities includes changes in principal of borrowings and other financial liabilities, net interest paid on borrowings, bank overdrafts, the cash impact of other items related to financing activities such as premiums from the early redemption of borrowings and the settlement of derivative instruments, as well as the cash payments for the principal amount of the lease liability and any interest thereon. It also includes cash flows from changes in ownership interests in a subsidiary that do not result in a loss of control (including increases in ownership interests and transactions with Canal+ Group's Owner).

2.2.3 Combined Statement of Financial Position

Assets and liabilities that are expected to be realised, or intended for sale or consumption, within an entity's normal operating cycle (generally 12 months), are recorded as current assets or liabilities. If their maturity exceeds this period, they are recorded as non-current assets or liabilities.

2.3 Principles governing the preparation of the Combined Financial Statements

Pursuant to IFRS Accounting Standards principles, the Combined Financial Statements have been prepared on a going concern basis and on a historical cost basis, with the exception of certain assets and liabilities, notably IFRS 13 – *Fair Value Measurement* relating to measurement and disclosures to be provided. Relevant categories are detailed below.

The Combined Financial Statements include the financial statements of the entities that comprise Canal+ Group and their subsidiaries after eliminating intra-group items and transactions. Canal+ Group has a 31st December year-end. Subsidiaries that do not have a 31st December year-end prepare interim financial statements as of that date, except when their year-end falls within the three months preceding 31st December.

Subsidiaries that have been acquired by Canal+ Group are included in the Combined Financial Statements as of the date of acquisition.

2.3.1 Key judgements and estimates

The preparation of the Combined Financial Statements in compliance with IFRS Accounting Standards requires Canal+ Group's management to make certain estimates and assumptions which it considers reasonable and realistic. Although these estimates and assumptions are regularly reviewed, based in particular on past or anticipated achievements, facts and circumstances may lead to changes in these estimates and assumptions which could have an impact on the reported amount of Canal+ Group's assets, liabilities, equity or earnings.

The following areas involve key assumptions and other key sources of estimation uncertainty and that may have a significant risk of causing a material adjustment on the combined financial statements in the next 12 months:

- provisions: risk estimates performed on an individual basis, noting that the occurrence of certain events during the course of procedures may lead to a risk reassessment at any time (please refer to Notes 2.3.8.1 and 20);
- capitalised cost of theatrical films, and television rights produced or acquired to be sold to third parties, are amortized, and other related costs are expensed, pursuant to the estimated revenue method (i.e., based on the ratio of the current period's revenue to the total remaining revenue forecasted on an individual production basis).

In addition to the above, the following areas involve key assumptions and other key sources of estimation uncertainty and that may have a significant risk of causing a material adjustment on the combined financial statements, but are not expected to have a material impact on them in the next 12 months.

- goodwill and other intangible assets: valuation methods used to identify intangible assets acquired through business combinations (please refer to Note 2.3.6.1);
- goodwill, intangible assets with indefinite useful lives and assets in progress: assumptions relating to impairment tests performed on each of the Canal+ Group's cash-generating units ("CGUs"), future cash flows and discount rates are updated annually (please refer to Notes 2.3.6.6 and 10).

The following are the critical judgements, apart from those involving estimations (which are presented separately above), that management has made in the process of applying the Canal+ Group's accounting policies and that have the most significant effect on the amounts recognised in its combined financial statements:

- Provisions and litigation: the management has carefully assessed the facts and circumstances regarding legal obligation (statutory, regulatory or contractual) or constructive obligation resulting from past events, as well as relevant legal documents, to determine whether it is probable that an outflow of resources will be required to settle the obligation.

Consideration of climate change

The preparation of the Combined Financial Statements of Canal+ Group involves taking into account climate change issues.

The consequences of climate change had no significant impact on the Combined Financial Statements ended 31 December 2021, 2022 and 2023.

In addition, Canal+ Group's management ensured that the assumptions underlying the estimates in the Combined Financial Statements account for the future effects deemed most likely related to climate change issues (e.g., assumptions used for goodwill impairment testing). Canal+ Group considers that the consequences of climate change and the commitments made by the Canal+ Group do not have a significant impact on its medium-term activities.

2.3.2 Accounting Principles

For a list of the major subsidiaries, joint ventures and associated entities that form part of the Canal+ Group, please refer to Note 28.

Consolidation

All companies in which Canal+ Group has a controlling interest, namely those in which it has the power to govern financial and operational policies to obtain benefits from their operations, are fully consolidated.

The Group consolidates entities that are controlled, in accordance to IFRS 10, as at 31 December each year. Control is achieved when the Group:

- has the power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Combined Financial Statements of Canal+ Group are presented as if Canal+ Group was a single economic entity with two categories of owners: (i) the owners of the parent company (i.e., Canal+ Group owners) and (ii) the owners of non-controlling interests (i.e., the minority shareholders of the subsidiaries of Canal+ Group). A non-controlling interest is defined as the interest in a subsidiary that is not attributable, whether directly or indirectly, to a parent company. As a result, reductions in a parent company's ownership interest in a subsidiary that do not result in a loss of control only impact equity, as control of the economic entity does not change. In addition, for the acquisition of an additional interest in a consolidated entity, Canal+ Group recognises the difference between the acquisition price and the carrying amount of non-controlling interests acquired as a change in equity attributable to Canal+ Group owners. Conversely, any acquisition of control achieved in stages or a loss of control gives rise to profit or loss in the combined statement of earnings.

Accounting for joint arrangements

IFRS 11 – *Joint Arrangements* establishes principles for financial reporting by parties to a joint arrangement.

In a joint arrangement, parties are bound by a contractual arrangement, giving these parties joint control of the arrangement. An entity that is a party to an arrangement shall assess whether the contractual arrangement gives all the parties or a group of the parties control of the arrangement collectively. Once it has been established that all the parties or a group of the parties collectively control the arrangement, joint control exists only when decisions about the relevant activities require the unanimous consent of the parties that collectively control the arrangement.

Joint arrangements are classified into two categories:

- joint operations: these are joint arrangements whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Those parties are called joint operators. A joint operator shall recognise 100% of wholly-owned assets/liabilities, expenses/revenues of the joint operation, and its share of any of those items held jointly; and
- joint ventures: these are joint arrangements whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Those parties are called joint venturers. Each joint venturer shall recognise its interest in a joint venture as an investment and shall account for that investment using the equity method in accordance with IAS 28 – *Investments in Associates and Joint Ventures* (please see below).

Equity accounting

Entities over which Canal+ Group exercises significant influence as well as joint ventures are accounted for under the equity method.

Significant influence is deemed to exist when Canal+ Group holds, whether directly or indirectly, at least 20% of the voting rights in an entity unless it can be clearly established that Canal+ Group does not exercise a significant influence. Significant influence can be evidenced through further criteria, such as representation on the entity's board of directors or equivalent governing body, participation in policy-making of financial and operational processes, material transactions with the entity or the interchange of managerial personnel or provision of essential technical information.

2.3.3 Foreign currency translation

The Combined Financial Statements are presented in millions of euros. The functional and presentation currency of Canal+ Group is the euro.

Foreign currency transactions

Foreign currency transactions are initially recorded in the functional currency of the entity at the exchange rate prevailing at the date of the transaction. At the closing date, foreign currency monetary assets and liabilities are translated into the entity's functional currency at the exchange rate prevailing on that date. All foreign currency differences are expensed, except for differences resulting from borrowings in foreign currencies which constitute a hedge of the net investment in a foreign entity. These differences are allocated directly to charges and income directly recognised in equity until the divestiture of the net investment.

Financial statements denominated in a foreign currency

Except in cases of significant exchange rate fluctuation, financial statements of subsidiaries, joint ventures or other associated entities for which the functional currency is not the euro are translated into euros as follows: the combined statement of financial position is translated at the exchange rate at the end of the period, and the combined statement of earnings and the combined statement of cash flows are translated using average monthly exchange rates for the period. The resulting translation gains and losses are recorded as foreign currency translation differences in charges and income directly recognised in equity.

2.3.4 Revenues and associated costs

Revenues from contracts with customers are recorded when performance obligations promised in the contract are satisfied, and for an amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Revenues are reported net of discounts.

Intellectual property licensing

These licenses transfer to a customer either a right to use an entity's intellectual property as it exists at the point in time at which the license is granted (static license), or a right to access an entity's intellectual property as it exists throughout the license period (dynamic license).

Revenues are accounted for when the performance obligation promised in the contract is satisfied (static license) or over time upon satisfaction (dynamic license), i.e., when the seller transfers the risks and rewards of the right to use/access the intellectual property and the customer obtains control of the use/access of that license. Consequently, revenues from static licenses are recognised at the point in time when the license is transferred and the customer is able to use and benefit from the license. Revenues from dynamic licenses are accounted for over time, over the license period from the date the customer is able to use and benefit from the license.

Analysis of the Agent/Principal relationship in sales transactions involving a third party

If the nature of the entity's promise is a performance obligation to provide the specified goods or services itself, then the entity acts on its own behalf and it is the "principal" in the sale transaction: it recognises as revenue the gross amount of consideration to which it expects to be entitled in exchange for the goods or services provided, and the commission due to the third-party as cost of revenues. If the entity arranges for a third- party to provide the goods or services specified in the contract, it is the "agent", then it recognises as revenues the net amount of consideration to which it expects to be entitled in exchange for the goods or services provided.

2.3.4.1 Revenue recognition

Terrestrial, satellite or ADSL television subscription services

(i) Subscription to programs

Each subscription to a contract for pay-TV services is considered as a series of distinct services that are substantially the same and that have the same pattern of transfer to the customer. The provision of set-top boxes, digital cards and access fees do not represent distinct services or goods, and they are combined with the subscription service as a single performance obligation satisfied over time, as the customer simultaneously receives and consumes the benefits provided by Canal+ Group's performance as the pay-TV services are supplied. In its relationship with the third-party distributor and the end customer, Canal+ Group acts as the "principal" in the transaction with the end customer for the self-distribution contracts as it is responsible for the activation of the subscription of the end customer and for setting the selling price.

Revenues, net of potential free periods granted, are then accounted for over the period the service is provided, starting from the activation date of the subscription and as the service is provided.

(ii) Video-on-demand and television-on-demand services

The video-on-demand service (which allows customers to have unlimited access to a catalog of programs through streaming) and the television-on-demand service (which provides access to one-time programs by downloading or streaming) are services distinct from the subscription service. In its relationship with the third-party distributor and the end customer, Canal+ Group is not the "principal", as the third-party distributor is responsible for the performance of the service both technically and commercially.

The video-on-demand service is a performance obligation which is satisfied over time, and the revenues are accounted for over the period it is provided to the customer. The television-on-demand service is a performance obligation satisfied at a point in time, and the revenues are accounted for when the content is available for broadcasting.

Sales of advertising spaces

These are sales of television advertising spaces (in the form of classic TV commercials and partnerships for shows or events) or online advertising spaces (i.e., videos and advertising banners). In its relationship with the third-party distributor and the end customer, Canal+ Group is not the “principal”, as the third-party distributor is responsible for the performance of the service and does not set the selling price.

(i) Television advertising spaces

Regarding commercials, the distinct performance obligation is the reach of a given gross rating point (“GRP”), which generally comprises a set of advertising messages aimed at a specific target audience and satisfied over time. Revenues from these sales, net of rebates if any, are accounted for over the period of the advertising campaign, generally as the advertising commercials are broadcasted considering potential free periods granted.

(ii) Online advertising spaces

Each type of advertising imprint (advertising display) represents a distinct performance obligation, because the advertiser can benefit separately from each type of advertising imprint, satisfied at a point in time. Revenues from the sale of online advertising spaces, net of rebates, if any, are accounted for when the advertising imprints are produced, i.e., when the advertisements are broadcasted on the website.

Film and television programs

(i) Sales of exploitation rights of audiovisual works

These sales are intellectual property licenses granted by Canal+ Group to broadcasters or to distributors and which give them certain rights over its audiovisual works. These licenses are static licenses because they transfer a right to use the films as they exist at the point in time at which the licenses are granted. In its relationship with the third-party distributor and the end customer, Canal+ Group is not the “principal” in the transaction with the end customer, as the distributor is responsible for the delivery of the film and for the price setting to the end customer.

Revenues from the sale of the exploitation rights are recorded from the moment the client is able to use it and obtain the remaining benefits. When the consideration paid by the customer is a fixed price, revenues from the sales of exploitation rights are recorded from the latest of the delivery and the opening of the exploitation window set contractually or legally (refer to the media chronology in France). When the consideration paid by the customer is variable in the form of a sales-based royalty to the end customer, revenues are recognised as the subsequent sale occurs.

(ii) Television Series

Production of TV Series

These sales constitute intellectual property licenses sold by Studiocanal to television channels, subscription video-on-demand platforms, or distributors and which give them certain rights over its works. These clients finance and commission the program from the producer for their specific needs. These licenses are static licenses because they transfer a right to use the series as they exist at the point in time when the license is granted. In its relationship with its clients, Studiocanal acts as the "principal" with respect to the third-party. Revenues from the sale of these rights are recorded when the performance obligations specified in the contract are fulfilled. These contractual obligations may include the production and client acceptance of the program's components, or the final delivery of the episodes.

Distribution of TV Series

These sales constitute intellectual property licenses granted by Studiocanal to distributors, giving them certain rights over its works. Revenues from the licensing of these rights are recorded from the moment the client is able to use the program and obtain the remaining benefits. When the consideration paid by the customers is a fixed price, revenues from the sales of exploitation rights are recorded from the latest of the delivery and the opening of the exploitation set contractually or legally. When the consideration paid by the customer is variable in the form of sales- based royalty to the end customer, revenues are recognised as the subsequent sales occur.

2.3.4.2 Other costs

Content costs include all costs related to the acquisition, production and editing of content (primarily amortisation and expenses of content assets (see Note 2.3.6.2), personnel expenses, technical costs and other associated expenses) as well as costs related to distribution and aggregation of third parties' channels and platforms (Nextflix, MAX, Eurosport, beIN…).

Technology, selling, general, administrative costs & others primarily include technology and development costs, costs for sales (distribution, marketing, advertising), and costs related to central functions.

2.3.5 Assets

2.3.5.1 Goodwill and business combinations

Business combinations are recorded using the acquisition method. Under this method, upon the initial consolidation of an entity over which Canal+ Group has acquired exclusive control:

- the identifiable assets acquired and the liabilities assumed are recognised at their fair value on the acquisition date; and
- non-controlling interests are measured either at fair value (the "full" goodwill method) or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets (the "partial" goodwill method). This option is available on a transaction-by-transaction basis.

On the acquisition date, goodwill is initially measured as the difference between:

(i) the fair value of the consideration transferred, plus the amount of non-controlling interests in the acquiree and, in a business combination achieved in stages, the fair value on the acquisition date of the previously held equity interest in the acquiree; and

(ii) the net fair value of the identifiable assets acquired and liabilities assumed on the acquisition date.

The measurement of non-controlling interests at fair value results in an increase in goodwill up to the extent attributable to these interests, thereby leading to the recognition of a "full goodwill". Allocation of the purchase price shall be performed within 12 months after the acquisition date. If goodwill is negative, it is recognised in the combined statement of earnings. After the acquisition date, goodwill is measured at its initial amount less recorded accumulated impairment losses (please refer to Note 2.3.6.7 below).

In addition, the following principles are applied to business combinations:

- on the acquisition date, to the extent possible, goodwill is allocated to each cash-generating unit likely to benefit from the business combination;
- contingent consideration in a business combination is recorded at fair value on the acquisition date, and any subsequent adjustment occurring after the purchase price allocation period is recognised in the Combined Statements of Earnings of Canal+ Group;
- acquisition-related costs are recognised as expenses when incurred; and
- goodwill is not amortized.

On disposal of a subsidiary, the amount of attributable goodwill is included in the calculation of the gain or loss on disposal.

2.3.5.2 Content assets

Film, television or sports broadcasting rights

When entering into contracts for the acquisition of film, television or sports broadcasting rights, the rights acquired are classified as contractual commitments. They are recorded in the combined statement of financial position and classified as content assets as follows:

- film and television broadcasting rights are recognised at their acquisition cost when the program is available for screening and are expensed over their broadcasting period;

- sports broadcasting rights are recognised at their acquisition cost at the opening of the broadcasting period of the related sports season or upon the first significant payment and are expensed over their broadcasting period; and
- expensing of film, television and sports broadcasting rights is included in content costs.

Theatrical films and television rights produced or acquired to be sold to third parties

Theatrical films and television rights produced or acquired before their initial exhibition, which are to be sold to third parties, are recorded as content assets at capitalised cost (mainly direct production and overhead costs) or at their acquisition cost. The cost of theatrical films and television rights are amortized, and other related costs are expensed, pursuant to the estimated revenue method (i.e., based on the ratio of the current period's gross revenues to estimated total gross revenues from all sources on an individual production basis). Canal+ Group considers that amortization pursuant to the estimated revenue method reflects the rate at which the entity plans to consume the future economic benefits related to the asset, and that there is a high correlation between revenue and the consumption of the economic benefits embodied in the intangible assets. The estimates of the total remaining revenue forecasted have a significant impact on the rate at which capitalised costs are amortized. The determination of the total remaining revenue forecasted to be realised requires the Company to make significant estimates of future revenue based on the distribution strategy and historical performance of similar content, as well as factors unique to the content itself. Estimates are made by media: theatrical exploitation, home entertainment, television sales, and all right sales or television sales for the rest of the World. These estimates are then updated during budgets and reforecasts and after the release of the movie based on actual performance.

Where appropriate, estimated losses in value are provided in full against earnings for the period in which the losses are estimated, on an individual product basis.

Film and television rights catalogs

Catalogs comprise film rights acquired for a second television screening, or produced or acquired film and television rights that are sold to third parties after their first television screening (i.e., after their first broadcast on a free terrestrial channel). They are recognised as an asset at their acquisition or transfer cost and amortized as groups of films, or individually, based respectively on the estimated revenue method.

2.3.5.3 Other intangible assets

Intangible assets acquired separately are recorded at cost, and intangible assets acquired in connection with a business combination are recorded at their fair value on the acquisition date. The historical cost model is applied to intangible assets after they have been recognised. Assets with an indefinite useful life are not amortized but are subject to an annual impairment test. Amortization is accrued for assets with a finite useful life. Useful life is reviewed at the end of each reporting period.

Other intangible assets include trade names and customer bases. In contrast, internally generated catalogs, trade names, subscriber bases and market shares are not recognised as intangible assets. Customer bases acquired in a business combination are measured at fair value at the transfer of control date and are depreciated using the straight-line method according to their estimated useful life (2 to 10 years).

2.3.5.4 Property and equipment

Property and equipment are carried at historical cost less any accumulated depreciation and impairment losses. Historical cost includes the acquisition cost or production cost, costs directly attributable to transporting an asset to its physical location and preparing it for its operational use, the estimated costs relating to the demolition and the collection of Property and equipment, and the rehabilitation of the physical location resulting from the incurred obligation.

When Property and equipment include significant components with different useful lives, they are recorded and amortized separately. Amortization is calculated using the straight-line method based on the estimated useful life of the assets. Useful lives of the main components are reviewed at the end of each reporting period and are as follows:

- buildings: 5 to 40 years;

- equipment and machinery: 3 to 8 years;
- set-top boxes: 5 to 7 years; and
- other: 2 to 10 years.

After initial recognition, the cost model is applied to Property and equipment.

2.3.5.5 Lease contracts

The amount of lease liabilities relating to leases arising from business combinations, is measured at the present value of the remaining fixed lease payments, in accordance with IFRS 16, as if the leases acquired were new leases at the acquisition date. The amount of the rights of use is measured at the amount of the lease liabilities, adjusted to reflect the favourable or unfavourable nature of the lease terms compared with market terms. As intellectual property licenses granted by a lessor and rights held by a lessee under licensing agreements are excluded from the scope of IFRS 16, and commercial supply agreements for the satellite capacity are in general commercial service agreements for which contract costs are expensed as operational costs for the period, Canal+ Group's main lease contracts are property leases where Canal+ Group is the lessee.

Measurement of the right-of-use asset and the lease liability

Leases for which Canal+ Group is the lessee are recorded at the commencement date and result in the recognition of a lease liability equal to the present value of future fixed payments, against a right-of-use asset relating to leases.

The right of use assets related to lease contracts is recognised at cost at the inception date of the lease. The cost of the right-of-use asset includes:

- the amount of the associated lease liability;
- initial direct costs (incremental costs of obtaining the lease);
- payments made prior to the commencement of the lease, less any lease incentives received; and
- dismantling and restoration costs (recognised and measured in accordance with IAS 37).

The right of use asset is then depreciated on a straight-line basis over the lease term, as determined in accordance with IFRS 16.

After initial recognition, the liability is:

- increased by the effect of undiscounting the associated lease liability (interest expense on lease liabilities);
- decreased by the cash out for lease payments; and
- reassessed in the event of an amendment to the lease contract.

IFRS 16 requires the discount rate for each contract to be determined by reference to the incremental borrowing rate of the borrowing entity. In practice, given the organisation of Canal+ Group's financing, which is carried or guaranteed almost exclusively by Canal+ Group, the incremental borrowing rates are based on the yield curve for the currency concerned, plus the financing component in the same currency. The rate applied for each lease takes into account the lease payment profile.

Lease modifications and remeasurements

In the event of a reduction in the lease term or in the surface area leased, the right-of-use asset and lease liability are reduced accordingly in line with the percentage decrease, with the offsetting entry posted to gains and losses on leases in the statement of earnings. The residual lease liability, calculated using the discount rate revised as of the date of the modification, is then adjusted against the right-of-use asset.

Increases in the lease term or in the surface area leased do not generate gains or losses on lease modifications, but rather lead to a remeasurement of the lease liability using a discount rate revised as of the date of the modification, which is recognised against an adjustment to the right-of-use asset.

Changes in the amount of the lease stipulated in the lease contract that do not involve modification of the leased surface area or lease term will lead to a remeasurement of the lease liability with no revision of the discount rate, which is recognised against an adjustment to the right-of-use asset.

Presentation in the combined statement of financial position, the combined statement of earnings and the combined statement of cash flows

The lease liability is a current or non-current liability. The depreciation of right-of-use assets is included in Operating income (EBIT). The effect of undiscounting the lease liability (interest expense on lease liabilities) is included in other financial charges. Cash payments for the principal of the lease liability and any interest thereon, are presented as financing activities in the combined statement of cash flows.

2.3.5.6 Asset impairment

Each time events or changes in the economic environment indicate a risk of impairment to goodwill, other intangible assets, Property and equipment, and assets in progress, Canal+ Group re-examines the value of these assets. In addition, in accordance with applicable accounting standards, goodwill, other intangible assets with an indefinite useful life, and intangible assets in progress are all subject to an annual impairment test undertaken in the fourth quarter of each fiscal year. This impairment test is performed to compare the recoverable amount of each Cash Generating Unit ("CGU") or, if necessary, groups of CGUs, to the carrying amount of the corresponding assets (including goodwill). A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Canal+ Group operates through different media and content businesses. Each business offers different products and services that are marketed through various channels. CGUs are independently defined at each business level, corresponding to Canal+ Group operating segments. For a description of Canal+ Group's CGUs and groups of CGUs, please refer to Note 10.

The recoverable amount is determined for each individual asset as the higher of: (i) its value in use; and (ii) its fair value (less costs to sell) as described hereafter. If the asset does not generate cash inflows that are largely independent of other assets or groups of assets, the recoverable amount is determined for Canal+ of assets. In particular, an impairment test of goodwill is performed by Canal+ Group for each CGU or group of CGUs, depending on the level at which Canal+ Group's management measures the return on operations.

The value in use of each asset or group of assets is determined, subject to exceptions, as the discounted value of future cash flows (Discounted Cash Flow method ("DCF")) by using cash flow projections consistent with the budget of the following year and the most recent forecasts prepared by the operating segments.

Applied discount rates are determined by reference to available external sources of information, usually based on financial institutions' benchmarks, and reflect the current assessment by Canal+ Group of the time value of money and risks specific to each asset or group of assets.

Perpetual growth rates used for the evaluation of CGUs are those used to prepare budgets for each CGU or group of CGUs and, beyond the period covered, are consistent with growth rates estimated by the business by extrapolating growth rates used in the budget, without exceeding the long-term average growth rate for the markets in which Canal+ Group operates.

The fair value (less costs to sell) is the price that would be received from the sale of an asset or group of assets in an orderly transaction between market participants at the measurement date, less costs to sell. These values are generally determined on the basis of market data (stock market prices or comparison with similar listed companies, with the value attributed to similar assets or companies in recent transactions) or, in the absence of such data, on the basis of discounted cash flows.

If the recoverable amount is lower than the carrying amount of an asset or group of assets, an impairment loss equal to the difference is recognised in Operating income (EBIT). In the case of a group of assets, this impairment loss is first recorded against goodwill.

The impairment losses recognised in respect of Property and equipment, and intangible assets (other than goodwill) may be reversed in a later period if the recoverable amount becomes greater than the carrying amount, within the limit of impairment losses previously recognised. Impairment losses recognised in respect of goodwill cannot be reversed at a later date.

2.3.5.7 Financial assets

Financial assets are initially recognised at fair value which corresponds, in general, to the consideration paid and is best evidenced by the acquisition cost (including associated acquisition costs, if any). Thereafter, financial assets are measured at fair value or at amortized cost depending on the financial asset category to which they belong.

Financial assets are classified into the accounting categories “financial assets at amortized cost”, “financial assets at fair value through other comprehensive income” and “financial assets at fair value through profit or loss”.

This classification depends on the entity‘s business model for managing the financial assets and its contractual terms, enabling the determination of whether the cash flows are solely payments of principal and interest (SPPI). The financial assets that contain an embedded derivative should be considered in full to determine whether their cash flows are SPPI.

Financial assets at fair value

These include financial assets measured at fair value through other comprehensive income, derivative financial instruments with a positive value (please refer to Note 2.3.8) and other financial assets measured at fair value through profit or loss. Most of these financial assets are actively traded in organised financial markets given that their fair value is calculated by reference to the published market price at the period end. Fair value is estimated for financial assets which do not have a published market price on an active market. As a last resort, when a reliable estimate of fair value cannot be made using valuation techniques and in the absence of an active market, Canal+ Group values financial assets at historical cost less any impairment losses.

Financial assets at fair value through other comprehensive income include:

- unconsolidated companies that are not held for trading: Canal+ Group elected to classify these under the “fair value through other comprehensive income” category. Unrealised gains and losses on financial assets at fair value through other comprehensive income are recognised in charges and income directly recognised in equity until the financial asset is sold, collected or removed from the combined statement of financial position in another way, at which time the accumulated gain or loss previously reported in charges and income directly recognised in equity is transferred to retained earnings and never reclassified to profit or loss. Dividends and interest received from unconsolidated companies are recognised in profit or loss; and
- debt instruments held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and whose contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Unrealised gains and losses on financial assets at fair value through other comprehensive income are recognised in charges and income directly recognised in equity until the financial asset is sold, collected or removed from the combined statement of financial position in other ways or if there is objective evidence that the financial asset is impaired in whole or in part, at which time the accumulated gain or loss previously reported in charges and income directly recognised in equity is expensed in other financial charges and income.

Other financial assets measured at fair value through profit or loss mainly consist of assets held for trading which Canal+ Group intends to sell in the near future (primarily marketable securities) as well as other financial assets, that do not meet the definition of other categories of financial assets described below. Unrealised gains and losses on these assets are recognised in other financial charges and income.

Valuation method at fair value defined according to the three following classification levels:

- Level 1: fair value measurement based on quoted prices in active markets for identical assets or liabilities;
- Level 2: fair value measurement based on observable market data (other than quoted prices included under Level 1); and
- Level 3: fair value measurement based on valuation techniques using inputs for the asset or liability that are not based on observable market data.

The fair value of trade accounts receivable, cash and cash equivalents, and trade accounts payable is a reasonable estimate of fair value, due to the short maturity of these instruments.

Financial assets at amortized cost

Financial assets at amortized cost consist of debt instruments held within a business model whose objective is to hold financial assets to collect contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. At the end of each period, these assets are measured at amortized cost using the effective interest method.

Impairment of financial assets

Canal+ Group assesses the expected credit loss associated with its financial assets recognised at amortized cost and debt instrument recognised at fair value through other comprehensive income on a prospective basis. A loss allowance for expected credit loss based on probability of default is recognised by Canal+ Group at initial recognition. The loss allowance is updated for changes in these expected credit losses at each reporting date to reflect changes in credit risk since initial recognition.

To assess whether there has been a significant increase in credit risk, Canal+ Group compares the credit risk at the reporting date with the credit risk at the date of initial recognition based on reasonable forward-looking information and events, including credit ratings if available, and significant adverse changes (actual or expected) in economic, financial or business conditions that are expected to result in a material change in the borrower's ability to meet its obligations.

The definition of default and write off policy are defined specifically within each operating entity.

If there is objective evidence that an impairment loss has been incurred, the amount of this loss, measured as the difference between the financial asset’s carrying amount and its recoverable amount (equal to the present value of estimated future cash flows discounted at the financial asset’s initial effective interest rate), is recognised in profit or loss. Impairment losses may be reversed if the recoverable amount of the asset subsequently increases in the future.

2.3.5.8 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost comprises purchase costs, production costs and other supply and packaging costs. These are usually calculated using the weighted average cost method. Net realisable value is the estimated selling price in the normal course of business less estimated completion costs and selling costs.

2.3.5.9 Trade accounts receivable

Trade accounts receivable are initially recognised at fair value, which is generally equal to their nominal value. Expected loss rates on trade receivables are calculated by the relevant operating entities over their lifetime, from initial recognition, and are based on historical data that also incorporates forward-looking information. In addition, accounts receivable from terminated customers subject to insolvency proceedings or customers with whom Canal+ Group is involved in litigation or a dispute are generally impaired in full.

2.3.5.10 Cash and cash equivalents

The “cash and cash equivalents” category, defined in accordance with IAS 7, consists, on the one hand, of cash in banks and remunerated or unremunerated demand deposits which correspond to cash, and, on the other hand, monetary Undertaking for collective investment in transferable securities (UCITS) and other highly liquid investments with initial maturities of generally three months or less which correspond to cash equivalents.

Investments in securities, investments with initial maturities of more than three months without an early termination option and bank accounts subject to restrictions (blocked accounts), other than restrictions due to regulations specific to a country or activity sector (e.g., exchange controls), are classified as financial assets, rather than as cash equivalents.

Moreover, the historical performances of the investments are monitored regularly to confirm their accounting classification as cash equivalents.

2.3.6 Financial liabilities

Long-term and short-term borrowings and other financial liabilities include:

- bonds and credit facilities, as well as various other borrowings (including commercial paper and debt related to finance leases) and related accrued interest;
- obligations arising out of commitments to purchase non-controlling interests;
- bank overdrafts; and
- the negative value of other derivative financial instruments. Derivatives with positive values are recorded as financial assets in the combined statement of financial position.

2.3.6.1 Borrowings

All borrowings are initially accounted for at fair value net of transaction costs directly attributable to the borrowing. Borrowings bearing interest are subsequently valued at amortized cost, applying the effective interest method. The effective interest rate is the internal yield rate that discounts future cash flows over the term of the borrowing. In addition, where the borrowing comprises an embedded derivative (e.g., an exchangeable bond) or an equity instrument (e.g., a convertible bond), the amortized cost is calculated for the debt component only, following the separation of the embedded derivative or equity instrument. In the event of a change in expected future cash flows (e.g., redemption occurs earlier than initially expected), the amortized cost is adjusted against earnings to reflect the value of the new expected cash flows, discounted at the initial effective interest rate.

2.3.6.2 Commitments to purchase non-controlling interests

Canal+ Group has committed to purchase the non-controlling interests of some of the minority shareowners of its fully consolidated subsidiaries. These purchase commitments may be optional (e.g., put options) or mandatory (e.g., forward purchase contracts).

The following accounting treatment has been applied:

- upon initial recognition, the commitment to purchase non-controlling interests is recognised as a financial liability for the present value of the purchase price under the put option or forward purchase contract, mainly offset by the book value of non-controlling interests and the remaining balance through equity attributable to Canal+ Group owners;
- subsequent changes to the value of the commitment are recognised as a financial liability through an adjustment to equity attributable to Canal+ Group owners; and
- upon maturity of the commitment, if the non-controlling interests are not purchased, the previously recognised entries are reversed; if the non-controlling interests are purchased, the amount recognised in financial liabilities is reversed, offset by the cash outflow relating to the purchase of the non-controlling interests.

2.3.6.3 Derivative financial instruments

Canal+ Group uses derivative financial instruments to manage and reduce its exposure to foreign currency exchange rates. All instruments are either listed on organised markets or traded over-the-counter with highly-rated counterparties. These instruments include interest rate and currency swaps, and forward exchange contracts. All these derivative financial instruments are used for hedging purposes. At the inception of the hedging relationship there is a formal designation and documentation of the hedging relationship and the entity's risk management objective and strategy for undertaking the hedge.

Derivatives are initially measured at fair value on the settlement date and are subsequently remeasured at fair value on each successive reporting date. The recognition of subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if applicable, the nature of the hedged item and the type of hedging relationship designated. When these contracts qualify as hedges for accounting purposes, gains and losses arising on these contracts are offset in earnings against the gains and losses relating to the hedged item.

When forward contracts are used as hedging instruments, Canal+ Group only qualifies as hedging instruments the change in the fair value of the forward contract related to the variation of the spot exchange rate. Changes in the forward points are excluded from the hedging relationship and are recognised either in the financial result or through other charges and income directly recognised in equity, on a hedge-by-hedge basis, applying the “cost hedging” method permitted by IFRS 9.

Fair value hedge

When the derivative financial instrument hedges exposures to fluctuations in the fair value of an asset or a liability recognised in the combined statement of financial position or of a firm commitment which is not recognised in the Statement of Financial Position, it is a fair value hedge. The instrument is remeasured at fair value in earnings, with the gains or losses arising on remeasurement of the hedged portion of the hedged item offset on the same line of the combined statement of earnings, or, as part of a forecasted transaction relating to a non-financial asset or liability, at the initial cost of the asset or liability.

Cash flow hedge

When the derivative financial instrument hedges cash flows, it is a cash flow hedge. The hedging instrument is remeasured at fair value and the portion of the gain or loss that is determined to be an effective hedge is recognised through other charges and income directly recognised in equity, whereas its ineffective portion is recognised in earnings. When the hedged item is realised, accumulated gains and losses recognised in equity are released to the combined statement of earnings and recorded on the same line as the hedged item; as part of a forecasted transaction on a non-financial asset or liability, they are recognised at the initial cost of the asset or liability.

Net investment hedge

When the derivative financial instrument hedges a net investment in a foreign operation, it is recognised in the same way as a cash flow hedge. Derivative financial instruments that do not qualify as a hedge for accounting purposes are remeasured at fair value and resulting gains and losses are recognised directly in earnings, without remeasurement of the underlying instrument.

Furthermore, income and expenses relating to foreign currency instruments used to hedge highly probable budget exposures and firm commitments contracted pursuant to the acquisition of editorial content rights (including sports, audiovisual and film rights) are recognised in Operating income (EBIT). In all other cases, gains and losses arising on the fair value remeasurement of instruments are recognised in other financial charges and income.

2.3.7 Other liabilities

2.3.7.1 Provisions

Provisions are recognised when, at the end of the reporting period, Canal+ Group has a legal obligation (statutory, regulatory or contractual) or a constructive obligation as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the obligation can be reliably estimated. Where the effect of the time value of money is material, provisions are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money. If the amount of the obligation cannot be reliably estimated, no provision is recorded and a disclosure is made in the Notes to the Combined Financial Statements.

2.3.7.2 Employee benefit plans

In accordance with the laws and practices of each country in which Canal+ Group operates, Canal+ Group participates in, or maintains, employee benefit plans providing retirement pensions, post-retirement health care, life insurance and post-employment benefits to eligible employees, former employees, retirees and such of their beneficiaries who meet the required conditions. Retirement pensions are provided for substantially all employees through defined contribution plans, which are integrated with local social security and multi-employer plans, or defined benefit plans, which are generally managed via group pension plans. The plan funding policy implemented by Canal+ Group is consistent with applicable government funding requirements and regulations.

Defined contribution plans

Contributions to defined contribution and multi-employer plans are expensed during the year.

Defined benefit plans

Defined benefit plans may be funded by investments in various instruments such as insurance contracts or equity and debt investment securities, excluding shares or debt instruments of any entity within the Canal+ Group.

Pension expenses and defined benefit obligations are calculated by independent actuaries using the projected unit credit method over the vesting period. This method is based on annually updated assumptions which include the probability of employees remaining with Canal+ Group until retirement, expected changes in future compensation and an appropriate discount rate for each country in which Canal+ Group maintains a pension plan. The assumptions adopted and the means of determining these assumptions are presented in Note 21. A provision is recorded in the combined statement of financial position equal to the difference between the actuarial value of the related benefits (actuarial liability) and the fair value of any associated plan assets, and this includes past service costs and actuarial gains and losses.

The cost of defined benefit plans consists of three components recognised as follows:

- the service cost is included in technology, selling, general, administrative expenses and others. It comprises current service cost, past service cost resulting from a plan amendment or a curtailment, fully recognised in profit and loss, and gains and losses on settlement;
- the financial component, recorded in other financial charges and income, consists of the undiscounting of the obligation, less the expected return on plan assets determined using the discount rate retained for the valuation of the benefit obligation; and
- the remeasurements of the net defined benefit liability (asset), recognised in items of other comprehensive income not reclassified as profit and loss, mainly consist of actuarial gains and losses, i.e., changes in the present value of the defined benefit obligation and plan assets resulting from changes in actuarial assumptions and experience adjustments (representing the differences between the expected effect of some actuarial assumptions applied to previous valuations and the effective impact).

Where the value of plan assets exceeds benefit obligations, a financial asset is recognised up to the present value of future refunds and the expected reduction in future contributions.

2.3.8 Deferred taxes

Differences existing at closing between the tax base value of assets and liabilities and their carrying amount in the combined statement of financial position give rise to temporary differences. Pursuant to the liability method, these temporary differences result in the accounting of:

- deferred tax assets, when the tax base value is greater than the carrying amount (expected future tax saving); and
- deferred tax liabilities, when the tax base value is lower than the carrying amount (expected future tax expense).

Deferred tax assets and liabilities are measured at the expected tax rates for the year during which the asset will be realised or the liability settled, based on tax rates (and tax regulations) enacted or substantially enacted by the closing date. They are reviewed at the end of each fiscal year, in line with any changes in applicable tax rates.

Deferred tax assets are recognised for all deductible temporary differences, tax loss carry-forwards and unused tax credits, insofar as it is probable that a taxable profit will be available, or when a current tax liability exists to make use of those deductible temporary differences, tax loss carry-forwards and unused tax credits, except where the deferred tax asset associated with the deductible temporary difference is generated by initial recognition of an asset or liability in a transaction that is not a business combination, and, at the transaction date, does not impact accounting income, nor tax income or loss.

For deductible temporary differences resulting from investments in subsidiaries, joint ventures and other associated entities, deferred tax assets are recorded to the extent that it is probable that the temporary difference will reverse in the foreseeable future and that a taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at each closing date, and revalued or reduced to the extent that it is more or less probable that a taxable profit will be available to allow the deferred tax asset to be utilised. When assessing the probability of a taxable profit being available, account is taken, primarily, of prior years' results, forecasted future results, non-recurring items unlikely to occur in the future and the tax strategy. As such, the assessment of Canal+ Group's ability to utilise tax losses carried forward is to a large extent judgment-based. If the future taxable results of Canal+ Group differ significantly from those expected, Canal+ Group would be required to increase or decrease the carrying amount of deferred tax assets with a potentially material impact on the combined statement of financial position and the combined statement of earnings of the Canal+ Group.

Deferred tax liabilities are recognised for all taxable temporary differences, except where the deferred tax liability results from goodwill or initial recognition of an asset or liability in a transaction that is not a business combination, and, at the transaction date, does not impact accounting income, tax income or loss.

For taxable temporary differences resulting from investments in subsidiaries, joint ventures and other associated entities, deferred tax liabilities are recorded except to the extent that both of the following conditions are satisfied: the parent, investor or venturer is able to control the timing of the reversal of the temporary difference, and it is probable that the temporary difference will not be reversed in the foreseeable future.

Current tax and deferred tax shall be charged or credited directly to equity, and not earnings, if the tax relates to items that are credited or charged directly to equity.

2.3.9 Share-based compensation

Executives and some key employees of Canal+ Group benefit from share-based compensation plans set up by Vivendi (share purchase plans, performance share plans and bonus share plans) or other equity instruments based on the value of the Vivendi share price. Grants under these plans are approved by Vivendi's Management Board and Supervisory Board. In addition, the definitive grant of performance shares is contingent upon the achievement of specific performance objectives set by Vivendi's Management Board and the Supervisory Board. Moreover, all granted plans are conditional upon active employment at the relevant vesting date.

In addition, Dailymotion has set up a long-term incentive plan for certain key executives. This plan will be settled in cash and the value will be derived from the growth of Dailymotion's enterprise value.

Please refer to Note 22 for details of the features of these plans.

Share-based compensation is recognised as a personnel cost at the fair value of the equity instruments granted. This expense is spread over the vesting period, i.e., three years for performance share plans.

The fair value of such instruments is assessed using a binomial model. This method relies on assumptions updated at the valuation date such as the calculated volatility of the relevant shares, the discount rate corresponding to the risk-free interest rate, the expected dividend yield, and the probability of relevant managers and employees remaining employed within the Vivendi Group until the exercise of their rights.

The instruments granted are equity-settled. The valuation and recognition of the expense is as follows:

- the expected term of the instruments granted is deemed to be the mid-point between the vesting date and the end of the contractual term;
- the value of the instruments granted is estimated and fixed at the grant date; and
- the expense is recognised with a corresponding increase in equity.

Share-based compensation cost is allocated to each operating segment, pro rata to the number of equity instruments or equivalent instruments granted to their managers and employees.

2.4 Related parties

Canal+ Group's related parties are those companies over which Canal+ Group exercises exclusive control, joint control or significant influence, shareholders exercising joint control over group joint ventures, non-controlling interests exercising significant influence over group subsidiaries, corporate officers, group management and directors and companies over which the latter exercise exclusive control, joint control, or significant influence.

The transactions with subsidiaries over which Canal+ Group exercises control are eliminated within the intersegment transactions (a list of Canal+ Group's major combined entities is set out in Note 28). Moreover, commercial relationships among subsidiaries of Canal+ Group, aggregated in operating segments, are conducted on an arm's length basis on terms and conditions similar to those which would be offered to third parties. A portion of the operating costs of Vivendi's headquarters is also charged to Canal+ Group.

2.5 Contractual obligations and contingent assets and liabilities

Once a year, Canal+ Group and its subsidiaries prepare detailed reports on all contractual obligations, commercial and financial commitments and contingent obligations, for which they are jointly and severally liable and that are material to Canal+ Group. These detailed reports are updated by the relevant departments and reviewed by senior management on a regular basis. To ensure completeness, accuracy and consistency of these reports, some dedicated internal control procedures are carried out, including (but not limited to) the review of:

- minutes of meetings of the shareholders, Management Board, Supervisory Board and committees of the Supervisory Board of Canal+ in respect of matters such as contracts, litigation, and authorisation of asset acquisitions or divestitures;
- pledges and guarantees with banks and financial institutions;
- pending litigation, claims (in dispute) and environmental matters as well as related assessments for unrecorded contingencies with internal and/or external legal counsels;
- tax examiner's reports and, if applicable, notices of reassessments for prior years;
- insurance coverage for unrecorded contingencies with the risk management department and insurance agents and brokers with whom entities within Canal+ Group have contracted;
- related-party transactions for guarantees and other given or received commitments; and
- more generally, major contracts and agreements.

2.6 New IFRS accounting standards and IFRIC interpretations that have been published but are not yet effective

The IFRS Accounting Standards and IFRIC interpretations issued by the IASB and endorsed by the EU as of the date of approval of the Combined Financial Statements, but which are not yet effective, and for which Canal+ Group has not elected for an earlier application, should have no material impact on the Combined Financial Statements.

Note 3 Major events

3.1 Investment in MultiChoice Group

During fiscal year 2020, Canal+ Group SA ("Canal+") started investing in MultiChoice Group Ltd ("MultiChoice"), a South African incorporated company that is listed on the Johannesburg Stock Exchange ("JSE"), and the leading pay-TV operator in English- and Portuguese-speaking sub-Saharan Africa.

As of 1 January 2021, Canal+ held 53.1 million shares in MultiChoice, representing 12.00% of MultiChoice's share capital. As of 31 December 2021, Canal+ held 73.6 million shares in MultiChoice, representing 16.63% of MultiChoice's share capital. Canal+'s interest in MultiChoice was classified and accounted for as a financial investment in accordance with IFRS 9 - Financial Instruments.

As of 31 December 2022, Canal+ held 128.9 million shares in MultiChoice, representing 29.13% of MultiChoice's share capital. South African regulations prohibit any foreign investor from holding a direct or indirect financial interest of more than 20% of the voting rights or controlling a company that is the holder of a pay-tv commercial broadcasting license. MultiChoice's memorandum of incorporation, therefore, limits the voting rights of all of MultiChoice's foreign shareholders to 20% in aggregate with, if necessary, a proportional reduction of their voting capacity (a "scale back" mechanism) at each shareholder meeting. During fiscal year 2022, Canal+ became the largest shareholder of MultiChoice, qualified as a “material shareholder” by MultiChoice. Since 1 January 2022, Canal+ has accounted for its interest in MultiChoice under the equity method in accordance with IAS 28 – Investments in Associates and Joint Ventures.

As of 31 December 2023, Canal+ held 149.4 million shares in MultiChoice, representing 33.76% of MultiChoice’s share capital of MultiChoice. As of that date, the purchase price of Canal+’s interest in MultiChoice amounted to €936 million (ZAR113.82 per share in average).

In early February 2024, Canal+ announced having sent to the MultiChoice’s board of directors a non-binding intention to make an offer for the MultiChoice shares it did not own at a price of ZAR105 per MultiChoice share, which was rejected by MultiChoice’s board of directors. Canal+ continued its purchases of shares on the market operated by the JSE and crossed the threshold of 35% of the capital of MultiChoice. In a decision dated 28 February 2024, the Takeover Regulation Panel (“TRP”) ruled that Canal+ should, in view of the crossing of said threshold, launch a mandatory public tender offer for the shares of MultiChoice that it did not already hold, for the benefit of the other shareholders of MultiChoice.

Following the issuance of such a decision, Canal+ and MultiChoice confirmed their intention to mutually co-operate in this process by signing an exclusive co-operation agreement on 7 April 2024 and jointly published a firm intention announcement (“FIA”) on 8 April 2024.

On 4 June 2024, Canal+ and MultiChoice issued a combined circular to MultiChoice shareholders regarding the mandatory offer by Canal+ to acquire the MultiChoice shares that it does not already own for a consideration of ZAR125 per share, representing an aggregate consideration of ZAR35,373 million, fully financed from funds available to Canal+.

In accordance with South African takeover regulations, Canal+ provided the TRP with a bank guarantee issued by a South African bank on behalf of Canal+. Under such bank guarantee, the guarantor has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

Simultaneously, to cover the bank guarantee, Canal+ entered into a credit facility, which may be utilised by way of the drawing of loans and the issue of a letter of credit, up to a maximum amount of €1,900 million. Vivendi acted as guarantor (*caution solidaire)* in respect of Canal+ obligations under the credit facility, Canal+ being the primary obligor (see Note 23).

In addition, Canal+ set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount up to a maximum of €1,200 million (see Note 23).

The mandatory offer by Canal+ and its implementation are subject to the fulfilment or, where permitted, waiver of various regulatory conditions by 8 April 2025 provided that: (i) Canal+ shall have the right (at its sole discretion) to extend this date on up to two occasions only, for a period of six months each; and (ii) MultiChoice and Canal+ shall have the right by mutual agreement (on one or more occasions) to extend this date. Each such extension will be subject to prior consultation with the TRP in accordance with the requirements of the Takeover Regulations and any other applicable laws.

The offer consideration of ZAR125 per share represents a 66.66% premium compared to the MultiChoice last closing price for MultiChoice shares on the last trading day prior to the announcement of the early February non-binding intention to make an offer and a 63.96% premium compared to the 30-day volume weighted average price (VWAP) prior to the announcement of the early February non-binding intention to make an offer.

Canal+ believes that the substantial premium recognises the potential benefits that may be realised by combining Canal+ and MultiChoice.

A combined group would be better positioned to address key structural challenges and opportunities resulting from the ongoing digitalisation and globalisation of the media and entertainment sector. This could have significant benefits for the African creative and sports ecosystems, by facilitating the distribution of high-quality content created on the continent to an international audience.

Canal+ intends that, should its European listing proceed, there will be an opportunity for South African investors to become shareholders of the combined entity as part of a secondary inward listing on the JSE.

Canal+ and MultiChoice recognise that the economic transformation of South Africa and “Broad-Based Black Economic Empowerment” (“BBBEE”) are imperatives both in the broader context and for

MultiChoice. Canal+ is fully committed to maintaining MultiChoice's BBBEE credentials and acknowledges the key role played by Phuthuma Nathi in this regard.

As of 30 June 2024, Canal+ held 200.0 million shares in MultiChoice, representing 45.20% of MultiChoice's share capital. As of that date, the purchase price of Canal+'s interest in MultiChoice amounted to €1,221 million (ZAR113.57 per share in average) (see Note 15 for the net carrying amount of equity affiliates).

3.2 Other events

- On 9 January 2023, Canal+ Group SA ("Canal+") and Orange announced the signing of a memorandum of understanding regarding the acquisition by Canal+ of all shares of the OCS pay-TV package and in Orange Studio, the film and series co-production subsidiary, held by Orange. On 31 January 2024, Canal+ completed this acquisition following approval from the French Competition Authority. The latter authorised the transaction after a detailed analysis of its effects on the market and made it subject to compliance with several commitments by Canal+. OCS and Orange Studio have been fully consolidated by Canal+ since 1 February 2024.
- On 21 June 2023, Canal+ Group SA ("Canal+") and PCCW Limited announced the execution of a strategic partnership to accelerate the development of Viu, a leading streaming platform in Asia. Canal+ became a significant minority shareholder in Viu through a planned staggered investment of $300 million. Following the first payment of US$200 million (approximately €186 million), Canal+ acquired a 27.32% ownership interest in Viu. Canal+ exercises a significant influence over Viu, which is accounted for under the equity method as from 21 June 2023. On 26 February 2024, Canal+ announced that it held 30% of Viu's share capital.
- On 20 June 2024, Canal+ announced that it held 36.8% of Viu's share capital (increased to 37.2% on 8 October 2024 due to subsequent contractual adjustments). Canal+ has an option to increase its ownership interest in Viu to 51%.
- On 20 July 2023, Canal+ Group SA ("Canal+") announced that it had acquired a 12% interest in Viaplay Group ("Viaplay"), the leader in pay-TV in the Nordic countries. At the end of 2023, Canal+ announced its intention to participate in the recapitalisation of Viaplay. This restructuring plan was approved on 10 January 2024 by an Extraordinary General Meeting of Viaplay. On 9 February 2024, following completion of the recapitalisation, Canal+ announced that it had increased its 12% interest in Viaplay to 29.33%, confirming its position as the largest shareholder. Canal+ exercises a significant influence over ViaPlay, which is accounted for under the equity method as from 9 February 2024.
- On 17 August 2023, Canal+ Group SA ("Canal+") completed the acquisition of the remaining 30% of the share capital of SPI International not already held by Canal+, enabling Canal+ to take full ownership of the company.

Note 4 Segment data

Canal+ Group Management Board, who is regarded as the chief operating decision-maker, evaluates the performance of its business segments and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Adjusted Earnings Before Interest and Income Taxes ("Adjusted EBIT (EBITA)") reflects the earnings of each business segment and it is considered by the management to be relevant indicator of Canal+ Group's operating performance. It enables Canal+ Group to compare the performance of operating segments regardless of whether their performance is driven by the operating segment's organic growth or by acquisitions.

To calculate Adjusted EBIT (EBITA), the accounting impact of the following items is excluded from Operating income (EBIT):

- the amortisation of intangible assets acquired through business combinations as well as of other rights catalogs acquired; and
- impairment of goodwill, other intangibles acquired through business combinations and other rights catalogs acquired.

The operating segments presented below are identical to the information given to Canal+ Group's Management Board. These segments are business units that are managed separately as each business requires different strategies to adapt to local demands, regulation and resources.

Canal+ Group's main businesses are consolidated within the following operating segments:

- Europe: This operating segment encompasses the Group's subscription-TV, advertising-based television and OTT businesses across France, the Overseas Territories, Poland and also in Central Europe and the Benelux through M7 (which also includes the more geographically diverse activities of SPI), and the Group's FTTH business in the Overseas Territories.
- Africa and Asia: This operating segment encompasses the Group's subscription-TV, advertising-based television, OTT and FTTH businesses across Africa and Asia. In Africa, the Group's operates in more than twenty-five countries. GVA, currently owned by Vivendi and agreed to be transferred to the Group, with the transfer remaining subject to certain conditions, offers broadband internet access services through optical fibre networks and operates an expanding FTTH network, currently in thirteen cities in eight countries in Africa.
- Content Production, Distribution and Other: This operating segment includes:
  - Studiocanal, a leading film and series studio with worldwide production and distribution capabilities. It operates directly in nine major European markets (including Germany, Benelux, Spain, France, Poland and the U.K.) as well as in Australia and New Zealand, and offices in the United States and China; it derives its revenue from the sale of its in-house productions and the distribution of films and series acquired from third parties;
  - Dailymotion, an international end-to-end video platform, which derives its revenue from advertising;
  - Thema, a production and distribution company specialising in creating and distributing diverse content and channels to cable, IPTV and DTH operators, and for mobile packages and OTT; and
  - L'Olympia and Théâtre de L'Œuvre, live entertainment venues in Paris.

Intersegment commercial transactions are conducted on an arm's-length basis on terms and conditions similar to those that would be offered by third parties.

4.1 Statement of earnings by business segment

(in millions of euros)	Europe	Africa and Asia	Content Production, Distribution and Other	Eliminations	**Total**
Year ended 31 December 2023					
Revenues	4,640	1,002	713	(131)	**6,223**
Adjusted EBIT (EBITA)	201	212	59		**472**
Year ended 31 December 2022					
Revenues	4,507	970	654	(121)	**6,010**
Adjusted EBIT (EBITA)	204	196	44		**444**
Year ended 31 December 2021					
Revenues	4,420	858	698	(106)	**5,870**
Adjusted EBIT (EBITA)	218	159	24		**401**

The following table provides a reconciliation of Adjusted EBIT (EBITA) to Operating income (EBIT):

	For the year ended 31 December		
(in millions of euros)	**2023**	**2022**	**2021**
Earnings before income tax	**102**	**317**	**315**
Less			
Interest expenses	(158)	(33)	(27)

Income from investments			22
Other financial income	3	7	9
Other financial expenses	(65)	(39)	(45)
Income (loss) from equity affiliates	(104)	(9)	1
Operating income (EBIT)	**426**	**391**	**355**
Less			
Impairment losses on intangible assets acquired through business combinations	(2)		(1)
Amortization of intangible assets acquired through business combinations	(44)	(53)	(45)
Adjusted EBIT (EBITA)	**472**	**444**	**401**

Note 5 Operating income (EBIT)

5.1 Revenues

By activity

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Subscriptions	5,048	4,842	4,670
Advertising, content sales and other	1,176	1,168	1,200
Revenues	**6,223**	**6,010**	**5,870**

By geographic area

Revenues are broken down by customer location.

	Year ended 31 December					
(in millions of euros)	2023		2022		2021	
France	3,747	*60%*	3,643	*61%*	3,586	*61%*
Rest of World	2,476	*40%*	2,367	*39%*	2,284	*39%*
Revenues	**6,223**	***100%***	**6,010**	***100%***	**5,870**	***100%***

5.2 Personnel costs and average employee numbers

		Year ended 31 December		
(in millions of euros)	Note	2023	2022	2021
Salaries		452	430	409
Social security and other employment charges		164	151	147
Capitalised personnel costs		(26)	(25)	(22)
Wages and expenses		**590**	**556**	**534**
Share-based compensation plans	22	3	4	4
Employee benefit plans	21	3	(3)	4
Other		32	34	27
Personnel costs		**628**	**591**	**569**
Annual average number of full-time equivalent employees (in thousands)		*8,645*	*8,578*	*8,446*

Note 6 Interest expenses, other financial income and other financial expenses

Interest

(in millions of euros)		Year ended 31 December		
(Charge)/Income	Note	2023	2022	2021
Interest expense on borrowings	23	(2)	(2)	(1)
Interest expense on borrowings from Vivendi SE		(168)	(39)	(27)
Interest income from loans to Vivendi SE		9	6	1
Interest income from cash, cash equivalents and investments		3	2	-

Interest	**(158)**	**(33)**	**(27)**

In 2023, interest expense incurred on borrowings from Vivendi SE essentially related to Canal+ (€141 million), Dailymotion (€12 million), and GVA (€11 million).

In 2022, interest expense incurred on borrowings from Vivendi SE essentially related to Canal+ (€33 million), Dailymotion (€3 million), and GVA (€2 million).

In 2021, interest expense incurred on borrowings from Vivendi SE essentially related to Canal+ (€23 million), Dailymotion (€2 million), and GVA (€1 million).

The increase in interest expense incurred on borrowings from Vivendi SE in 2023 compared to 2022 and 2021 mostly reflects the increase in interest rates in 2023 (4.19% in 2023 compared to 1.27% and 1.00% in 2022 and 2021 respectively) and to a lesser extent, the increase in average borrowings from Vivendi SE by Canal+, Dailymotion and GVA (€4,023 million in 2023 compared to €3,193 million and €2,786 million in 2022 and 2021, respectively). On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million and ceased to bear interest as of 1 January 2024 (please refer to Note 23 and 25.2).

Other financial charges and income

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Capital gain and revaluation on financial investments	-	-	5
Effect of undiscounting assets (a)	-	-	-
Expected return on plan assets related to employee benefit plans	1	-	-
Foreign exchange gain	-	-	1
Change in value of derivative instruments	-	-	-
Other	2	7	3
Other financial income	**3**	**7**	**9**
Capital loss on the divestiture of businesses	-	-	-
Downside adjustment on financial investments	(4)	(1)	-
Effect of undiscounting liabilities (a)	(2)	(3)	(1)
Interest cost related to employee benefit plans	(1)	-	(1)
Fees and premiums on borrowings and credit facilities issued	-	-	-
Interest expenses on lease liabilities	(6)	(5)	(2)
Foreign exchange loss	(14)	(12)	(5)
Other (b)	(38)	(18)	(36)
Other financial charges	**(65)**	**(39)**	**(45)**
Net total	**(62)**	**(32)**	**(36)**

a. In accordance with applicable accounting standards, where the effect of the time value of money is material, assets and liabilities are initially recorded in the combined statement of financial position at the present value of the expected revenues and expenses. At the end of each subsequent period, the present value of such assets and liabilities is adjusted to account for the passage of time.

b. Mostly includes of fees on acquisitions and the change in value of purchase commitments.

Note 7 Income taxes

7.1 Provision for income taxes and income tax paid by geographic area

Provision for income taxes

(in millions of euros)	Year ended 31 December		
(Charge)/Income	2023	2022	2021
Current			
France	(82)	(104)	(99)
Rest of Europe	(9)	(6)	(14)
Africa	(42)	(40)	(27)

Rest of World	(6)	(5)	(5)
	(139)	**(155)**	**(145)**
Deferred			
France	(7)	10	(13)
Rest of Europe	26	14	-
Africa	1	(1)	-
Rest of World	1	(1)	1
	21	**22**	**(12)**
Provision for income taxes	**(118)**	**(133)**	**(157)**

Income tax paid

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
France	(75)	(104)	(39)
Rest of Europe	(10)	(11)	(7)
Africa	(50)	(47)	(40)
Rest of World	(6)	(5)	(6)
Income tax (paid)/collected	**(141)**	**(167)**	**(92)**

7.2 Effective tax rate

	Year ended 31 December		
(in millions of euros, excluding percentage)	2023	2022	2021
Earnings (losses)	**(16)**	**184**	**158**
Eliminations			
Income from equity affiliates	104	9	(1)
Provision for income taxes	118	133	157
Earnings before provision for income taxes and income from equity affiliates	**206**	**327**	**314**
French statutory tax rate	*25,83%*	*25,83%*	*28,41%*
Theoretical provision for income taxes based on French statutory tax rate	***(53)***	***(84)***	***(89)***
Reconciliation of the theoretical and effective provision for income taxes			
Earnings tax rates differences	2	(1)	4
Use or recognition of tax losses	49	44	33
Depreciation or non-recognition of tax losses	(92)	(63)	(66)
Adjustments to tax expense from previous years	6	4	(1)
Tax on corporate value added (Cotisation sur la valeur ajoutée des entreprises)	(4)	(7)	(7)
Withholding tax	(31)	(29)	(21)
Other	5	3	(10)
Provision for income taxes	**(118)**	**(133)**	**(157)**
Effective tax rate	***57,1%***	***40,5%***	***49,8%***

7.3 Deferred tax assets and liabilities

Changes in deferred tax assets/(liabilities), net

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Opening balance of deferred tax assets/(liabilities), net	**(83)**	**(53)**	**(68)**
Provision for income taxes	21	23	(12)
Charges and income directly recognised in equity	(1)	(1)	31
Business combinations	-	(52)	1
Changes in foreign currency translation adjustments and other	1	-	(5)

Closing balance of deferred tax assets/(liabilities), net	**(62)**	**(83)**	**(53)**

Components of deferred tax assets and liabilities

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
Deferred tax assets			
Recognisable deferred taxes			
Tax attributes (a)	794	751	738
Other	98	114	120
of which non-deductible provisions	*30*	*36*	*25*
employee benefits	*6*	*5*	*9*
working capital	*10*	*10*	*15*
Total gross deferred taxes	**892**	**865**	**858**
Deferred taxes, unrecognised			
Tax attributes (a)	(748)	(729)	(736)
Other	(10)	(10)	(10)
Total deferred tax assets, unrecognised	**(758)**	**(739)**	**(746)**
Recorded deferred tax assets	**134**	**126**	**112**
Deferred tax liabilities			
Asset revaluations (b)	(56)	(65)	(71)
Other	(140)	(144)	(94)
Recorded deferred tax liabilities	**(196)**	**(209)**	**(165)**
Deferred tax assets/(liabilities), net	**(62)**	**(83)**	**(53)**

a. Under French tax law, French corporations and their 95% owned domestic subsidiaries may elect to file one single tax return, thus allowing the offset of losses against the profits of corporations' members of a tax group. Vivendi SE opted for such tax consolidation with amongst others Groupe Canal+, Group Vivendi Africa, Dailymotion, Canal Olympia and their at least 95% owned respective French subsidiaries, together "Canal+ Group's" entities. Tax losses incurred by a subsidiary during the period for which it has been consolidated for tax purposes belong to the head of the tax group i.e. Vivendi SE. Tax losses reported by Canal+ Group's entities which pertain to Vivendi SE tax group amount to:

- As of 31 December 2023: €1,693 million;
- As of 31 December 2022: €1,480 million;
- As of 31 December 2021: €1,383 million.

A subsidiary consolidated for tax purposes which is no longer 95% owned, whatever the cause, can no longer be consolidated for tax purposes and is deemed to be separated from the tax group retroactively to the first day of the fiscal year during which the cause occurred. Tax losses incurred by the separated entity during the period for which it has been consolidated for tax purposes can no longer be carried forward by such entity.

Tax losses reported by an entity for financial years prior to its consolidation for tax purposes can still be carried forward at the level of such entity. Canal+ Group's entities reported losses prior to their tax consolidation with Vivendi for an amount of €426 million as of 31 December 2023. Under French tax law, tax losses are carried forward indefinitely.

As of 31 December 2023, the aggregate amount of losses reported by Canal+ Group's entities which are part of Vivendi SE's French Tax Group and attributed to Vivendi SE as part of Vivendi SE's French Tax Group (€1,693 million) and losses reported prior to their consolidation in Vivendi SE's French Tax Group (€426 million) amounted to €2,119 million, which represented a potential deferred tax asset of €547 million, unrecognised. As mentioned above, those aggregate tax losses pertain to Vivendi SE, as head of the tax group.

b. These tax liabilities, stemming from asset revaluations as part of the purchase price allocation of entities acquired by Canal+ Group, are cancelled upon amortization or divestiture of the related assets and never generate any current tax liabilities.

7.4 Tax litigation

VAT tax reassessments in France

In several proposed tax adjustments ("*propositions de rectification*"), the French tax authorities challenge the right of the Group to benefit from super reduced value-added tax ("**VAT**") rates (2.10% and 5.5%) over the 2016-2019 period while not disputing the 10% VAT rate applied to television services (resulting in a €131 million proposed tax adjustment). With respect to the 2020 and 2021 fiscal years the French tax authorities allege that the Group is not entitled to the 10% VAT rate but instead apply the standard 20% rate to the entire revenue, based on an allegation that the Group does not provide television services, resulting in a €457.8 million proposed tax adjustment. For Groupe Canal Plus ("**GCP**") on the same ground a separate adjustment has been proposed for the 1st May - 31st December 2019 period, resulting in a €66.8 million proposed tax adjustment.

Starting 1st January 2021, French VAT legislation changed so Canal + adjusted its VAT policy to comply with the change while defending the 10% VAT rate on television services.

The Group vigorously contests the proposed tax adjustments in particular the 20% VAT rate application since it considers that the French tax authorities have provided no legal evidence that the 2021 change in VAT law can apply retroactively to prior periods or that Canal + is no longer providing television services. The Group considers that taking the position that Canal+ is no longer providing television services conflicts with the exact opposite position of the French National Centre of Cinema (CNC) which is a public administrative institution responsible for conceiving and implementing government policy in the fields of cinema and other arts and industries related to animated images, namely audiovisual, video, digital creation, and video games. In addition, in a decision rendered on 26 March 2024, the first level Tax Court of Paris ruled in favour of OCS, a wholly-owned subsidiary of Canal+ in a case similar to the Canal+ case. The French tax authorities appealed the first level Tax Court decision. The hearing before the Appeals Court was held on 24 October 2024; a decision is expected in the course of November 2024. Should the Appeals Court reverse the first level Tax Court decision, the case will be heard by the French Tax Supreme Court. Should this happen a decision from the Supreme Court cannot be expected before the second half of 2026.

Due to statute of limitation rules the French tax authorities will have to issue a collection notice before the end of 2024 to collect the €131 million described above. In connection with making the payment the Group will bring a legal proceeding before the Tax Court to request its reimbursement. No decision can be expected before the second half of 2027.

French TST challenge

Société d'Edition de Canal Plus ("**SECP**") and GCP are challenging the rules applied by the CNC when collecting the tax on television services (*Taxe sur les services de television*) (the "**French TST**") with respect to fiscal years 2017 to 2019. After having unsuccessfully challenged those rules before the CNC, the Group filed a claim before the first level Tax Court of Paris to obtain a refund of a portion of the amounts paid (amounting to €87.4 million). On 20 September 2024 the first level Tax Court denied the Group's request. The Group will appeal the decision no later than 20 November 2024. The amount claimed has been paid and booked as a receivable against the CNC for which no provision has been recorded in the Group's financial statements.

With respect to fiscal year 2020 the Group paid the disputed amount and asked for a refund which has not been granted by the CNC. The Group therefore filed a claim to obtain a refund of the disputed amount (€31 million). The amount claimed has been paid and booked as a receivable against the CNC for which no provision has been recorded in the Group's financial statements.

With respect to fiscal year 2021 the Group paid the disputed amount and requested a refund which was received in May 2022 (€28.7 million).

The Group was then subject to an audit by the CNC for fiscal years 2020 and 2021. On 26 December 2023, the CNC issued two notices of proposed adjustments in the aggregate amount of €44.3 million for which no provision has been recorded in the Group's financial statements. The Group challenged these proposed adjustments before the CNC, before which the dispute remains pending. For collection purposes, this amount might be paid by the end of 2024. In connection with making the payment the Group will bring a legal proceeding before the Tax Court requesting reimbursement. No decision can be expected before the second half of 2027.

For fiscal years 2022 and 2023, the Group capped the amount paid in respect of the French TST at the amount determined in accordance with its interpretation of the rules, as defended by the Group before the Paris Administrative Court.

Fiscal years 2022 and 2023 have not yet been audited by the CNC.

As from 1st January 2024, rules governing the French TST have been changed. Although the way this modification has been introduced in the TST law could be disputed, starting 1st January 2024, the Group will apply the law as amended. This will result in an additional annual amount estimated at €20 million for the year ended 31 December 2024. The Group considers that this change demonstrates the merits of the Group's position when challenging the rules for fiscal years prior to 2024.

Tax reassessments regarding Canal+ Luxembourg

Canal+ Luxembourg (formerly M7 and as successor of CDS Topco BV) has been subject to a withholding tax reassessment by the Dutch tax authorities with respect to dividend distributions made by CDS Topco BV to its parent company over the 2015-2017 period, as well as a reassessment relating to the deductibility of interest expenses for fiscal years 2017 and 2018.

- With respect to dividend withholding tax, Dutch tax authorities argue that the parent company which received the dividends was not eligible for a withholding tax exemption, based on abuse of law, arguing that the parent company did not have the required substance and that the beneficial owner of the dividends was outside the European Union. The total reassessment (including interest and penalties) amounts to €20.3 million. Canal+ Luxembourg has contested the tax reassessment before the Dutch courts. The lower court ruled against Canal+ Luxembourg but Canal+ Luxembourg has appealed the decision; the case is now pending before the court of appeals. In parallel, Canal+ filed a recourse claim before the Dutch civil courts in order to obtain a refund of taxes, costs and fees borne in relation to the Dutch tax reassessment. The lower court dismissed Canal+' arguments. Canal+ appealed the decision and the case is pending before the court of appeals; the payment is suspended meanwhile.
- With respect to interest deductibility, Dutch tax authorities challenge the way the company has computed the interest deduction limitation ratio for both fiscal years (on different grounds for each of the two years). The total reassessment (including interest and penalties) amounts to €13 million. The company has contested the tax reassessment and the case is pending before the lower Dutch tax court; the payment is suspended meanwhile.

Tax audits, tax reassessments and procedures in several African jurisdictions

The Group is regularly subject to tax audits, proposed tax adjustments and other tax procedures in the African jurisdictions where it operates. Several jurisdictions and several tax matters (e.g. corporate income tax, VAT, turnover taxes, withholding tax) are concerned. *The Group maintains and regularly updates a provision in its consolidated financial statements that reflects its best estimate of the actual tax risk, considering its prior history of resolution of the procedures.*

Note 8 Earnings per share

As the combined group was not a legal entity constituted as of 31 December 2023, 2022 and 2021, the number of shares outstanding is not determinable. Consequently, no earnings per share data is presented in the Combined Financial Statements.

Note 9 Charges and income directly recognised in equity

Details of changes in equity related to other comprehensive income

	Items not subsequently reclassified to profit or loss	Items to be subsequently reclassified to profit or loss

(in millions of euros)	Actuarial gains/(losses) related to employee defined benefit plans (a)	Financial assets at fair value through other comprehensive income	Unrealised gains/(losses) Hedging instruments	Foreign currency translation adjustments	Other comprehensive income from equity affiliates, net	**Other comprehensive income**
Balance as of 1 January 2021	**1**	**60**	**(3)**	**(69)**	**-**	**(11)**
Charges and income directly recognised in equity	-	(41)	2	(7)	-	(46)
Tax effect	-	27	-	-	-	27
Balance as of 31 December 2021	**1**	**46**	**(1)**	**(76)**	**-**	**(30)**
Charges and income directly recognised in equity	15	2	(2)	(2)	45	58
Tax effect	(4)	-	1	-	-	(3)
Balance as of 31 December 2022	**12**	**48**	**(2)**	**(78)**	**45**	**25**
Charges and income directly recognised in equity	-	(37)	3	47	3	16
Tax effect	-	-	(1)	-	-	(1)
Balance as of 31 December 2023	**12**	**11**	**-**	**(31)**	**48**	**40**

a. Please refer to Note 21.

Note 10 Goodwill

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021	1 January 2021
Goodwill	**2,458**	**2,450**	**2,341**	**2,300**

10.1 Changes in goodwill

(in millions of euros)	31 December 2022	Impairment losses	Business combinations	Divestitures in progress	Changes in foreign currency translation adjustments and other	31 December 2023
Europe	1,632	-	1	-	10	1,643
Africa and Asia	384	(3)	-	-	-	381
Content Production, Distribution and Other	434	-	-	(2)	2	434
Total	**2,450**	**(3)**	**1**	**(2)**	**12**	**2,458**

(in millions of euros)	31 December 2021	Impairment losses	Business combinations	Divestitures in progress	Changes in foreign currency translation adjustments and other	31 December 2022
Europe	1,547	-	87 (a)	-	(2)	1,632
Africa and Asia	384	-	-	-	-	384
Content Production, Distribution and Other	410	-	22	-	2	434
Total	**2 341**	**-**	**109**	**-**	**-**	**2,450**

(in millions of euros)	1 January 2021	Impairment losses	Business combinations	Divestitures in progress	Changes in foreign currency translation adjustments and other	31 December 2021
Europe	1,553	-	-	-	(6)	1,547
Africa and Asia	385	(1)	-	-	-	384
Content Production, Distribution and Other	362	-	38	-	10	410

Total	**2,300**	**(1)**	**38**	**-**	**4**	**2,341**

a. Related to the acquisition of 70% of SPI.

10.2 Impairment test of Goodwill

As of 1 January 2021 and 31 December 2023, 2022 and 2021, Canal+ Group ensured that the recoverable amount of each CGU or groups of CGUs tested exceeded their carrying value (including goodwill). For a description of the methods used for the impairment test, please refer to Note 2.3.6.7.

The goodwill impairment tests of each CGU or group of CGUs were performed, based on valuations of recoverable amounts determined through internal valuations. As a result, and notwithstanding the current macroeconomic uncertainties, Canal+ Group's management concluded that as of 1 January 2021 and 31 December 2021, 2022 and 2023, the recoverable amount of each CGU or group of CGUs tested was at least equal to its carrying value.

For a description of Canal+ Group's CGUs or groups of CGUs, as well as key assumptions, please refer to the tables below.

Presentation of CGU or groups of CGUs

Operating segments	**Cash Generating Units (CGU)**	**CGU or groups of CGUs tested** (a)
Europe	Pay-TV in France and in the Rest of Europe	Europe
	Free-to-air TV in France	
Africa and Asia	Pay TV in Africa and Asia	Africa and Asia
	Group Vivendi Africa	
	Venues in Africa	
Content Production, Distribution and Other	Studiocanal	Content Production, Distribution and Other
	Dailymotion	
	Venues in France	

a. Relates to the level of monitoring return on investments.

Considerations related to macroeconomic uncertainties

Canal+ Group notes that current macroeconomic uncertainties, as well as the COVID-19 pandemic for 2021, have a significant impact on the financial markets and the prices of certain commodities, which affect the outlook of the global economy. Canal+ Group has, to the best of its ability, taken into account, for relevant periods, the indirect consequences of these events in determining the value of its business activities as of 1 January 2021 and 31 December 2023, 2022 and 2021.

With regard in particular to the discount rate, the economic recovery following the health crisis and the consequences of the invasion of Ukraine by Russia have led to significantly higher inflation, which has been less transitory than expected, increasing the inflation rate component. In a context of volatility in interest rates and noting that, despite the increase observed since the beginning of 2022, the actual rates served by the 10-year government bonds of the eurozone remain close to zero, Canal+ Group's management considers that, to date, the actual interest rate component has not been affected.

Consideration of climate change

The preparation of financial statements involves taking into account climate change issues, and to this day, Canal+ Group considers that the consequences of climate change should not have any material impact on the consolidated financial statements as of 1 January 2021 and 31 December 2023, 2022 and 2021 and on its medium-term activities. Canal+ Group's Management Board ensured that assumptions used in goodwill impairment tests include the most likely future effects related to climate change.

10.2.1 Presentation of key assumptions used for the determination of recoverable amounts

Regarding Pay-TV and Free-to-air TV, as of 1 January 2021 and 31 December 2023, 2022 and 2021, given that no business plan was available, the recoverable amounts of the groups of CGUs Europe, Africa and Asia were determined on the basis of market data, multiple observed on stock markets or in recent mergers/acquisitions of about twenty similar companies, financial parameters consistent with those of previous years (an EBITDA multiple for Pay-TV and revenues multiple for Free-to-air TV). Based on these valuations multiple, as of 1 January 2021 and 31 December 2023, 2022 and 2021, Canal+ Group considered that recoverable amounts of Europe and of Africa and Asia are at least equal to their net carrying amount. The recoverable amount used for the relevant CGU or group of CGUs was determined based on its value in use applying the key assumptions set out below, excluding for Pay-TV Europe, Free-to-air TV and Pay-TV Africa and Asia.

Regarding Content Production, Distribution and Other, as of 1 January 2021 and 31 December 2023, 2022 and 2021, the value in use of Content Production, Distribution and Other is determined as the discounted value of future cash flows by using cash flow projections consistent with, respectively, the 2022, 2023 and 2024 budget and the forecasts prepared by the operating segments. These forecasts were prepared on the basis of financial targets as well as the following key assumptions: discount rate, perpetual growth rate and EBITDA, capital expenditures, the competitive and regulatory environments, technological developments and level of commercial expenses.

As of 1 January 2021 and 31 December 2023, 2022 and 2021, the goodwill impairment test was performed on the basis of estimates consistent with estimates made at the same date, in accordance with IFRS 1 C4.g.ii.

Operating segments	CGU or groups of CGU tested		Valuation method				Discount Rate (a) / Multiple transaction or multiple market (b)				Perpetual Growth Rate			
			2023	2022	2021	01/01/2021	2023	2022	2021	01/01/2021	2023	2022	2021	01/01/2021
Europe	Pay-TV Europe	(c)	Comparables	Comparables	Comparables	Comparables	9.6x	10.7x	10.7x	10.7x	na	na	na	na
	Free-to-air TV	(c)	Comparables	Comparables	Comparables	Comparables	2.9x	2.9x	2.9x	2.9x	na	na	na	na
Africa and Asia	Pay-TV Africa and Asia	(c)	Comparables	Comparables	Comparables	Comparables	9.6x	10.7x	10.7x	10.7x	na	na	na	na
	Group Vivendi Africa		(d)	(e)	(e)	(e)	(e)	(e)	(e)	(e)	na	na	na	na
	Venues in Africa		(d)	(e)	(e)	(e)	(e)	(e)	(e)	(e)	na	na	na	na
Content Production Distribution and Others	Studiocanal		DCF	DCF	DCF	DCF	7.45%	7.60%	7.82%	7.70%	1.00%	1.00%	1.00%	1.00%
	Dailymotion		(d)	(f)	(f)	(f)	(f)	(f)	(f)	(f)	na	na	na	na
	Venues in France		(d)	DCF	DCF	DCF	na	8.23%	9.00%	9.00%	na	2.25%	1.00%	1.00%

a. The determination of recoverable amounts using a post-tax discount rate applied to post-tax cash flows provides recoverable amounts consistent with those that would have been obtained using a pre-tax discount rate applied to pre-tax cash flows.

b. EBITDA multiple for Pay-TV and a revenue multiple for Free-to-air TV.

c. Based on multiple market and transaction valuations, as of 1 January 2021, and 31 December 2023, 2022 and 2021, Canal+ Group considered that recoverable amounts of Europe and of Africa and Asia are at least equal to their net carrying amount.

d. The recoverable amount corresponds to the estimated value of the transfers of these companies to Canal+ by Vivendi.

e. No impairment test was implemented regarding these businesses mainly resulting from organic development and for which goodwill is not material.

f. Upon the acquisition of Dailymotion, Vivendi implemented a five-year long-term incentive plan for the benefit of certain key executives, including executives of Universal Music Group. This plan was linked to the increase in the enterprise value of Dailymotion relative to its acquisition value. In accordance with IAS 36.80, Vivendi allocated the entire goodwill of Dailymotion to Vivendi's CGU Universal Music Group. Given the absence of goodwill related to Dailymotion in these Combined Financial Statements, no impairment test was performed.

10.2.2 Sensitivity of recoverable amounts of CGUs or groups of CGUs

On the basis of the recoverable amounts determined for each CGU or groups of CGUs as part of the goodwill impairment test as of 31 December 2023, 2022 and 2021:

- a change of at least 20% in the multiple applied to the EBITDA or revenues of Europe (respectively for Pay-TV and Free-to-air TV) would not result in an impairment loss for Europe;
- a change of at least 50% in the multiple applied to the EBITDA of Africa and Asia would not result in an impairment loss for Africa and Asia;

- as of 31 December 2023, 2022 and 2021, the recoverable amount of Studiocanal would be equal to its carrying amount if (i) the discount rates were to increase by 2.24 points, 2.20 points and 1.39 points, respectively, (ii) the perpetual growth rates were to decrease by 4.06 points, 3.86 points and 2.28 points, respectively and (iii) the discounted cash flows were to decrease by 25.92%, 27.86% and 19.50%, respectively.

Note 11 Content assets and commitments

11.1 Content assets

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
Film and television costs	825	719	553
Sports rights	622	647	578
Content assets	**1,447**	**1,366**	**1,131**
Deduction of current content assets	(979)	(972)	(861)
Non-current content assets	**468**	**394**	**270**

11.2 Changes in content assets

(in millions of euros)	Total
Balance as of 1 January 2021	**995**
Increase	1,610
Decrease (consumptions)	(1,660)
Amortization	(24)
Business combinations	19
Foreign currency translation adjustments and other	191
Balance as of 31 December 2021	**1,131**
Increase	2,048
Decrease (consumptions)	(1,831)
Amortization	(31)
Business combinations	49
Foreign currency translation adjustments and other	-
Balance as of 31 December 2022	**1,366**
Increase	2,037
Decrease (consumptions)	(1,894)
Amortization	(28)
Business combinations	3
Foreign currency translation adjustments and other	(37)
Balance as of 31 December 2023	**1,447**

Acquisition paid on content investment include increase in content investments as mentioned above for the years ended 31 December 2023, 2022, 2021, respectively, less increase/(decrease) in payables on audiovisual rights, production and programming costs of €22 million, €22 million and €34 million for the years ended 31 December 2023, 2022, 2021, respectively.

11.3 Contractual content commitments

Commitments given recorded in the combined statement of financial position: content liabilities

Content liabilities are mainly recorded in “Trade accounts payable and other” or in “Other non-current liabilities” whether they are current or non-current, as applicable.

	Minimum future payments as of 31 December 2023				As of 31 December 2022	As of 31 December 2021
		Payments due in				
(in millions of euros)	Total	2024	2025-2028	After 2028		

Film and television rights	213	213	-	-	183	207
Sports rights	476	476	-	-	520	455
Content liabilities	**689**	**689**	-	-	**703**	**662**

Off-balance sheet commitments: creative talent, employment agreements and others

	Minimum future payments as of 31 December 2023				As of 31 December 2022	As of 31 December 2021
		Payments due in				
(in millions of euros)	Total	2024	2025-2028	After 2028		
Film and television rights (a)	2,761	1,241	1,505	15	3,234	3,256
Sports rights (b)	3,217	841	2,248	128	3,913	2,638
Other	-	-	-	-	-	-
Given commitments	**5,978**	**2,082**	**3,753**	**143**	**7,147**	**5,894**
Film and television rights (a)	(248)	(159)	(89)	-	(204)	(112)
Sports rights	(81)	(75)	(6)	-	(224)	(371)
Other	-	-	-	-	-	(5)
Received commitments	**(329)**	**(234)**	**(95)**	**-**	**(428)**	**(488)**
Net total	**5,649**	**1,848**	**3,658**	**143**	**6,719**	**5,406**

a. Mainly includes multi-year contracts for movies and TV production broadcasting rights (primarily exclusivity contracts with major US studios), pre-purchases of rights in the French cinema industry, Studiocanal's film production and co-production commitments (given and received), and Canal+ multichannel digital TV package broadcasting rights. These are recorded as content assets when the broadcast is available for initial release or after the initial significant payment. As of 31 December 2023, provisions recorded in respect of these commitments amounted to €56 million (compared to €56 million as of 31 December 2022 and €40 million as of 31 December 2021).

b. In addition, these amounts do not include commitments under contracts for channel diffusion rights and non-exclusive distribution of channels, in respect of which Canal+ did not grant or receive minimum guaranteed amounts. The variable amount of these commitments cannot be reliably determined and is not reported in either the combined statement of financial position or in the commitments and is instead recorded as a content cost and/or a revenue when applicable, for the period in which it was incurred. Based on an estimate of the future subscriber base at Canal+, net commitments received amounted to €75 million as of 31 December 2023 (compared to €32 million as of 31 December 2022 and €22 million as of 31 December 2021).

   On 2 December 2021, Canal+ and film organisations, represented by BLIC, BLOC and ARP, announced the signing of a new agreement which replaced the 2018 agreement, and extended the partnership between Canal+ and the French film industry until at least year-end 2024.

   Among other things, the agreement, which will only come into force after the adoption of the new media scheduling arrangements proposed by the film organisations and changes to regulations by the public authorities (including the new DTT and CABSAT orders) provides for:

   - a guaranteed investment of over €600 million in French and European movies by Canal+ and Ciné+ over the next three years;
   - an advancement of Canal+'s position in the media schedule to six months after theatre release, aligning with its confirmed status as the leading contributor to French and European film production;

- a minimum nine-month period of exclusive broadcast rights for Canal+, and as much as sixteen months in relation to the second period; and
- a better exposure and circulation of works on Canal+'s movie channels and on Canal+'s OTT platform.

With respect to the obligations governing investments in audiovisual production, under Decree No. 2021-1926 of 30 December 2021, the Canal+ channel must dedicate at least 4.2% of its total net revenue for the previous year to "heritage works" (drama, animation, creative documentaries, music videos and actual footage or reenactments of live performances). A portion of this investment (representing at least 2.8% of net revenue) is allocated to the development of independent production.

Only those films for which an agreement in principle has been reached with the producers are recognised as off-balance sheet commitments, as it is not possible to make a reasonably reliable estimate of the total and future obligations under agreements with the professional cinema organisations and the producers' and authors' organisations.

c. Mainly includes broadcasting rights held by Canal+ to the following sporting events:

- European Soccer Competitions (UEFA): Champions League, Europa League and Europa Conference League, for the 2024/2025 to 2026/2027 seasons; as a reminder, Canal+ held the Soccer Champions League rights, on an exclusive basis for the two premium lots until the end of the 2023/2024 season, for which Canal+ granted exclusive co-broadcasting rights to Altice Group under a sub-license agreement;
- English Premier League rights: on 21 September 2023, Canal+ announced the renewal of the entire: until the end of the 2027/2028 season in France, the Czech Republic, Slovakia and Vietnam;
- Lot 3 of the French professional Soccer League 1: until the end of 2023/2024 season through a sub-license agreement entered into with beIN Sports on 12 February 2020;
- National French Rugby Championship (TOP 14): on an exclusive basis until the end of the 2026/2027 season;
- Formula 1 racing: on an exclusive basis until the end of the 2029 season; and
- MotoGP™: on an exclusive basis until the 2029 season.

These commitments are accounted for in the combined statement of financial position either upon the start of every season or upon an initial significant payment.

Note 12 Other intangible assets

12.1 Other intangible assets

	31 December 2023		
(in millions of euros)	Other intangible assets, gross	Accumulated amortization and impairment losses	Other intangible assets, net
Customer bases and trade names	705	(499)	206
Software	312	(182)	130
Other	684	(388)	296
Total	**1,701**	**(1,069)**	**632**

	31 December 2022		
(in millions of euros)	Other intangible assets, gross	Accumulated amortization and impairment losses	Other intangible assets, net
Customer bases and trade names	698	(460)	238
Software	286	(165)	121
Other	579	(298)	281
Total	**1,563**	**(923)**	**640**

(in millions of euros)	31 December 2021 Other intangible assets, gross	Accumulated amortization and impairment losses	Other intangible assets, net
Customer bases and trade names	692	(422)	270
Software	278	(177)	101
Other	585	(326)	259
Total	**1,555**	**(925)**	**630**

12.2 Changes in other intangible assets

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Opening Balance	**640**	**630**	**606**
Amortization and impairment losses	(149)	(139)	(139)
Acquisitions	116	124	125
Increase related to internal developments	18	25	22
Decreases	(4)	(4)	(2)
Business combinations	(4)	13	-
Changes in foreign translation adjustments and other	15	(9)	18
Closing Balance	**632**	**640**	**630**

Note 13 Property and equipment

13.1 Property and equipment

	31 December 2023		
(in millions of euros)	Property and equipment, gross	Accumulated depreciation and impairment losses	Property and equipment, net
Set-top boxes	1,139	(853)	286
Equipment and machinery	730	(488)	242
Building	136	(58)	78
Land	15	-	15
Assets in progress	42	(2)	40
Other	91	(77)	14
Total	**2,153**	**(1,478)**	**675**

	31 December 2022		
(in millions of euros)	Property and equipment, gross	Accumulated depreciation and impairment losses	Property and equipment, net
Set-top boxes	1,117	(808)	309
Equipment and machinery	636	(430)	206
Building	128	(51)	77
Land	15	-	15
Assets in progress	48	(1)	47
Other	95	(77)	18
Total	**2,039**	**(1,367)**	**672**

	31 December 2021		

(in millions of euros)	Property and equipment, gross	Accumulated depreciation and impairment losses	Property and equipment, net
Set-top boxes	1,212	(896)	316
Equipment and machinery	666	(497)	169
Building	133	(85)	48
Land	15	-	15
Assets in progress	50	-	50
Other	91	(78)	13
Total	**2,167**	**(1,556)**	**611**

13.2 Changes in Property and equipment

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Opening Balance	***672***	***611***	***529***
Depreciation and impairment losses	(159)	(155)	(146)
Acquisitions	158	189	219
Decreases	(4)	(5)	(3)
Business combinations	-	1	-
Changes in foreign translation adjustments and other	8	31	12
Closing Balance	**675**	**672**	**611**

Note 14 Leases

14.1 Rights-of-use relating to leases

As of 31 December 2023, the rights-of-use relating to leases amounted to €272 million (compared to €268 million as of 31 December 2022 and €308 million as of 31 December 2021) less the accumulated depreciation and impairment losses for €88 million as of 31 December 2023 (compared to €63 million as of 31 December 2022 and €103 million as 31 December 2021). These rights-of-use relate to real estate leases.

Changes in the rights-of-use

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Opening balance	**205**	**205**	**77**
Depreciation	(42)	(35)	(41)
Acquisitions/increase	5	17	172
Sales/decrease	-	-	(1)
Business combinations	1	-	-
Divestitures in progress	-	-	-
Foreign currency translation adjustments and other	15	18	(2)
Closing balance	**184**	**205**	**205**

14.2 Lease liabilities

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Opening Balance	**229**	**216**	**98**
Lease payments	(32)	(28)	(46)
Interest expense	5	5	2
Acquisitions/increase	4	17	171
Sales/decrease	-	-	-
Business combinations	1	-	-
Divestitures in progress	-	-	-

Foreign currency translation adjustments and other	16	19	(9)
Closing Balance	**223**	**229**	**216**

Maturity of lease liabilities

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
< 1 year	41	14	20
Between 1 and 5 years	158	150	112
> 5 years	24	65	84
Lease liabilities	**223**	**229**	**216**

14.3 Lease-related expenses

Lease-related expenses (consisting of depreciation of right of use assets and interest expenses on lease liabilities) recorded in the combined statement of earnings amounted to €47 million in 2023 (compared to €40 million in 2022 and €43 million in 2021).

Note 15 Investments in equity affiliates

15.1 Canal+ Group's main investments in equity affiliates

	Ownership interest as of 31 December			Voting interest as of 31 December			Net carrying amount of equity affiliates as of 31 December		
in millions of euros)	2023	2022	2021	2023	2022	2021	2023	2022	2021
MultiChoice	33.76%	29.13%	16.73%	(a)	(a)	na	899	875	na
Viu (b)	27.32%	na	na	27.32%	na	na	171	na	na
Other							33	28	21
							1,103	**903**	**21**

na: not applicable.

a. As of 31 December 2023, Canal+ Group SA ("Canal+") held 149.4 million shares in MultiChoice Group Ltd ("MultiChoice"), representing 33,76% of MultiChoice's share capital. As of that date, the purchase price of Canal+ Group's interest in MultiChoice amounted to €936 million (ZAR113.82 per share in average). South African regulations prohibit any foreign investor (excluding countries in the African Union that entered into bilateral agreements) from holding a direct or indirect financial interest of more than 20% of the voting rights or controlling a company holding commercial television broadcasting licensing. MultiChoice's memorandum of incorporation limits the voting rights of all of MultiChoice's foreign shareholders to 20% with, if necessary, a proportional reduction of their voting rights (a "scale back" mechanism). As a reminder, Canal+ is the largest shareholder of MultiChoice, qualified as a "material shareholder" by MultiChoice, which is accounted for under the equity method by Canal+ as from 1 January 2022 (please refer to Note 3.1). As a reminder as of 31 December 2021, Canal+ held 73.6 million shares in MultiChoice, representing 16.63% of MultiChoice's share capital. Canal+'s interest in MultiChoice was classified and accounted for as a financial investment in accordance with IFRS 9 - Financial Instruments.

   As of 31 December 2023 and 2022, the stock market price of Multichoice ordinary shares showed a decrease compared to the average purchase price paid by Canal+ and the value of Multichoice shares accounted for under the equity method. Canal+ tested the value of its interest in Multichoice to determine whether the recoverable value was at least equal to its carrying amount. With the assistance of a third-party appraiser, Canal+ performed standard valuation methods: the value in use, determined as the discounted value of future cash flows; the fair value, determined on the basis of market data including, stock market prices, comparable listed companies and comparison with the value attributed to similar assets or companies in recent acquisition transactions. As of 31 December 2022 and 2023, Canal+'s management considered that the recoverable amount Multichoice is at least equal to its carrying amount.

b. On 21 June 2023, Canal+ Group SA announced that it had invested $200 million, (approximately €186 million) in Viu, a leading streaming platform in Asia (please refer to Note 3.2). As of 31

December 2023, no goodwill impairment test was carried out on Viu given that the acquisition date was close to the financial closing date and the on going purchase price allocation.

Change in value of investments in equity affiliates

	Year ended 31 December			
(in millions of euros)	2023	2022		2021
Opening Balance	**903**	**21**		**26**
Acquisitions/increase	312	385		-
Reclassification from financial investments	-	498	(a)	-
Sales/decrease	-	-		-
Income from equity affiliates	(104)	(9)		1
Change in other comprehensive income	4	45		-
Dividends received	(1)	(36)		(1)
Other	(11)	-		(5)
Closing Balance	**1,103**	**903**		**21**

a. Related to MultiChoice, which is accounted for under the equity method by Canal+ Group as from 1 January 2022 (please refer to Note 3.1).

15.2 Financial information data

The main financial items in the Combined Financial Statements, as publicly disclosed by MultiChoice Group Ltd ("MultiChoice"), were as follows:

	Half-year Financial Statements as of 30 September (a)	
<u>Statement of financial position</u>	2023	2022
Date of publication:	*15 November 2023*	*10 November 2022*
(in millions of euros)		
Non-current assets	1,224	1,515
Current assets	1,189	1,414
Total assets	2,413	2,929
Total equity	38	404
Non-current liabilities	1,108	806
Current liabilities	1,267	1,719
Total liabilities	2,413	2,929

	Half-year Financial Statements as of 30 September (a)	
<u>Statement of earnings</u>	2023	2022
Date of publication:	*15 November 2023*	*10 November 2022*
(in millions of euros)		
Revenues	1,407	1,683
Earnings attributable to Canal+ Group owners	(66)	(15)
of which continuing operations	*(66)*	*(15)*
discontinued operations	-	-
Canal+ Group's share of net earnings (b)	(89)	(11)
Comprehensive income	(6)	45

a. Given the respective publication dates of Canal+ Group SA ("Canal+") through Vivendi's and MultiChoice's financial statements, Canal+ accounts for its share of MultiChoice's net earnings with a three-month reporting lag. The Combined Financial Statements of Canal+ Group for the fiscal years ended 31 December 2023 and 2022 include Canal+ share of MultiChoice's net earnings based on Multichoice's Half-year Financial Statements as of 30 September 2023 and 2022 respectively.

b. Canal+'s share of net earnings includes amortization of assets related to the purchase price allocation.

Regarding Viu, the main financial items in the Combined Financial Statements were not publicly disclosed as of 31 December 2023.

Note 16 Financial assets

(in millions of euros)	31 December 2023			Total as of 31 December 2022	Total as of 31 December 2021	
	Total	Current	Non-current			
Financial assets at fair value through profit or loss	**20**	**19**	**1**	**45**	**36**	
Term deposits	-	-	-	-	-	
Level 1				-	-	
Listed equity securities	-	-	-	-	-	
Level 2				-	-	
Unlisted equity securities	-	-	-	-	-	
Derivative financial instruments	20	19	1	45	36	
Other financial assets	-	-	-	-	-	
Level 3 - Other financial assets	-	-	-	-	-	
Financial assets at fair value through other comprehensive income	**12**	**-**	**12**	**2**	**501**	
Level 1 - Listed equity securities	5	-	5	-	498	(a)
Level 2 - Unlisted equity securities	-	-	-	-	-	
Level 3 - Unlisted equity securities	8	-	8	2	3	
Financial assets at amortized cost	**234**	**2**	**232**	**148**	**83**	
Financial assets	**266**	**21**	**245**	**195**	**620**	

The three classification levels for the measurement of financial assets at fair value are defined in Note 2.3.1.

a. As of 31 December 2021, Canal+ held 73.6 million MultiChoice shares, representing 16,63% of the share capital. Canal+'s interest in MultiChoice was classified and accounted for as a financial investment in accordance with IFRS 9 - Financial Instruments. As from 1 January 2022, MultiChoice is accounted for under the equity method by Canal+ (please refer to Notes 3.1 and 15).

Note 17 Net working capital

17.1 Changes in net working capital

(in millions of euros)	31 December 2022	Changes in operating working capital (a)	Business combinations	Divestitures, changes in foreign currency translation adjustments and others (b)	31 December 2023	
Other non current assets	80	(6)			74	
Inventories	107	(18)	-	-	89	
Trade accounts receivable and other	1,458	2	-	(67)	1,394	
Of which trade accounts and receivables	*641*	*4*	*2*	*17*	*664*	(c)
write-offs	*(102)*	*(15)*	*-*	*4*	*(113)*	
Working capital assets	**1,645**	**(22)**	**-**	**(67)**	**1,556**	
Trade accounts payable and other	2,743	(34)	5	(12)	2,702	
Other non-current liabilities	17	4	-	(17)	4	
Working capital liabilities	**2,761**	**(30)**	**5**	**(29)**	**2,707**	
Net working capital	**(1,116)**	**7**	**(5)**	**(37)**	**(1,151)**	

(in millions of euros)	31 December 2021	Changes in operating working capital (a)	Business combinations	Divestitures, changes in foreign currency translation adjustments and others (b)	31 December 2022	
Other non current assets	89	(9)			80	
Inventories	76	29	-	2	107	
Trade accounts receivable and other	1,550	(139)	40	8	1,458	
Of which trade accounts and receivables	*725*	*(102)*	*12*	*6*	*641*	(c)
write-offs	*(95)*	*(5)*	*-*	*(2)*	*(102)*	
Working capital assets	**1,715**	**(120)**	**40**	**10**	**1,645**	
Trade accounts payable and other	2,733	(64)	44	30	2,743	
Other non-current liabilities	23	(1)	-	(5)	17	
Working capital liabilities	**2,756**	**(65)**	**44**	**25**	**2,761**	
Net working capital	**(1,041)**	**(54)**	**(4)**	**(15)**	**(1,116)**	

(in millions of euros)	1 January 2021	Changes in operating working capital (a)	Business combinations	Divestitures, changes in foreign currency translation adjustments and others (b)	31 December 2021	
Other non current assets	115	(26)			89	
Inventories	72	(3)	6	1	76	
Trade accounts receivable and other	1,444	91	24	(8)	1,550	
Of which trade accounts and receivables	*674*	*27*	*13*	*11*	*725*	(c)
write-offs	*(114)*	*7*	*(1)*	*13*	*(95)*	
Working capital assets	**1,631**	**61**	**30**	**(7)**	**1,715**	
Trade accounts payable and other	2,358	42	39	294	2,733	
Other non-current liabilities	10	-	1	12	23	
Working capital liabilities	**2,368**	**42**	**40**	**306**	**2,756**	
Net working capital	**(737)**	**20**	**(10)**	**(313)**	**(1,041)**	

a. Excludes content investments.

b. Mainly includes the change in net working capital relating to content investments, capital expenditures and other investments.

c. Of which (i) €452 million trade accounts receivable not yet due for payment as of 31 December 2023 (compared to €396 million as of 31 December 2022 and €372 million as of 31 December 2021); (ii) €112 million trade accounts receivable less than six months past due as of 31 December 2023 (compared to €129 million as of 31 December 2022 and €221 million as of 31 December 2021); and (iii) €100 million trade accounts receivable more than six months past due as of 31 December 2023 (compared to €116 million as of 31 December 2022 and €132 million as of 31 December 2021).

17.2 Trade accounts receivable and other

Credit risk

Canal+ Group does not consider there to be a significant risk of non-recovery of trade accounts receivable for its business segments. The large individual customer base, broad variety of customers and markets, and geographic diversity of its business segments enable Canal+ Group to minimise the risk of credit concentration related to trade accounts receivable.

Canal+ Group's operational subsidiaries have set up procedures and systems to monitor their trade accounts receivable and recover outstanding amounts.

17.3 Trade accounts payable and other

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
Trade accounts payable	1,992	2,030	2,079
Other	710	713	654
Trade accounts payable and other	**2,702**	**2,743**	**2,733**

Note 18 Cash and cash equivalents and loans to Vivendi

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
Cash	282	230	168
Term deposits and current accounts	51	52	23
Cash and cash equivalents	**334**	**282**	**191**
Loans to Vivendi SE	**94**	**87**	**76**

18.1 Liquidity risk

Canal+ Group considers that cash flows generated by its operating activities, as well as cash available through cash management agreement between Vivendi SE and Canal+ Group SA (please refer to Note 25.2) will be sufficient to cover its operating expenses and investments, debt service, payment of income taxes, distribution of dividends, as well as its investment projects, for the next twelve months.

On 4 June 2024, Canal+ Group SA ("Canal+") and MultiChoice Group Ltd ("MultiChoice") issued a combined circular to MultiChoice shareholders regarding the mandatory offer by Canal+ to acquire the MultiChoice shares it does not own for a consideration of ZAR125 per share, representing an aggregate cash consideration to be paid by Canal+ of ZAR35,373 million (approximately €1,900 million), fully funded from funds available to Canal+ (please refer to Note 3.1).

In accordance with South African takeover regulations, Canal+ provided the Takeover Regulation Panel (TRP) with a bank guarantee issued by a South African bank on behalf of Canal+. Under the bank guarantee, this South African bank has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

Simultaneously, to cover the bank guarantee, Canal+ entered a credit facility, which may be utilised by way of drawing of loans and issue of letter of credit, up to a maximum amount of €1,900 million. Vivendi SE is *caution solidaire* (guarantor) in respect of Canal+ obligations under the credit facility, Canal+ being the primary obligor.

In addition, Canal+ set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount of €1,200 million.

On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million (please refer to Note 25.2).

Note 19 Equity

As the combined group was not a legal entity constituted as of 31 December 2023, 2022 and 2021, the number of shares outstanding is not determinable.

Non-controlling interests

The following table presents the main non-controlling interests of the combined group:

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
Canal+ Polska	210	188	184
Canal+ Antilles	98	88	80
VSTV (Vietnam Satellite Digital Television Company JSC)	(84)	(80)	(70)
Other	22	19	3

Non-controlling interests	**246**	**215**	**197**

Note 20 Provisions

(in millions of euros)	Note	31 December 2023	31 December 2022	31 December 2021
Employee benefits (a)		17	16	28
Restructuring costs		17	20	28
Litigations	27	276	398	404
Losses on onerous contracts		64	64	48
Other (b)		24	30	40
Provisions		**398**	**528**	**548**
Deduction of current provisions		(157)	(222)	(340)
Non-current provisions		**241**	**306**	**208**

a. Includes deferred employee compensation as well as provisions for employee defined benefit plans but excludes employee termination reserves recorded under restructuring costs.

b. Notably includes litigation provisions for which the amount and nature are not disclosed because such disclosure could be prejudicial to Canal+ Group.

Changes in provisions

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Opening Balance	**528**	**548**	**578**
Addition	46	84	145
Utilisation	(24)	(32)	(91)
Reversal	(143)	(73)	(77)
Business combinations	(6)	11	-
Changes in foreign currency translation adjustments and other	(3)	(10)	(7)
Closing Balance	**398**	**528**	**548**

Note 21 Employee benefits

In application of the principles set out in Note 2.3.9.2 "Employee benefit plans", provisions are recognised to cover Canal+ Group's obligations under defined benefit plans.

The provision recognised as of 31 December represents the value of beneficiaries' accumulated rights less the related plan assets. Canal+ Group's main obligations concerning pensions and other post-employment benefits relate to plans in France.

21.1 Employee defined benefit plans

21.1.1 Assumptions used in the evaluation and sensitivity analysis

Discount rate, expected return on plan assets, and rate of compensation increase

The assumptions underlying the valuation of defined benefit plans were made in compliance with the accounting policies presented in Note 2.3.9 and have been applied consistently for several years. Demographic assumptions (including notably the rate of compensation increase) are company specific. Financial assumptions (notably the discount rate) are determined by independent actuaries and other independent advisors and are reviewed by Canal+ Group's Finance department. The discount rate is therefore determined for each country by reference to yields on notes issued by investment grade companies having a credit rating of AA and maturities identical to that of the valued plans, generally based on relevant rate indices. The discount rates selected are therefore used by Vivendi's Finance department at year-end to determine a best estimate of expected trends in future payments from the first benefit payments.

In accordance with IAS 19, the expected return on plan assets is estimated by using the selected discount rate to value the obligations of the previous year.

In weighted average

	Pension benefits		
	2023	2022	2021
Discount rate (a)	3.5%	3.8%	0.9%
Rate of compensation increase	2.7%	2.7%	2.3%
Duration of the benefit obligation (in years)	11.9	12.2	12.6

a. A 50-basis-point increase (or a 50-basis-point decrease, respectively) in the 2023 discount rate would have led to a decrease in the obligations of pension and post-retirement benefits of €2.3 million (or an increase of €2.5 million, respectively).

Allocation of pension plan assets

	December 31, 2023	December 31, 2022	December 31, 2021
Equity securities	7%	8%	8%
Debt securities	83%	83%	84%
Real estate	7%	8%	7%
Cash and other	3%	1%	1%
Total	**100%**	**100%**	**100%**

Pension plan assets are mainly financial assets actively traded in organised financial markets. While they may be exposed to interest rate risk, credit risk and counterpart risk, they are invested in a diversified portfolio to provide protection against these exposures, which could act to increase the net pension surplus/deficit.

These assets do not include occupied buildings or assets used by the Canal+ Group nor any shares or debt instruments of entities within Canal+ Group.

21.1.2 Analysis of net benefit obligations with respect to pensions

Changes in value of benefit obligations, fair value of plan assets, and funded status

		Employee defined benefit plans		
		Year ended 31 December 2023		
(in millions of euros)	Note	Benefit obligation (A)	Fair value of plan assets (B)	Net (provision)/asset recorded in the statement of financial position (B)-(A)
Opening Balance		**38**	**28**	**(10)**
Current service cost		4	-	(4)
Past service cost		(1)	-	1
(Gains)/losses on settlements		-	-	-
Other		-		-
Impact on selling, administration and general expenses				***(3)***
Interest cost		1	-	(1)
Expected return on plan assets		-	1	1
Impact on other financial charges and income				**-**
Net benefit cost recognized in profit or loss				**(3)**
Experience gains/(losses) (b)		-	-	-
Actuarial gains/(losses) related to changes in demographic assumptions		-	-	-

	Note			
Actuarial gains/(losses) related to changes in financial assumptions		-	-	-
Adjustment related to asset ceiling		-	-	-
Actuarial gains/(losses) recognized in other comprehensive income				**(1)**
Contributions by plan participants		-	-	-
Contributions by employers		-	-	-
Benefits paid by the fund		-	-	-
Benefits paid by the employer		-	-	-
Business combinations		-	-	-
Transfers		-	-	-
Foreign currency translation and other		-	-	-
Reclassification to assets held for sale		-	-	-
Closing Balance		**42**	**29**	**(13)**
of which wholly or partly funded benefits		*25*		
wholly unfunded benefits (d)		*17*		
of which assets related to employee benefit plans				*4*
provisions for employee benefit plans	20			*(17)*

		Employee defined benefit plans		
		Year ended 31 December 2022		
(in millions of euros)	Note	Benefit obligation (A)	Fair value of plan assets (B)	Net (provision)/asset recorded in the statement of financial position (B)-(A)
Opening Balance		**56**	**28**	**(28)**
Current service cost		6	-	(6)
Past service cost (a)		(9)	-	9
(Gains)/losses on settlements		-	-	-
Other		-	-	-
Impact on selling, administration and general expenses				***3***
Interest cost		-	-	-
Expected return on plan assets		-	-	-
Impact on other financial charges and income				***-***
Net benefit cost recognised in profit or loss				**3**
Experience gains/(losses) (b)		(1)	-	1
Actuarial gains/(losses) related to changes in demographic assumptions		1	-	(1)
Actuarial gains/(losses) related to changes in financial assumptions (c)		(15)	-	15
Adjustment related to asset ceiling		-	-	-
Actuarial gains/(losses) recognised in other comprehensive income				**15**
Contributions by plan participants		-	-	-
Contributions by employers		-	-	-
Benefits paid by the fund		-	-	-
Benefits paid by the employer		-	-	-
Business combinations		-	-	-
Transfers		-	-	-
Foreign currency translation and other		-	-	-
Reclassification to assets held for sale		-	-	-
Closing Balance		**38**	**28**	**(10)**
of which wholly or partly funded benefits		*23*		

wholly unfunded benefits (d)		*15*		
of which assets related to employee benefit plans				*6*
provisions for employee benefit plans	20			*16*

		Employee defined benefit plans		
		Year ended 31 December 2021		
(in millions of euros)	Note	Benefit obligation (A)	Fair value of plan assets (B)	Net (provision)/asset recorded in the statement of financial position (B)-(A)
Opening Balance		**51**	**27**	**(24)**
Current service cost		5	-	(5)
Past service cost		(1)	-	1
(Gains)/losses on settlements		-	-	-
Other		-	-	-
Impact on selling, administration and general expenses				***(4)***
Interest cost		-	-	-
Expected return on plan assets		-	-	-
Impact on other financial charges and income				**-**
Net benefit cost recognised in profit or loss				**(4)**
Experience gains/(losses) (b)		1	1	-
Actuarial gains/(losses) related to changes in demographic assumptions		-	-	-
Actuarial gains/(losses) related to changes in financial assumptions		-	-	-
Adjustment related to asset ceiling		-	-	-
Actual gains/(losses) recognised in other comprehensive income				**-**
Contributions by plan participants		-	-	-
Contributions by employers		-	-	-
Benefits paid by the fund		-	-	-
Benefits paid by the employer		-	-	-
Business combinations		-	-	-
Transfers		-	-	-
Foreign currency translation and other		(-)	-	-
Reclassification to assets held for sale		-	-	-
Closing Balance		**56**	**28**	**(28)**
of which wholly or partly funded benefits		*36*		
wholly unfunded benefits (d)		*20*		
of which assets related to employee benefit plans				*-*
provisions for employee benefit plans	20			*(28)*

a. In 2022, includes the impact related to the voluntary leave plan announced in 2019.

b. Includes the impact on the benefit obligations resulting from the difference between actuarial assumptions at the previous year-end and effective benefits during the year, and the difference between the expected return on plan assets at the previous year-end and the actual return on plan assets during the year.

c. In 2022, included the increase in discount rate in the euro zone (+€14 million).

d. In accordance with local laws and practices, certain plans are not covered by plan assets. As of 31 December 2023, 2022 and 2021 such plans principally comprised employee termination reserves.

21.1.3 Estimated future benefit payments and contributions

In 2024, payments to beneficiaries by Canal+ Group are estimated at €1 million, mainly paid by the relevant pension funds. No contributions to the pension funds are expected in 2024.

Note 22 Share-based compensation plans

22.1 Plans granted by Vivendi SE

22.1.1 Performance share plans

Transactions relating to outstanding performance shares made in 2023, 2022 and 2021 were as follows:

	Performance shares	
Balance as of 1 January 2021	**1 168 851**	
Granted	-	
Issued	(272 800)	
Cancelled	(97 890)	(a)
Balance as of 31 December 2021	**798 161**	
Granted	471 050	(b)
Issued	(385 731)	
Cancelled	(18 703)	(a)
Other	5 644	
Balance as of 31 December 2022	**870 421**	
Granted/Transferred	511 050	(b)
Issued	(345 011)	
Cancelled	(34 400)	(a)
Adjusted	14 653	(c)
Other	6 000	
Balance as of 31 December 2023	**1 022 713**	(d)

a. For the performance share plan granted in 2018, at its meeting held on 3 March 2021, after a review by the Corporate Governance, Nominations and Remuneration Committee, Vivendi's Supervisory Board approved the achievement level of objectives set for the cumulative fiscal years 2018, 2019 and 2020. It was confirmed that all the criteria had been met. However, given that the negative impact of the situation in Italy was not reflected in the financial results, Vivendi's Supervisory Board decided to set the final vesting rate of the 2018 performance share plan at only 75% of the initial grant. Consequently, 92,163 rights to performance shares which were granted in 2018 were cancelled. In addition, 34,400 rights in their vesting period were cancelled in 2023 due to the termination of employment of certain beneficiaries, compared to 18,703 rights cancelled in 2022 and 5,727 rights cancelled in 2021.

b. As of 8 March 2023, the Vivendi share price was €9.75 and the expected dividend yield was 2.56% (compared to €10.06 and 2.49% as of 28 July 2022, respectively). The fair value of each granted performance share was estimated at €8.60, corresponding to an aggregate fair value of the plan of €5 million (compared to €8.76, corresponding to an aggregate fair value of the plan of €4 million as of 28 July 2022).

c. On 13 November 2023, Vivendi's Management Board decided to adjust the number of performance share rights in their vesting period, pursuant to Articles L. 228-99 and R. 228-91 of the French Commercial Code, to take into account the impact of the ordinary cash dividend distribution for 2022 by deduction from the available share of the legal reserve. This adjustment has no impact on calculating the accounting expense relating to the performance shares concerned.

d. The weighted-average remaining period prior to the delivery of performance shares was 1.9 years.

Performance shares definitively vest at the end of a three-year period (vesting period) subject to the satisfaction of performance criteria and the presence of the beneficiaries within Vivendi. Furthermore, following vesting, the shares are subject to a two-year holding period (retention period). The compensation cost is recognised on a straight-line basis over the vesting period. In addition, certain employees not resident in France receive their performance shares only at the end of a five-year period according to local tax regulations. The accounting methods that are applied to estimate and recognise the value of these granted plans are described in Note 2.3.11.

In 2023, the charge recognised with respect to all performance share plans granted by Vivendi amounted to €3 million compared to €3 million in 2022 and €4 million in 2021.

22.1.2 Employee stock purchase and leveraged plans

On 20 July 2023 and 26 July 2022, Vivendi implemented an employee shareholding transaction through the sale of treasury shares pursuant to an employee stock purchase plan reserved for employees of French subsidiaries and corporate officers of the Vivendi.

Under the employee stock purchase plan (ESPP), 700 thousand shares were acquired in 2023 through a company mutual fund (*Fonds Commun de Placement d'Entreprise*) at a price per share of €8.171, compared to 658 thousand shares acquired in 2022 at a price per share of €9.298. In 2023, no expenses were recorded in respect of the employee stock purchase plan, compared to an unsignificant amount in 2022.

Under the leveraged plan, 3,156 thousand shares were acquired in 2022 through a company mutual fund at a price per share of €9.298. In 2022, the charge recognised under the leveraged plan amounted to €0.6 million.

In 2021, Vivendi did not implement any employee shareholding plan.

22.2 Dailymotion's long-term incentive plan

Certain corporate officers of Dailymotion, including Maxime Saada (a member of Vivendi's Management Board as from 24 June 2022, Chairman of the Management Board of Canal+ Group SA and Chief Executive Officer of Dailymotion), benefited from a long-term incentive plan due to expire on 30 June 2025, which is tied to the growth of Dailymotion's enterprise value compared to its acquisition price as of 30 June 2015, as such value would result from the sale of at least 10% of the company's share capital or based upon an independent appraisal carried out at the end of the plan. In the event of an increase in Dailymotion's value, the compensation with respect to the incentive plan would be calculated based on a percentage of such increase, depending on the beneficiary. In accordance with IFRS 2, a charge representative of this compensation must be estimated and recognised at each fiscal year end until the payment date. As of 31 December 2023, 2022, 2021 no expenses were recorded in relation to this plan.

Note 23 Borrowings and other financial liabilities and financial risk management

	31 December 2023				31 December 2022	31 December 2021
(in millions of euros)	Total		Long-term	Short-term		
Intercompany borrowings	**4,143**	(a)	**-**	**4,143**	**3,560**	**2,925**
Bonds	-		-	-	-	-
Bank credit facilities	14		-	14	17	23
Short-term marketable securities	-		-	-	-	-
Bank overdrafts	9		-	9	5	4
Accrued interest to be paid	-		-	-	-	-
Cumulative effect of amortized cost	-		-	-	-	-
Other	8		8	-	10	8
Borrowings at amortized cost	**31**		**8**	**23**	**32**	**35**
Commitments to purchase non-controlling interests	30		27	3	65	29
Derivative financial instruments	22		15	7	8	6
Borrowings and other financial liabilities	**4,226**		**50**	**4,176**	**3,665**	**2,995**
Lease liabilities	223		182	41	229	216
Total	**4,449**		**232**	**4,217**	**3,894**	**3,211**

a. On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million (please refer to Note 25.2).

Borrowings and other financial liabilities

Canal+'s financing arrangements

On 4 June 2024, Canal+ and MultiChoice issued a combined circular to MultiChoice shareholders regarding the mandatory offer by Canal+ to acquire the MultiChoice shares it does not own for a consideration of ZAR125 per share, representing an aggregate cash consideration to be paid by Canal+ of ZAR35,373 million, fully financed from funds available to Canal+ (please refer to notes 3.1 and 25.2).

In accordance with South African takeover regulations, Canal+ provided the TRP with a bank guarantee issued by a South African bank on behalf of Canal+. Under the bank guarantee, this South African bank has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

Simultaneously, to cover the bank guarantee, Canal+ entered a credit facility, which may be utilised by way of drawing of loans and issue of a letter of credit, up to a maximum amount of €1,900 million. Vivendi SE is guarantor (*caution solidaire)* in respect of Canal+ obligations under the credit facility, Canal+ being the primary obligor.

In addition, Canal+ set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount of €1,200 million.

23.1 Fair market value of borrowings and other financial liabilities

(in millions of euros)	December 31, 2023			December 31, 2022			December 31, 2021		
	Carrying amount	Fair market value	Level (a)	Carrying amount	Fair market value	Level (a)	Carrying amount	Fair market value	Level (a)
Nominal value of borrowings	4 174			3 592			2 960		
Cumulative effect of amortized cost	-			-			-		
Borrowings at amortized cost	**4 174**	**4 174**	**na**	**3 592**	**3 592**	**na**	**2 960**	**2 960**	**na**
Commitments to purchase non-controlling interests	30	30	3	65	65	3	29	29	3
Derivative financial instruments	22	22	2	8	8	2	6	6	2
Borrowings and other financial liabilities	**4 226**	**4 226**		**3 665**	**3 665**		**2 995**	**2 995**	

na: not applicable.

a. The three classification levels for the measurement of financial liabilities at fair value are set out in Note 2.3.5.7.

Considering that borrowings relate to the current account with Vivendi SE which is reimbursable on demand, the management assessed that the fair value is equal to the carrying amounts that the level is not applicable.

The fair value of derivatives is based on observable market data and commonly used valuation models, such as the market approach and the income approach.

The commitments to purchase non-controlling interests relate to the undiscounted expected future payments depending on performance of acquisitions. Their fair value fair usually assessed using third party valuation report and/or discounted cashflows valuation model.

23.2 Borrowings by maturity

(in millions of euros)	31 December 2023
Maturity	
< 1 year	4,165
Between 1 and 2 years	7
Between 2 and 3 years	1
Between 3 and 4 years	1
Between 4 and 5 years	-
> 5 years	-
Nominal value of borrowings	**4,174**

23.3 Interest rate risk management

Vivendi's interest rate risk management seeks to reduce its net exposure to interest rate increases. Therefore, to the extent needed, Canal+ Group uses interest rate swaps. These instruments enable Canal+ Group to manage and reduce the volatility of future cash flows related to interest payments on borrowings.

As of 31 December 2023, the nominal value of borrowings at fixed interest rate amounted to €2 million and the nominal value of borrowings at floating interest rate amounted to €4,171 million of which (i) Vivendi SE's loan to Canal+ Group S.A. that was partially converted into share capital to an amount of €3,400 million on 16 April 2024 and ceased to bear interest as from 1 January 2024 and (ii) Vivendi SE's loan to Dailymotion. The Vivendi's loans to Canal Olympia, Dailymotion SA and Groupe Canal+ SA were converted into share capital and share premium for an aggregate of €1,257 million, on 23 July 2024, on 25 July 2024 and on 30 September 2024, respectively. The remaining amount of the shareholder loans will be reimbursed to Vivendi prior to the Listing using the new €1,150,000,000 senior facilities agreement (comprised of a €400,000,000 term loan facility and a €750,000,000 revolving credit facility entered into in July 2024).

As of 31 December 2023, Canal+ Group had not entered into any interest rate swaps.

23.4 Foreign currency risk management

The foreign currency risk management is centralised by Vivendi SE's Financing and Treasury department for all Canal+ Group combined entities. This policy primarily seeks to hedge budget exposures for the following year resulting from monetary flows generated by operations performed in currencies other than the euro, as well as from external firm commitments, relating to the acquisition of editorial content (e.g., sports, audiovisual and film rights) and certain capital expenditures (e.g., set-top boxes), realised in currencies other than the euro. The hedging instruments are foreign currency swaps or forward contracts that mostly have maturity periods of less than one year. In addition, the group may hedge foreign currency exposure resulting from foreign currency denominated financial assets and liabilities.

Breakdown by currency

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
Euro - EUR	3,955	3,477	2,855
US dollar - USD	48	75	68
Livre sterling - GBP	133	9	9
Other	38	31	28
Nominal value of borrowings before hedging	**4,174**	**3,592**	**2,960**
Currency swaps USD	*649*	*345*	*423*
Currency swaps GBP	*24*	*12*	*(3)*
Other currency swaps	*(197)*	*(114)*	*(228)*
Net total of hedging instruments (a)	***476***	***243***	***192***
Euro - EUR	4,430	3,719	3,048
US dollar - USD	(600)	(270)	(355)
Livre sterling - GBP	109	(2)	11
Other	235	145	256
Nominal value of borrowings after hedging	**4,174**	**3,592**	**2,960**

a. Notional amounts of hedging instruments translated in euros at the closing rates.

Foreign currency risk

The following tables set out the foreign currency risk management instruments used by Canal+ Group; the positive amounts relate to currencies to be received and the negative amounts relate to currencies to be delivered at contractual exchange rates:

	31 December 2023	
	Notional amounts	Fair value

(in millions of euros)	**Total**	USD	PLN	GBP	CZK	Other	Assets	Liabilities
Sales against the euro	(270)	(62)	(131)	(22)	(48)	(7)	3	5
Purchases against the euro	739	708	-	24	-	7	16	17
Other	-	(17)	(7)	21	-	3	1	-
	469	**629**	**(138)**	**23**	**(48)**	**3**	**20**	**22**

	31 December 2022							
	Notional amounts						Fair value	
(in millions of euros)	**Total**	USD	PLN	GBP	CZK	Other	Assets	Liabilities
Sales against the euro	(213)	(99)	(35)	(23)	(41)	(15)	4	4
Purchases against the euro	416	380	-	36	-	-	39	3
Other	-	23	(18)	(1)	-	(4)	2	1
	203	**304**	**(53)**	**12**	**(41)**	**(19)**	**45**	**8**

	31 December 2021							
	Notional amounts						Fair value	
(in millions of euros)	**Total**	USD	PLN	GBP	CZK	Other	Assets	Liabilities
Sales against the euro	(283)	(113)	(97)	(14)	(39)	(20)	4	6
Purchases against the euro	444	432	-	11	-	1	26	-
Other	-	72	(72)	1	-	(1)	6	-
	161	**391**	**(169)**	**(2)**	**(40)**	**(20)**	**36**	**6**

23.5 Derivative financial instruments

Value on the statement of financial position

	31 December 2023		31 December 2022		31 December 2021	
(in millions of euros)	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Interest rate risk management	-	-	-	-	-	-
Foreign currency risk management	20	22	45	8	36	6
Other	-	-	-	-	-	-
Derivative financial instruments	**20**	**22**	**45**	**8**	**36**	**6**
Deduction of current derivative financial	19	7	31	8	19	5
Non-current derivative financial	**1**	**15**	**14**	**-**	**17**	**1**

Note 24 Cash Flow Statement

24.1 Adjustments

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Items related to operating activities with no cash impact			
Amortization and depreciation of intangible and tangible assets	379	358	351
Change in provision, net	(41)	(40)	(22)
Other non-cash items from Operating income (EBIT)	3	(1)	(5)
Impairment loss	2	2	-

Proceeds from sales of property, plant, equipment and intangible assets	1	2	3
Adjustments	**344**	**321**	**327**

24.2 Investing and financing activities with no cash impact

In 2023, 2022 and 2021, there were no significant investing and financing activities without a cash impact.

On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million.

Note 25 Related parties

Canal+ Group's related parties are corporate officers, members of Canal+ Group SA' ("Canal+") is Supervisory and Management Boards, as well as other related parties, including:

- companies fully consolidated by Canal+. The transactions between these companies have been eliminated for the preparation of the Combined Financial Statements;
- companies over which Canal+ Group exercises a significant influence;
- all companies in which key executive managers or their close relatives hold significant voting rights;
- minority shareholders exercising a significant influence over Canal+ Group's subsidiaries;
- Vivendi Corporate and its consolidated entities (the "Vivendi Group"), as well as their related parties; and
- Bolloré Group and its related parties, given that Vivendi has been fully consolidated by Bolloré Group since 26 April 2017.

25.1 Corporate Officers

Supervisory Board

As of 31 December 2023 and 2022, Canal+'s Supervisory Board was comprised of 12 members: Mr. Jean-Christophe Thiery, Chairman; Mses. Pascale Chabert, Stéphanie Ferrier, Géraldine Gygi Laggiard (since 28 January 2022), Laetitia Menasé, Céline Merle-Béral, Emilie Pietrini, and Messrs. Vincent Bolloré, Arnaud de Puyfontaine, Frédéric Crepin, François Laroze (since 20 July 2022), Marc Taieb, members. As of 31 December 2021, Canal+'s Supervisory Board was comprised of 14 members, including the 12 above mentioned members, as well as Ms. Anna Marsh (until 28 January 2022), Messrs. Stephane Roussel and Simon Gilham (until 20 June 2022) and Mr. Hervé Philippe (until 4 July 2022).

For the fiscal years ended 31 December 2023, 2022 and 2021, the aggregate gross amount of the attendance fees paid to the members of the Supervisory Board of Canal+ was €26,250, €26,857, and €27,188, respectively.

Management Board

As of 31 December 2023, Canal+'s Management Board was comprised of 4 members: Mr. Maxime Saada, Chairman; Ms. Anna Marsh (since 28 January 2022), and Messrs. Jacques du Puy and Grégoire Castaing. The term of office of former member Mr. Franck Cadoret expired on 30 November 2022.

Their aggregate compensation for the fiscal years ended 31 December 2023, 2022 and 2021 is presented in the table below.

(in euros)	Year ended December 31, 2023	2022	2021
Short-term employee benefits	9 010 825	9 120 230	11 068 022
Post-employment benefits	99 579	149 145	42 169
Other long-term benefits	-	-	-
Termination benefits	3 644 779	-	-
Share-based payments	819 377	1 279 200	1 295 842
Management Board Compensation	**13 574 560**	**10 548 575**	**12 406 033**

25.2 Cash management agreement between Vivendi SE and Canal+ Group SA

In compliance with Article L. 511-7 of the French Monetary and Financial Code, Canal+ Group SA (and its subsidiaries) and other combined entities entered into intra-group cash management agreements, on market terms, with Vivendi SE. Under these agreements:

- Vivendi centralises cash surpluses (cash pooling) of its controlled entities which (i) are not subject to local regulations restricting the transfer of financial assets, or (ii) are not subject to other contractual obligations, and
- Canal+ and GVA borrowed from Vivendi to finance their investments; Dailymotion and CanalOlympia borrowed from Vivendi to cover their operating losses.

Upon these contracts, Vivendi SE organises, coordinates and optimises these entities' cash requirements and surplus. In exchange, Vivendi SE receives a remuneration equal to the spread between the borrowing and lending interest rates applied. These interest rates are calculated for each currency based on defined reference rates adjusted with a positive or negative margin. These agreements have been entered into for an indefinite period in the absence of termination notice from one of the parties to the contract.

As of 31 December 2023, 2022 and 2021, the balance of cash surpluses centralised by Vivendi SE and borrowings from Vivendi SE is presented below.

Intercompany loans to Vivendi SE

(in millions of euros)	31 December 2023	31 December 2022	31 December 2021
Canal+ Group SA	79	76	64
L'Olympia	15	11	11
Other	-	-	-
Intercompany loans to Vivendi SE	**94**	**87**	**75**

Intercompany borrowings from Vivendi SE

(in millions of euros)	Year ended 31 December 2023		2022	2021
Canal+ Group SA	3,453	(a)	2,994	2,465
Dailymotion	308		268	227
Group Vivendi Africa	275		207	152
Canal Olympia	99		85	74
Other	7		7	7
Intercompany borrowings from Vivendi SE	**4,143**		**3,560**	**2,925**

a. On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million.

Cash flows related to borrowings from Canal+ Group owner are included in other change in short term borrowings and other financial liabilities in the combined statement of cash flow.

25.3 Guarantees granted by Vivendi SE on behalf of Canal+ Group SA

As of 31 December 2023, Vivendi SE has granted guarantees in various forms to third parties or financial institutions on behalf of Canal+ Group SA ("Canal+") in the course of its operations:

Commitments by type of operations

(in millions of euros)	31 December 2023
Sports broadcasting rights	1,811
Satellite transponders	174
Cash management arrangements	250
Security deposit on leases and other	287
Total	**2,521**

Commitments by type of guarantees

(in millions of euros)	31 December 2023
Vivendi SE's guarantees	2,059
Bank guarantees	225
Comfort letters	236
Total	**2,521**

In addition, on 4 June 2024, Canal+ Group SA ("Canal+") and MultiChoice Group Ltd. ("Multichoice") issued a combined circular to MultiChoice shareholders regarding the mandatory offer by Canal+ to acquire the MultiChoice shares that it does not own for a consideration of ZAR125 per share, representing an aggregate cash consideration to be paid by Canal+ of ZAR35,373 million, fully financed from funds available to Canal+ (please refer to notes 3.1).

In accordance with South African takeover regulations, Canal+ provided the TRP with a bank guarantee issued by a South African bank on behalf of Canal+. Under the bank guarantee, this South African bank has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

Simultaneously, to cover the bank guarantee, Canal+ entered a credit facility, which may be utilised by way of drawing of loans and issue of a letter of credit, up to a maximum amount of €1,900 million. Vivendi SE is guarantor (*caution solidaire)* in respect of Canal+ obligations under the credit facility, Canal+ being the primary obligor (please refer to Note 23).

25.4 Other related-party transactions

Canal+ Group's other related parties include companies over which Canal+ Group exercises a significant influence (e.g., MultiChoice, Viu and Viaplay). They also include Vivendi Corporate, its consolidated entities (e.g., Lagardère and Havas) and its related parties (e.g., Telecom Italia and Banijay Group Holding), as well as Bolloré Group, its subsidiaries and its related parties.

As of 31 December 2023, Canal+ Group's borrowings from Vivendi SE amounted to €4,158 million, compared to €3,557 million as of 31 December 2022 and €2,921 million as of December 2021 (please refer to Note 23).

Please refer to Note 6 for information on financial income related to interest paid on borrowings from Vivendi.

Operating income amounted to €39 million in 2023, compared to €46 million in 2022 and €45 million in 2021. It mainly comprised:

- TVN: €20 million in 2023, compared to €18 million in 2022 and €6 million in 2021;
- MC Vision: €9 million in 2023, compared to €8 million in 2022 and €8 million in 2021; and
- MultiChoice: €5 million in 2023, compared to €6 million in 2022.

Operating expenses amounted to -€135 million in 2023, compared to -€164 million in 2022 and -€132 million in 2021. They mainly comprised:

- MultiChoice: -€33 million in 2023, compared to -€32 million in 2022;

- Havas: -€32 million in 2023, compared to -€32 million in 2022 and -€35 million in 2021;
- Bolloré Group: -€18 million in 2023, compared to -€27 million in 2022 and -€30 million in 2021; and
- Vivendi Corporate: -€20 million in 2023, compared to -€22 million in 2022 and -€18 million in 2021.

25.5 Services invoiced by Vivendi Corporate

	Year ended 31 December		
(in millions of euros)	2023	2022	2021
Management fees	9	9	8
Share-based compensation plans	2	4	4
Other	11	14	14
Services invoiced by Vivendi Corporate	**22**	**27**	**26**

Note 26 Contractual obligations and other commitments

Canal+ Group's material contractual obligations and contingent assets and liabilities include:

- certain contractual obligations relating to Canal+ Group's business operations, such as content commitments, contractual obligations and commercial commitments recorded in the combined statement of financial position, including leases and off-balance sheet commercial commitments, such as long-term service contracts and purchase or investment commitments;
- commitments related to Canal+ Group's combination scope made in connection with acquisitions or divestitures such as share purchase or sale commitments, contingent assets and liabilities subsequent to given or received commitments related to the divestiture or acquisition of shares, commitments under shareholders' agreements and collateral and pledges granted to third parties over Vivendi's assets;
- commitments related to Canal+ Group's financing: undrawn confirmed bank credit facilities as well as the management of interest rate, foreign currency and liquidity risks (please refer to Note 23.3); and
- contingent assets and liabilities resulting from legal proceedings in which Canal+ Group and/or its subsidiaries are either plaintiff or defendant (please refer to Note 27).

26.1 Contractual obligations and commercial commitments

	Minimum future payments as of 31 December 2023				31 December 2022	31 December 2021
		Due in				
(in millions of euros)	Total	2024	2025 - 2028	After 2028		
Contractual content commitments (Note 11.3)	5,649	1,848	3,658	143	6,719	5,406
Commercial commitments	763	205	459	99	634	803
Net off-balance sheet commitments	**6,412**	**2,053**	**4,117**	**242**	**7,353**	**6,209**

As of 31 December 2023, other commitments relating to operations amounted to €6 million (€1 million as of 31 December 2022 and €3 million as of 31 December 2021).

26.2 Share purchase and sale commitments

In connection with the purchase or sale of operations and financial assets, Canal+ Group has granted or received commitments to purchase or sell securities. In addition, Canal+ Group and its subsidiaries granted or received put or call options on shares in equity affiliates and unconsolidated investments.

On 20 June 2024, Canal+ announced that it held 36.8% of Viu's share capital (increased to 37.2% on 8 October 2024 due to subsequent contractual adjustments). Canal+ has an option to increase its ownership interest in Viu to 51% (please refer to Note 3.2).

On 7 April 2024, Canal+ and MultiChoice confirmed their intention to mutually co-operate by signing an exclusive co-operation agreement and jointly publishing a firm intention announcement on 8 April 2024 (for a detailed description of the operation, please refer to Note 3.1).

26.3 Other contingent assets and liabilities

Context	Main terms	Expiry
Contingent liabilities		
na	na	na
Contingent assets		
Acquisition of the companies that own and manage all Paddington intellectual property rights, except for the publishing rights (June 2016)	General and specific guarantees (including tax matters and intellectual property guarantees).	2024
Other contingent assets	Cumulated amount of €79 million (compared to €78 million as of December 31, 2022 and €79 million as of December 31, 2021).	-

The accompanying notes are an integral part of the contingent assets and liabilities described above.

Several guarantees given during prior years in connection with asset acquisitions or disposals have expired. However, the time periods or statutes of limitation of certain guarantees relating to, among other things, employees, environment and tax liabilities, in consideration of share ownership, or given notably in connection with the winding-up of certain businesses or the dissolution of entities are still in effect. To the best of Canal+ Group's knowledge, no material claims for indemnification against such liabilities have been made to date.

In addition, when settling disputes and litigation, Canal+ Group regularly delivers commitments for damages to third parties that are customary for transactions of this type.

As of 31 December 2023, the Canal+ Group is not subject to guarantees clauses under the terms of disposal agreements between Canal+ Group and the acquirer of certain assets (including shares ownership).

As of 31 December 2023, to its best knowledge, the Canal+ Group is not aware of material claims for indemnification against liabilities in connection with the winding-up or dissolution of certain businesses.

26.4 Shareholders' agreements

Under existing shareholders' or investors' agreements, Canal+ Group and its subsidiaries hold certain rights (e.g., pre-emptive rights and rights of first offer) that give it control over the capital structure of its consolidated companies having minority shareholders. Conversely, Canal+ Group has granted similar rights to these other shareholders in the event that it sells its interests to third parties.

Moreover, pursuant to other shareholders' agreements or the bylaws of other consolidated entities, equity affiliates or unconsolidated interests, Canal+ Group or its subsidiaries have given or received certain rights (pre-emptive and other rights) entitling them to maintain their shareholder's rights.

In addition, in accordance with Article L. 22-10-11 of the French Commercial Code, it is hereby stated that certain rights and obligations of Vivendi under existing shareholders' agreements may be amended or terminated in the event of a change of control of Vivendi or a tender offer for Vivendi's shares.

These shareholders' agreements are subject to confidentiality provisions.

26.5 Collaterals and pledges

As of 31 December 2023, 2022 and 2021, no material asset in the combined statement of financial position was subject to a pledge or mortgage for the benefit of third parties.

Note 27 Litigation

In the course of its ordinary activities, Canal+ Group may be involved in legal, arbitration, administrative or regulatory proceedings, including disputes with its suppliers, competitors and employees, as well as audiovisual and tax authorities and similar bodies. At the date of this document, the Group is not aware of any governmental, legal or arbitration proceedings, including any proceedings which are ongoing or with which it is threatened, other than those mentioned below.

Expenses resulting from any governmental, legal or arbitration proceedings are recognised as provisions only when they are likely to be incurred and the financial obligation resulting from such proceedings can be reasonably quantified or estimated. In such case, the provision amount represents the group's best estimate of the risk resulting from such proceedings, based on a case-by-case assessment of the risk level. The group may reassess this risk at any time if new events occur during the proceedings. As of 31 December 2023, the group's total provision for contingencies and expenses amounted to €276 million (please refer to Note 20).

Parabole Réunion

Following the acquisition by the Group of the TPS channels, notably TPS Foot, which were previously distributed by Parabole Réunion, Parabole Réunion initiated several legal proceedings against the Group before the Paris Tribunal de Grande Instance (the Paris Court of First Instance): in 2007, Parabole Réunion requested that the Court order the Group to make available, on an exclusive basis, several channels with a level of attractiveness similar to that of the former TPS channels licensed to Parabole Réunion prior to 2007 and pay damages to it, and in 2012, Parabole requested that the Court rule that the Group (and more specifically Canal+ France, Canal+ Group and Canal+ Distribution) failed to fulfil their contractual obligations to Parabole Réunion and their commitments to the Ministry of Economy, pursuant to which they had undertaken to make available a number of channels to Parabole Réunion.

In 2014, the Paris Court of First Instance partially admitted Parabole Réunion's claim related to the attractiveness of the channels with respect to the period following 19 June 2008 and concluded that the Group was liable pursuant to its contract with Parabole Réunion on the grounds of the deterioration of the quality of certain channels made available to Parabole Réunion, and ordered an expert report in respect of the amount of damages suffered by Parabole Réunion.

In June 2016, the Paris Court of Appeals upheld the 2014 decision of the Paris Court of First Instance.

In January 2017, the Paris Court of First Instance ordered the Group to pay to Parabole Réunion damages in an amount of €37,720,000, which was paid in full by the Group. The amount of damages thus granted by the Court was far below Parabole Reunion's claims and the amount set forth by the Court-appointed expert. As a result, Parabole Réunion appealed this decision.

Further to additional claims and challenges by Parabole Réunion, in February 2022 and following a second expertise ordered at Parabole Réunion's request, the Paris Court of Appeals upheld the January 2017 decision in its entirety, except for the amount of damages awarded for operating losses suffered by Parabole Réunion, which was then set by the Paris Court of Appeals at €48.55 million for the period 2008-2012 (which amount was increased to €49.3 million further to the issuance by the Court of an amended decision in March 2024 and paid in full by the Group), and at €29.5 million for the period 2013-2016, all of which were to be capitalised at an interest rate of 11% for the period from 1 January 2013 to 31 December 2016 (which capitalisation was subsequently extended to the period 2008-2012 by decisions of the Paris Court of Appeals of April 2022 and May 2022). It also ordered the Group to pay €1 million in damages for reputational harm and €500,000 in moral damages.

Further to appeals by the Group and by Parabole Réunion, the French Supreme Court (Cour de cassation) upheld the principal amount of the damages awarded by the Paris Court of Appeal on 11 February 2022, but reversed the provisions of the judicial decision ordering the Group to pay interest to Parabole Réunion at the capitalisation rate of 11% and remanded the case to the Paris Court of Appeal.

In connection with the pending procedure before the Paris Court of Appeals, Parabole Réunion seeks payment for compensatory damages and interest, including (i) interest capitalised at 11% for the period 2008 to 2012 estimated at €7 million, (ii) an additional amount of €190 million of damages in respect of 2013, and (iii) interest capitalised at the regulatory rates applied by the Autorité de régulation des communications électroniques, des postes et de la distribution de la presse (Arcep) and/or Vivendi's weighted average cost of capital for the period starting after 2014, estimated at €43 million. It also seeks publication of the decision and €12.5 million in compensation for the reimbursement of legal fees and expenses disbursed by it pursuant to Article 700 of the French Code of Civil Procedure. A decision by the Paris Court of Appeal is expected on 25 November 2024.The Group has recorded a provision for some but not all of the claims raised by Parabole Réunion, including because part of these claims relate to amounts not admissible under res judicata (claim preclusion)..

ARCOM

The Group's free to air channel C8 and Cnews have been the subject of monetary sanctions (i.e. fines) by the French Broadcasting Authority (Conseil Supérieur de l'Audiovisuel or "CSA") or its successor, the Regulatory Authority for Audiovisual and Digital Communication (Autorité de régulation de la communication audiovisuelle et numérique or “Arcom”) from 2017 to 2024, relating in particular to segments of the show “TPMP” broadcast on the C8 channel and segments broadcast on CNews. These sanctions were imposed for various regulatory violations. The company appealed each of such sanction decisions to the French Council of State (Conseil d'État), certain of these appeals were successful. There are currently several similar matters pending with the ARCOM.

Canal+ Polska

On 8 January 2024, the Polish Office of Competition and Consumer Protection (UOKiK) rendered a sanction decision against Canal+ Polska, considering that a number of sales practices implemented by Canal+ Polska’s external service providers seeking to conclude contracts over phone calls were detrimental to the collective interests of consumers.

The fine imposed on Canal+ Polska was 46,557,853 zlotys (€10.6 million).

The UOKiK also ordered Canal+ Polska to compensate customers affected by these practices by (i) repaying the amount of the contractual termination penalty paid by customers who entered into subscription contracts with the company between 10 October 2019 and 22 April 2022 and exercised their termination right before the end of the contract’s validity period and (ii) refunding subscription fees paid by customers who, between 10 October 2019 until 29 December 2023, submitted a complaint regarding irregularities in subscription offers made by the company, and who did not receive a full refund in connection with the submitted complaint. UOKiK stated in its decision that these repayments/refunds were required to occur by the end of a two-month period following the request made by the concerned consumers. In accordance with Polish law, the UOKiK’s decisions are not binding and cannot be regarded as enforceable if a party mentioned in the decision files an appeal against it. Canal+ Polska already lodged an appeal against this decision on 29 January 2024 with the Warsaw’s Commercial Court.

Canal+ against Mediapro

On 18 September 2020, the Group filed a claim against Mediapro before the Nanterre Commercial Court for unequal treatment and discriminatory practices in the context of discussions that had taken place between the two companies regarding the distribution of the Telefoot channel, which has since been discontinued. On 2 October 2020, the Nanterre Commercial Court referred the case to the Paris Commercial Court.

On 20 November 2020, Mediapro filed counter-claims against the Group, alleging (i) abuse of dominant position and unfair practices in the Telefoot distribution contract negotiations and (ii) disparaging statements constituting unfair competition. The two cases were subsequently joined and Mediapro entered into liquidation proceedings in France.

The Group subsequently sought damages for the 2018 bids whereby Mediapro obtained the broadcasting rights (see above) based on bids that are deemed by the Group both exorbitant and lacking economic rationality, while Mediapro increased its claims to €369 million for alleged operational damages, €185 million for alleged loss of future income and €35 million for cessation of activity.

On 16 June 2022, the Group filed a request for forced intervention against Mediapro International, a division of the Mediapro Group, on the ground that it participated to the 2018 wrongful bids. In October 2022, the Paris Commercial Court decided that the question of the admissibility of Mediapro International’s intervention should be joined with the case on the merits.

On 31 January 2023, the Paris Commercial Court dismissed all of the parties’ respective claims. On 30 March 2023, Mediapro appealed against the Paris Commercial Court’s decision. The appeal is pending before the Paris Court of Appeals.

Canal+ against the French Professional Football League

The Group initiated proceedings against the LFP following the call for tenders launched by the LFP on 19 January 2021 for the sale of the League 1 rights returned by Mediapro and the award of those rights to Amazon for an amount of €250 million per season. Those rights had been acquired by Mediapro in the 2018 LFP call for tenders in respect of the 2020-2021 to 2023-2024 seasons, while the Group had acquired from beIN Sports other broadcasting rights (Lot 3) obtained by beIN pursuant to that same call for tenders for an amount of €332 million per season. These proceedings involve claims by the Group to obtain (i) the annulment of the 2021 LFP call for tenders, (ii) the request that the LFP launch a new call for tender of all of League 1 broadcasting rights for the period concerned by the 2021 LFP call for tenders, (iii) the annulment of the contract relating to Lot 3 acquired by the Group, (iv) the suspension of the agreement entered into between the LFP and Amazon and the reallocation of the lots attributed to Amazon for the 2022-2023 and 2023-2024 seasons, and (v) the repayment of the difference between the price paid by the Group for the acquisition of Lot 3 and the current economic value of such rights further to the award of the rights returned by Mediapro to Amazon. These proceedings are described in further detail below. Two of them are pending before the French Supreme Court (Cour de cassation) and one is pending before the Paris Court of Appeals.

First, on 22 January 2021, the Group brought fast-track proceedings against the LFP before the Paris Commercial Court, seeking, among other things, the annulment of the 2021 call for tenders and of any subsequent contract and an injunction against the LFP to launch a new call for tenders for all of League 1 broadcasting rights. In March 2021, the Paris Commercial Court dismissed all the Group's claims and ordered it to pay €50,000 to the LFP for legal fees. In April 2021, the Group appealed against this decision before the Paris Court of Appeals, which upheld the lower court's decision in a decision rendered on 3 February 2023. On 10 March 2023, the Group appealed against this decision to the French Supreme Court (Cour de cassation). On 25 September 2024, the French Supreme Court (Cour de cassation) overturned the Paris Court of Appeals' decision and sent the case back to the Paris Court of Appeals.

Second, in January, 2021, the Group also filed a claim and a request for interim measures against the LFP before the French Competition Authority, demanding in particular that the LFP organise a new call for tenders for all League 1 broadcasting rights for the broadcasting period concerned. The French Competition Authority denied the Group's claim and request for interim measures for lack of sufficiently probationary evidence on 11 June 2021. The Group appealed against this decision, and such appeal was dismissed on 30 June 2022. On 28 July 2022, the Group appealed this dismissal to the French Supreme Court (Cour de cassation). On 25 September 2024, the French Supreme Court (Cour de cassation) dismissed the Group's appeal. As a result, the decision of the French Competition Authority of 11 June 2021 became final.

Third, in July 2021, beIN Sports, the original licensee of Lot 3, which sub-licensed such Lot 3 to the Group, filed a claim against the LFP before the Paris Civil Court requesting that the Court declare the contract relating to Lot 3 null and void or, alternatively, terminate it on grounds of hardship. On 19 September 2023, the Paris Civil Court dismissed all of beIN Sports and the Group's claims. The Group and beIN Sports appealed against this decision in October and November 2023, respectively. The proceedings before the Paris Court of Appeals are still pending.

BeIN Sports against Canal+ Group

As part of the 2018 call for tenders for the rights to broadcast the League 1 football Championship for the 2020-2021 to 2023-2024 seasons, beIN Sports was awarded Lot 3 and subsequently sub-licensed these rights to the Group. Following the return of the League 1 Championship rights for Lots 1, 2, 4, 5 and 7 by Mediapro in January 2021, the French Professional Football League (LFP) subsequently awarded these rights to Amazon on 11 June 2021, for an amount of €250 million (compared to the €780 million paid for these same lots when they were awarded to Mediapro). Considering the price paid by the Group for the rights to broadcast the Lot 3 matches compared to the price of the matches sold to Amazon, the Group believes that it was subject to serious unequal treatment and discriminatory practices. Accordingly, it notified the LFP that it would no longer broadcast this Lot 3 once the championship resumed in August 2021.

In parallel, the Group, in its capacity as sub-licensee of the rights to Lot 3, enjoined beIN Sports to take all legal measures to have the agreement relating to Lot 3, signed between beIN Sports and the LFP, declared null and void and to refer the matter to the French Competition Authority on the grounds of discriminatory practices and distortion of competition. Faced with beIN Sports' inaction, in July 2021, the Group notified beIN Sports that it was suspending the performance of its obligations under the sub-license agreement, considering that beIN Sports had failed to fulfil its essential obligation to take the abovementioned legal actions.

Considering that the suspension of the performance of the sub-license agreement constituted a manifestly unlawful disturbance and exposed beIN Sports to imminent damages vis-à-vis the LFP, beIN Sports requested an interim injunction against the Group to produce, broadcast and pay for the matches in Lot 3 of the French League 1 championship. On 23 July 2021, the Nanterre Commercial Court dismissed beIN Sports' requests. Such decision was appealed by beIN Sports. On 31 March 2022, the appeal was rejected by the Versailles Court of Appeals and on 13 December 2023, a subsequent appeal was dismissed by the French Supreme Court (Cour de cassation).

On 24 July 2021, the Group terminated the sub-license agreement with beIN Sports on the ground that its refusal to take legal actions against the LFP irremediably compromised the Group's rights. As a result, on 29 July 2021, beIN Sports requested another interim injunction against the Group seeking specific performance of the Group's obligations under the sub-license agreement, which resulted in the Nanterre Commercial Court issuing an interim order, on 5 August 2021, enjoining the Group to fulfil all of its obligations under the sub-license agreement pending a decision on the merits regarding the validity of the termination of the agreement by the Group. Such decision was appealed by the Group but, pursuant to the injunction, the Group continued to broadcast these matches and to pay the contractual amounts to BeIN Sports. On 31 March 2022, the appeal was rejected by the Versailles Court of Appeals, thereby ordering the Group to continue to perform the agreement relating to Lot 3. On 13 December 2023, a subsequent appeal was also dismissed by the French Supreme Court (Cour de cassation).

In addition, on 2 February 2022, beIN Sports brought proceedings on the merits against the Group before the Paris Commercial Court, challenging the termination of the sub-license by the Group and thus seeking a final injunction against the Group to perform its obligations under the sub-license agreement. On 5 July 2022, the Paris Commercial Court ruled that the termination clause was valid, but that the Group was not entitled to terminate the sub-license agreement with beIN Sports. Following an appeal against this decision, on 31 May 2024, the Paris Court of Appeals considered that the termination clause did not meet the French Civil Code's requirements and thus dismissed the Group claims.

UFC-Que Choisir against Canal+ Group and SECP

On 20 April 2018, the Departmental Directorate for the Protection of the Populations of the Hauts-de-Seine (*Direction départementale de la protection des populations des Hauts-de-Seine*) ("**DDPP92"**) issued an injunction against Canal+ Group to stop switching its customers to more expensive subscription plans, a practice which the DDPP92 alleges to be an "unordered sale". At the same time, DDPP92 informed Canal+ Group that it had referred the case to the office of the Nanterre public prosecutor along with a statement that it deemed the Group to have committed the offense of forced sale of services, which is prohibited under the French Consumer Code (*Code de la consommation*). On 8 July 2020, the Nanterre Judicial Court approved a plea bargain agreement between the Group and the deputy public prosecutor of Nanterre.

On 27 April 2021, the Federal Union of Consumers (*UFC Que Choisir*) filed a claim against SECP and Groupe Canal+ before the Nanterre Judicial Court as part of a group action seeking reimbursement of amounts overpaid by subscribers.

In an order dated 25 November 2022, later confirmed by a decision of the Paris Court of Appeal issued on 14 November 2023, the pre-trial judge denied the Group's motions to dismiss. The proceedings on the merits are still ongoing.

Labor Disputes

The Group faces individual disputes related to dismissals on personal grounds as well as individual disputes in the ordinary course of its business. In this respect, the Group is currently subject to several procedures before the relevant labour courts (Conseil de Prud'hommes) regarding claims of dismissal without real and serious cause, claims of dismissal being null and void, or requests for temporary employment contracts or service contracts to be reclassified as permanent contracts. Furthermore, appeal proceedings relating to the claims made by several employees of the Group's call centres located in Saint Denis, demanding the annulment of their dismissal on the grounds that the implemented job protection plan was discriminatory, which were dismissed by the Bobigny Labor Court in 2021, are currently ongoing.

Canal+ against Technicolor

In December 2016, the Group and Technicolor entered into an agreement to manufacture and deliver G9 (for mainland France) and G9 Light (for Poland) set-top boxes. In 2017, Technicolor challenged the prices agreed with the Group and ultimately decided to terminate this agreement at the end of 2017. As a result, the Group brought summary proceedings against Technicolor before the Nanterre Commercial

Court for breach of contract. On 15 December 2017, the Group's claim was dismissed. However, on 6 December 2018, the Versailles Court of Appeals ruled in favour of the Group, recognising the wrongful nature of the termination of the agreement by Technicolor. Technicolor filed an appeal before the French Supreme Court (Cour de cassation), which was dismissed on 24 June 2020.

In parallel, on 2 September 2019, the Group filed a claim before the Paris Commercial Court against Technicolor for breach of its contractual commitments. In its claim, the Group alleged that Technicolor failed to deliver the G9 and G9 Light set-top boxes in accordance with the manufacturing and delivery agreements entered into between the two companies. The Group demanded reimbursement of additional costs incurred, alternative transportation costs, late payment penalties and the payment of damages. In turn, on 9 October 2019, Technicolor filed a claim for unpaid invoices against the Group, Canal+ Reunion, Canal+ Antilles and Canal+ Caledonia before the Nanterre Commercial Court. On 2 September 2020, the Paris Commercial Court referred the case to the Nanterre Commercial Court. On 22 October 2021, the Nanterre Commercial Court issued a decision in which it recognised the wrongful nature of Technicolor's termination of the agreement and its requests for a price increase. The Court also ordered an expert appraisal to calculate the amounts of damages claimed by the Group in this dispute. Technicolor appealed against this decision and such appeal was dismissed in a decision rendered in March 2022. The proceedings before the Nanterre Commercial Court are continuing with respect to the expert appraisal that was ordered.

Sagemcom against Groupe Canal+

Sagemcom provides Canal+ Group with several hardware products, including the Global One (G11) set top box.

Sagemcom has made several claims against Canal+ Group relating to the set top box' orders Canal+ Group should have allegedly placed and is seeking payment of sums past due. Canal+ Group has disputed all claims made by Sagemcom.

On 30 July 2024, Sagemcom filed a claim against Groupe Canal+ before the Commercial Court of Paris, alleging that the Group was in breach of its contractual obligations and had abruptly terminated the commercial relations between the two groups. Sagecom is seeking to obtain (i) EUR 5,076,715.50 on a principal basis for alleged breach of the agreement (or EUR 3,984,015.41 subsidiarily by alleging that some provisions created a significant imbalance between the parties) and (ii) EUR 3,139,000 for abrupt termination of established commercial relations which is prohibited under section L. 442-1, II of the French Commercial Code.

The hearing of the case will take place on 15 November 2024.

Sky against Canal+ Luxembourg

On 20 June 2014, Sky filed a claim before the Luxembourg District Court seeking an injunction against Canal+ Luxembourg banning the use of the "Skylink" trademark or any other sign containing the word "Sky" and the payment of damages.

On 5 July 2019, the Luxembourg District Court rejected Sky's request, and such decision was appealed by Sky before the Court of Appeal of Luxembourg on 23 December 2019. The proceedings are still pending.

Copyright infringement claims against Dailymotion

In December 2023, Shanghai Tencent Penguin Film Culture Media Co. Ltd., Shenzhen Tencent Computer System Co., Ltd., and Tencent Technology (Beijing) Co, Ltd, (collectively "Tencent") filed a lawsuit against Dailymotion Inc. in Delaware, alleging copyright infringement for several unauthorised video uploads on the Dailymotion platform. Tencent claims that Dailymotion fails to prevent re-uploaded infringing content, lacks a repeat infringer policy, and does not remove entire channels or specific episodes without detailed URLs. Dailymotion claims that as a hosting provider, it is not legally required to proactively review content and does promptly remove notified infringing videos; it also considers that it employs tools (like Audible Magic and INA) to help manage copyright issues. The proceedings are pending and Tencent asked the court to make a determination of the damages it should be allowed to.

Note 28 List of main combined entities and entities transferred from Vivendi

As of 31 December 2023, approximately 227 entities were consolidated or accounted for under the equity method (compared to approximately 223 entities as of 31 December 2022 and 2021).

		December 31, 2023			December 31, 2022			December 31, 2021		
	Country	Accountin g method	Voting interest	Ownershi p interest	Accountin g method	Voting interest	Ownershi p interest	Accountin g method	Voting interest	Ownershi p interest
Canal+ Group S.A.	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
Société d'Edition de Canal Plus	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
Canal+Thématiques S.A.S.	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
Canal+ International S.A.S.	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
C8	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
Studiocanal S.A.S.	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
M7/Canal+ Luxembourg	Luxembourg	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
SPI	Netherlands	C	100%	*100%*	C	70%	*70%*	na	na	*na*
Canal+ Polska S.A.	Poland	C	51%	*51%*	C	51%	*51%*	C	51%	*51,0%*
VSTV	Vietnam	C	49%	*49%*	C	49%	*49%*	C	49%	*49%*
MultiChoice Group	South Africa	E	(b)	*33,8%*	E	(b)	*29,13%*	na	na	*na*
Viu	Hong Kong	E	27,3%	*27,3%*	na	na	*na*	na	na	*na*
ViaPlay	Sweden	E	12,0%	*12,0%*	na	na	*na*	na	na	*na*
Dailymotion	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
Group Vivendi Africa	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
CanalOlympia	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
Théâtre de l'œuvre ("UBU")	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*
L'Olympia	France	C	100%	*100%*	C	100%	*100%*	C	100%	*100%*

C: consolidated; E: equity affiliates.

na: not applicable.

Note 29 Subsequent events

The significant events that occurred between the closing date as of 31 December 2023 and 30 October 2024, were as follows.

- As part of the recapitalisation of Viaplay Group ("Viaplay"), this restructuring plan was approved on 10 January 2024 by an Extraordinary General Meeting of Viaplay. On 9 February 2024, following the recapitalisation, Canal+ Group announced that it had increased its 12% interest in Viaplay to 29.33%, confirming its position as the largest shareholder (please refer to Note 3.2).
- On 31 January 2024, Canal+ completed the acquisition of the OCS pay-TV package and Orange Studio, the film and series co-production subsidiary, from its historical partner Orange, following approval by the French Competition Authority. The latter authorised the transaction after a detailed analysis of its effects on the market and made it subject to compliance with several commitments by Canal+ (please refer to Note 3.2).
- On 7 April 2024, Canal+ and MultiChoice confirmed their intention to mutually co-operate by signing an exclusive co-operation agreement and jointly publishing a firm intention announcement on 8 April 2024 (for a detailed description, please refer to Note 3.1).
- On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million (please refer to Note 23 and 25).
- On 20 June 2024, Canal+ announced that it holds 36.8% of Viu's share capital (increased to 37.2% on 8 October 2024 due to subsequent contractual adjustments). Canal+ has a call option to increase its ownership interest in Viu to 51% (please refer to Note 3.2).
- Group Canal+ has taken note of ARCOM's decision of 24 July 2024, not to renew the DTT frequency of the television channel C8. Group Canal+ does not identify any significant impact of this decision on the assumptions made in the combined financial statements for year ended 31 December 2023, 2022 and 2021;
- A new senior facility agreement for an amount of €1,150,000,000 was entered into in July 2024.
- On 8 October 2024, Canal+ Group ownership interest in Viu increased to 37.2% due to subsequent contractual adjustments.

SECTION C: AUDITOR'S REPORT IN RESPECT OF THE INTERIM COMBINED FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2024.

VIVENDI SE

Société Européenne

42, avenue de Friedland

75008 PARIS

FRANCE

Review report on the CANAL+ GROUP's combined condensed half-year financial statements

VIVENDI

Société Européenne

42, avenue de Friedland

75008 PARIS

FRANCE

Review report on the CANAL+ GROUP's combined condensed half-year financial statements

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To the Management Board of Vivendi SE,

In our capacity as one of the statutory auditors of Vivendi SE and further to your request in the context of the admission of all the ordinary shares of Canal+ SA to trading on the main market of the London Stock Exchange, we have reviewed the accompanying combined condensed half-year financial statements of Canal+ Group as of and for the six-month period ended June 30, 2024 which comprise the combined statement of financial position of Canal+ Group as of June 30, 2024 and the related combined statement of earnings, combined statement of comprehensive income, combined statement of changes in equity and combined statement of cash flows for the six months period then ended, and notes to the combined condensed half-year financial statements, including a summary of significant accounting policies (the "Combined Condensed Half Year Financial Statements").

Vivendi SE's Management Board is responsible for the preparation and presentation of these Combined Condensed Half Year Financial Statements in accordance with IAS 34 – the standard of the IFRSs as adopted by the European Union applicable to interim financial reporting. Our responsibility is to express a conclusion on these Combined Condensed Half Year Financial Statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity.* A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Combined Condensed Half Year Financial Statements are not prepared, in all material respects, in accordance with IAS 34 – the standard of the IFRSs as adopted by the European Union applicable to interim financial reporting.

We draw attention to the Note 1 "Basis of preparation of the Combined Condensed Financial Statements" relating to the accounting conventions used for the preparation of the Combined Condensed Financial Statements. Our conclusion is not modified in respect of this matter.

Declaration

For the purposes of Rule 5.3.2R(2)(f) of the rules of the FCA made under section 73A of the Financial Services and Markets Act 2000 of the UK, as amended, relating to the UK version of Regulation (EU) 2017/1129 (the "Prospectus Regulation Rules"), we are responsible for this report as part of the Prospectus and declare that to the best of our knowledge the information contained in this report is, in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Prospectus in compliance with Annex 1 item 1.2 of the UK version of the Commission Delegated Regulation (EU) 2019/980 and for no other purpose.

Save for any responsibility arising under the Rule 5.3.2R(2)(f) of Prospectus Regulation Rules to any person as and to the extent there provided, to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Annex 1 item 1.3 of the UK version of the Commission Delegated Regulation (EU) 2019/980, consenting to its inclusion in the Prospectus.

This report shall be governed by and construed in accordance with French law. The courts of France shall have exclusive jurisdiction in relation to any claim, dispute or difference which may arise out of or in connection with our engagement letter or this report.

Paris-La Défense, October 30, 2024

One of the Statutory Auditors of Vivendi SE

Deloitte & Associés

Frédéric SOULIARD

SECTION D: UNAUDITED INTERIM COMBINED FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2024

CANAL+ GROUP

Unaudited Combined Condensed Financial Statements as of and for the Half-Year ended 30 June 2024

Unaudited Combined Condensed Statement of Earnings

(in millions of euros)	Note	Six months ended 30 June (unaudited) 2024	2023	Year ended 31 December 2023
Revenues	5	**3,190**	**3,034**	**6,223**
Content costs		(1,909)	(1,734)	(3,725)
Technology, selling, general, administrative costs & others		(967)	(988)	(2,021)
Restructuring costs		(2)	0	(5)
Impairment losses on intangible assets acquired through business combinations		(0)	-	(2)
Amortization of intangible assets acquired through business combinations		(23)	(24)	(44)
Operating income (EBIT)	5	**289**	**287**	**426**
Income (loss) from equity affiliates		(70)	(60)	(104)
Interest expenses	6	(18)	(63)	(158)
Income from investments		1	-	-
Other financial income	6	1	6	3
Other financial expenses	6	(41)	(28)	(65)
		(57)	***(85)***	***(220)***
Earnings before income taxes		**162**	**142**	**102**
Income tax	7	(107)	(110)	(118)
Earnings (losses)		**54**	**32**	**(16)**
Of which				
Earnings (losses) attributable to Canal+ Group Owners		**23**	**5**	**(61)**
Earnings attributable to non-controlling interests		31	27	45

The accompanying notes are an integral part of the Unaudited Combined Condensed Financial Statements.

Unaudited Combined Condensed Statement of Comprehensive Income

(in millions of euros)	Note	Six months ended 30 June (unaudited)		Year ended 31 December
		2024	2023	2023
Earnings (losses)		**54**	**32**	**(16)**
Actuarial gains/(losses) related to employee defined benefit plans, net	9	0	-	-
Financial assets at fair value through other comprehensive income	9	-	0	(37)
Items not subsequently reclassified to profit or loss		**0**	**0**	**(37)**
Foreign currency translation adjustments		4	24	47
Unrealised gains/(losses), net		2	6	3
Comprehensive income (loss) from equity affiliates, net	13	16	(13)	3
Items to be subsequently reclassified to profit or loss		**22**	**17**	**53**
Charges and income directly recognised in equity	9	**23**	**17**	**15**
Total comprehensive income (loss)		**77**	**49**	**(1)**
Of which				
Total comprehensive income (loss) attributable to Canal+ Group Owners		**50**	**10**	**(66)**
Total comprehensive income attributable to non-controlling interests		27	39	65

The accompanying notes are an integral part of the Unaudited Combined Condensed Financial Statements.

Unaudited Combined Condensed Statement of Financial Position

(in millions of euros)	Note	30 June 2024 (unaudited)	31 December 2023
ASSETS			
Goodwill	10	2 459	2 458
Non-current content assets	11	560	468
Other intangible assets		628	632
Property and equipment		644	675
Rights-of-use relating to leases	12	158	184
Investments in equity affiliates	13	1 555	1 103
Non-current financial assets		240	245
Other non-current assets		43	74
Deferred tax assets		149	134
Non-current assets		**6 436**	**5 973**
Inventories		77	89
Current tax receivable		26	29
Current content assets	11	660	979
Trade accounts receivable and other		1 418	1 394
Other current financial assets		54	21
Loans to Vivendi SE	14	101	94
Cash and cash equivalents	14	350	334
Current assets		**2 686**	**2 939**
TOTAL ASSETS		**9 122**	**8 912**
EQUITY AND LIABILITIES			
Canal + Group Owner's net investment		4 360	894
Canal+ Group Owner's net investment		**4 360**	**894**
Non-controlling interests		234	246
Total equity		**4 594**	**1 140**
Non-current provisions	16	269	241
Long-term borrowings and other financial liabilities	18	35	50
Deferred tax liabilities		193	196
Long-term lease liabilities	12	162	182
Other non-current liabilities		5	5
Non-current liabilities		**664**	**674**
Current provisions	16	206	157
Short-term borrowings from Vivendi SE	19	1 195	4 143
Short-term borrowings and other financial liabilities	18	43	33
Trade accounts payable and other		2 342	2 702
Short-term lease liabilities	12	35	41
Current tax payables		43	22
Current liabilities		**3 864**	**7 098**
TOTAL LIABILITIES		**4 529**	**7 772**
TOTAL EQUITY AND LIABILITIES		**9 122**	**8 912**

The accompanying notes are an integral part of the Unaudited Combined Condensed Financial Statements.

Unaudited Combined Condensed Statement of Cash Flows

(in millions of euros)	Note	Six months ended 30 June (unaudited) 2024	2023	Year ended 31 December 2023
Operating activities				
Operating income (EBIT)		289	287	426
Adjustments		137	134	344
Content investments, net	11	(58)	(50)	(122)
Acquisition paid		*(887)*	*(855)*	*(2,015)*
Consumption		*829*	*806*	*1,893*
Gross cash provided by operating activities before income tax paid and other changes in net working capital		**367**	**372**	**648**
Other changes in net working capital		5	17	(7)
Net cash provided by operating activities before income tax paid		**373**	**388**	**641**
Income tax (paid)/received, net		(57)	(69)	(141)
Net cash provided by operating activities		**315**	**320**	**500**
Investing activities				
Capital expenditures		(132)	(160)	(301)
Purchases of consolidated companies, after acquired cash		(9)	(11)	(9)
Investments in equity affiliates	13	(495)	(293)	(312)
Increase in financial assets		(57)	(65)	(141)
Investments		***(693)***	***(529)***	***(763)***
Proceeds from sales of property, plant, equipment and intangible assets		6	2	7
Proceeds from sales of consolidated companies, after divested cash		-	-	-
Decrease in financial assets	18	14	4	12
Divestitures		***20***	***6***	***19***
Dividends received from equity affiliates	13			1
Dividends received from unconsolidated companies		-	-	-
Net cash provided used for investing activities		**(673)**	**(523)**	**(743)**
Financing activities				
Contributions by Canal+ Group Owner		-	-	2
Transactions between the Canal+ Group and owners of non-controlling interests		-	-	(45)
Dividends paid by consolidated companies to their non-controlling interests		(0)	(23)	(38)
Transactions with owners		**(0)**	**(23)**	**(81)**
Setting up of long-term borrowings and increase in other long-term financial liabilities		1	0	-
Payments on long-term borrowings and other long-term financial liabilities	18	(6)	(1)	(2)
Payments on short-term borrowings	18	-	-	-
Net proceeds from short-term borrowings and other financial liabilities	18	441	295	585
Interest paid, net	6	(18)	(64)	(158)
Other cash items related to financial activities		(20)	2	(13)
Transactions on borrowings and other financial liabilities		**398**	**232**	**412**
Repayment of lease liabilities and related interest expenses	12	(23)	(11)	(32)
Net cash provided by/(used for) financing activities		**375**	**199**	**299**
Foreign currency translation adjustments		1	(1)	(5)
Change in cash and cash equivalents		**17**	**(5)**	**51**
Cash and cash equivalents				
At beginning of the period	14	**334**	**282**	**282**
At end of the period	14	**350**	**278**	**334**

The accompanying notes are an integral part of the Unaudited Combined Condensed Financial Statements.

Unaudited Combined Condensed Statements of Changes in Equity

(in millions of euros)	Six months ended June 30, 2024 (unaudited)			
	Retained earnings and other reserves	**Canal+ Group owners' net investment**	Non-controlling interests	**Total equity**
BALANCE AS OF DECEMBER 31, 2023	**894**	**894**	**246**	**1 140**
Earnings (losses)	23	23	31	54
Charges and income directly recognized in equity	27	27	(4)	23
TOTAL COMPREHENSIVE INCOME	**50**	**50**	**27**	**77**
Canal+ Group owners' contributions	3 400	3 400	-	3 400
Dividends paid	-	-	(32)	(32)
Others	16	16	(8)	8
TOTAL CHANGES OVER THE PERIOD	**3 466**	**3 466**	**(13)**	**3 453**
BALANCE AS OF JUNE 30, 2024	**4 360**	**4 360**	**234**	**4 594**

(in millions of euros)	Six months ended June 30, 2023 (unaudited)			
	Retained earnings and other reserves	**Canal+ Group owners' net investment**	Non-controlling interests	**Total equity**
BALANCE AS OF DECEMBER 31, 2022	**970**	**970**	**215**	**1 185**
Earnings (losses)	5	5	27	32
Charges and income directly recognized in equity	5	5	12	17
TOTAL COMPREHENSIVE INCOME	**10**	**10**	**39**	**49**
Canal+ Group owners' contributions	-	-	-	-
Dividends paid	-	-	(24)	(24)
Others	8	8	(1)	8
TOTAL CHANGES OVER THE PERIOD	**19**	**19**	**15**	**33**
BALANCE AS OF JUNE 30, 2023	**989**	**989**	**230**	**1 218**

(in millions of euros)	Year ended December 31, 2023			
	Retained earnings and other reserves	**Canal+ Group owners' net investment**	Non-controlling interests	**Total equity**
BALANCE AS OF DECEMBER 31, 2022	**970**	**970**	**215**	**1,185**
Earnings (losses)	(61)	(61)	45	(16)
Charges and income directly recognized in equity	(5)	(5)	20	15
TOTAL COMPREHENSIVE INCOME	**(66)**	**(66)**	**65**	**(1)**
Canal+ Group owners' contributions	2	2	-	2
Dividends paid	-	-	(38)	(38)
Others	(12)	(12)	4	(8)
TOTAL CHANGES OVER THE PERIOD	**(76)**	**(76)**	**31**	**(45)**
BALANCE AS OF DECEMBER 31, 2023	**894**	**894**	**246**	**1,140**

The accompanying notes are an integral part of the Unaudited Combined Condensed Financial Statements.

Notes to the Unaudited Combined Condensed Financial Statements

Vivendi SE ("Vivendi") is a European company which, since 7 January 2020, has been subject to the provisions of French commercial company law that are applicable to it in France, including Council Regulation EC No. 2157/2001 of 8 October 2001 on the statute for a European company (SE) and the French Commercial Code (Code de commerce). Vivendi was incorporated on 18 December 1987, for a term of 99 years expiring on 17 December 2086, except in the event of an early dissolution or unless its term is extended. Its registered office is located at 42 avenue de Friedland - 75008 Paris (France). Vivendi's shares are listed on Euronext Paris (Compartment A).

Groupe Canal+ SA ("Canal+") is a major player in content creation and distribution worldwide. Currently, it has 26.8 million subscribers worldwide, with a diversified geographic presence mainly across three continents (Europe, Africa and Asia), holding strong positions and offering an attractive value proposition in both mature markets (Europe) and growth markets (Africa and Asia). With subscriptions accounting for nearly 80% of Canal+ Group's (as defined below) revenues, distribution across all broadcasting channels (satellite, ADSL, DTT and digital), and both linear and non-linear offerings, Canal+ has a resilient business model that also allows it to seize growth opportunities in its various markets.

The Unaudited Combined Condensed Financial Statements present the financial and accounting situation of Canal+, Dailymotion, Group Vivendi Africa ("GVA"), Canal Olympia, Copyrights, L'Olympia and Théâtre de l'oeuvre (the "Canal+ Group"), together with interests held by members of Canal+ Group in equity affiliates and a building housing technical facility ("Cast"). Thus, they reflect the legal reorganisation of share ownership in the legal entities mentioned above, which were under the control of Vivendi SE during this period.

Amounts are reported in euros and all values are rounded to the nearest million.

The Unaudited Combined Condensed Financial Statements as of and for the Half-Year ended 30 June 2024, have been prepared specifically for the purposes of this Prospectus and in accordance with the Regulation (EU) 2017/1129 as supplemented by Commission Delegated Regulation (EU) 2019/980 each as they form part of United Kingdom domestic law by virtue of the EU Withdrawal Act 2018.,

The Unaudited Combined Condensed Financial Statements as of and for the Half-Year ended 30 June 2024, should be read in conjunction with Group Canal+'s Audited Combined Financial Statements as of and for the years ended 31 December 2023, 2022 and 2021.

On 21 October 2024, the Management Board of Vivendi SE examined the Unaudited Combined condensed Financial Statements as of and for the Half-Year ended 30 June 2024, and granted power to one of its members, Mr. Maxime Saada, who also serves as Chairman of the Management Board of Canal+ and Chairman and CEO of Dailymotion, to approve such Unaudited Combined Condensed Financial Statements. On 30 October 2024, Mr. Maxime Saada approved and authorised for issue the Unaudited Combined Condensed Financial Statements as of and for the Half-Year ended 30 June 2024.

Note 1 Basis of preparation of the Combined Condensed Financial Statements

The Unaudited Combined Condensed Financial Statements of Canal+ Group as of and for the half-year ended 30 June 2024 have been prepared by Vivendi in its capacity as the controlling shareholder of each entity within Canal+ Group, in the context of Vivendi's project to split its activities into several entities listed on the stock market.

The Unaudited Combined Condensed Financial Statements have been drawn up based on the accounting data of Canal+, Dailymotion, GVA, Canal Olympia, Copyrights, L'Olympia and Théâtre de l'oeuvre and their respective as of and for the Half-Year ended 30 June 2024, as approved, and compiled for the preparation of the Vivendi Group's Unaudited Consolidated Condensed Financial Statements as of and for the Half-Year ended 30 June 2024 (refer to Accounting conventions used when preparing the Unaudited Combined condensed financial statements). Canal+ Group's Unaudited Combined Condensed Financial Statements as of and for the Half-Year ended 30 June 2024 have been prepared and are presented in accordance with IAS 34 - Interim Financial Reporting as endorsed in the European Union (EU) and published by the International Accounting Standards Board (IASB).

No adjustments were made in Canal+'s contribution to Vivendi's historical financial statements within the Canal+ Group's Unaudited Combined Condensed Financial Statements.

The Unaudited Combined Condensed Financial Statements of Canal+ Group have been prepared on the basis of and consistent with estimates reflected in the Vivendi SE Unaudited Condensed Financial Statements as of and for the Half-Year ended 30 June 2024, authorised for issue by the Board Management of Vivendi SE as of 24 July 2024, respectively. Subsequent developments from 24 July 2024 to 30 October 2024 did not result in adjusting events in the consolidated financial statements.

Since IFRS provides no specific guidelines for the preparation of the Unaudited Combined Condensed Financial Statements, in accordance with the requirements of Conceptual Framework and IAS 8 Accounting policies, changes in accounting estimates and errors, certain accounting conventions commonly used for the preparation of Unaudited Combined Condensed historical financial information have been applied.

The Unaudited Combined Condensed Financial Statements presented here may not necessarily be indicative of the Canal+ Group financial position, results of operations, or cash flows the Canal+ Group may have had if it was incurred as a separate entity during the periods presented. Moreover, the capital and financing structure (as well as some support services performed by Vivendi SE) will be adapted in the context of the Legal Reorganisation.

Context

At its meetings held on 13 December 2023 and 30 January 2024, Vivendi's Supervisory Board authorised, upon the recommendation of Vivendi's Management Board, the possibility to study the feasibility of a project to split Vivendi where Canal+ Group, Havas and Louis Hachette Group representing the publishing and distribution assets, namely the Vivendi's 63.5% stake in Lagardère and 100% of Prisma Media, would become independent listed entities. The study carried out identified the most appropriate stock markets for these three companies once separated from Vivendi, given the nature of their activities and their international exposure. Canal+ Group would be listed on the London Stock Exchange, Havas on Euronext Amsterdam in the form of a public limited liability company governed by the laws of the Netherlands (NV) and Louis Hachette Group on Euronext Growth in Paris.

Scope of combination

The Canal+ Group results from a combination of entities under the common control of Vivendi rather than a legal entity in its own right.

Canal+ Group's scope of combination principally comprises the entities held directly and indirectly by Canal+, Dailymotion, GVA, Canal Olympia, Copyrights, L'Olympia and Théâtre de l'oeuvre and a building housing technical facilities ("Cast").

The combination scope is presented in Note 28 "List of Main Combined entities" to the Audited Combined Financial Statements for the years ended 31 December 2023, 2022 and 2021.

Litigation

In the course of its ordinary activities, Canal+ Group may be involved in legal, arbitration, administrative or regulatory proceedings, including disputes with its suppliers, competitors and employees, as well as audiovisual and tax authorities and similar bodies. At the date of this document, the Group is not aware of any governmental, legal or arbitration proceedings, including any proceedings which are ongoing or with which it is threatened, other than those mentioned below.

Expenses resulting from any governmental, legal or arbitration proceedings are recognised as provisions only when they are likely to be incurred and the financial obligation resulting from such proceedings can be reasonably quantified or estimated. In such case, the provision amount represents the group's best estimate of the risk resulting from such proceedings, based on a case-by-case assessment of the risk level. The group may reassess this risk at any time if new events occur during the proceedings. Please refer to the note 7.4 "Tax litigation" and note 27 "Litigation" to the Canal+ Group Audited Combined Financial Statements for the years ended 31 December 2023, 2022 and 2021, which contains information on our litigations updated until the issuance date of the Canal+ Group Audited Combined Financial Statements for the years ended 31 December 2023, 2022 and 2021.

Intercompany transactions between Canal+ Group and other Vivendi Group entities

Balances pertaining to current transactions between Canal+ Group entities and other entities in the Vivendi Group have been presented on the balance sheet as third-party assets or liabilities in the

Unaudited Combined condensed Financial Statements. All loans and borrowings between Canal+ Group entities and other Vivendi Group entities have been presented as financial assets or liabilities in the Unaudited Combined condensed Financial Statements.

In accordance with IAS 24 – Related Party Disclosures, transactions between Canal+ Group and other Vivendi Group's entities are presented in Note 19 "Related Parties".

Earnings per share

As Canal+ Group is not a legal entity in its own right, the number of shares outstanding is not determinable. Consequently, no earnings per share data is presented in the Unaudited Combined condensed Financial Statements.

Note 2 Accounting policies and valuation methods

2.1 Unaudited Combined Condensed financial statements

Canal+ Group's Unaudited combined Condensed Financial Statements as of and for the Half-Year ended 30 June 2024 are presented and have been prepared in accordance with IAS 34 – Interim Financial Reporting as endorsed in the European Union (EU) and published by the International Accounting Standards Board (IASB and as part of the basis of preparation of the Unaudited Combined Condensed financial statements (please refer to note 1). As a result, except as mentioned in paragraph 2.2 below, Canal+ Group has applied the same accounting methods used in its Combined Financial Statements as of and for the years ended 31 December 2023, 2022 and 2021 (please refer to Note 2 "Accounting policies and valuation methods" to the Consolidated Financial Statements for the years ended 31 December 2023, 2022 and 2021).

Furthermore, the following provisions were applied:

- provisions for income taxes have been calculated on the basis of the estimated effective annual tax rate applied to pre-tax earnings. The assessment of the annual effective tax rate notably takes into consideration the recognition of anticipated deferred tax assets for the full year which were not previously recognised; and
- employee benefits and profit-sharing have been included on a pro-rata basis of the estimated cost for the year, adjusted, if necessary, for any non-recurring events which occurred over the period.

Key judgement and estimates

The preparation of the Unaudited combined Condensed Financial Statements in compliance with IFRS Accounting Standards requires Canal+ Group's management to make certain estimates and assumptions which it considers reasonable and realistic. Although these estimates and assumptions are regularly reviewed, based in particular on past or anticipated achievements, facts and circumstances may lead to changes in these estimates and assumptions which could have an impact on the reported amount of Canal+ Group's assets, liabilities, equity or earnings. Additional detail on the judgements applied by management are set out in the Note 2.3 Principles governing the preparation of the Combined Financial Statements of Group Canal+'s Audited Combined Financial Statements as of and for the years ended 31 December 2023, 2022 and 2021.

Seasonality

Revenues from subscriptions are traditionally impacted by seasonal factors, with higher sales in September after the return from summer vacation and during the end-of-year holidays. International or local sports events can also influence sales volumes and therefore seasonality. Other sources of Revenue are impacted by underlying economic conditions, the cyclical demand for advertising, seasonality of program sales, significant licensing deals and the timing of delivery of Studiocanal programmes. Major events, including sporting events, will impact the seasonality of schedule costs and the mix of programmes spend between sport and films & television. Other than this, there is no significant seasonality or cyclicality affecting the interim results of the operations.

2.2 New IFRS standards and IFRIC interpretations applicable as from 1 January 2024

Amendments to IFRS standards and IFRIC interpretations issued by the IASB/IFRS IC applicable as from 1 January 2024, had no material impact on Canal+ Group's Combined Condensed Financial Statements.

2.3 International tax reform (Pillar 2)

The European Directive implementing the international tax reform (Pillar 2) at EU level was transposed into French law, becoming effective from 1 January 2024. Canal+ Group applies the exception provided by the amendment to IAS 12 - Income Taxes, related to the Pillar 2 international tax reform, regarding the non-recognition of deferred tax assets and liabilities related to Pillar 2 income taxes.

As of 30 June 2024, Canal+ Group's assessment of the application of such international tax reform indicates that it is not expected to have a material impact.

Note 3 Major events

3.1 Investment in MultiChoice Group

As of 31 December 2023, Canal+ held 149.4 million shares in MultiChoice Group Ltd ("MultiChoice"), representing 33.76% of MultiChoice's share capital of MultiChoice. As of that date, the purchase price of Canal+'s interest in MultiChoice amounted to €936 million (ZAR113.82 per share in average).

In early February 2024, Canal+ announced that it had sent to the MultiChoice's board of directors a non-binding intention to make an offer for the MultiChoice shares it did not own at a price of ZAR105 per MultiChoice share, which was rejected by MultiChoice's board of directors. Canal+ continued its purchases of shares on the market operated by the Johannesburg Stock Exchange ("JSE") and crossed the threshold of 35% of the capital of MultiChoice. In a decision dated 28 February 2024, the Takeover Regulation Panel ("TRP") ruled that Canal+ should, in view of the crossing of said threshold, launch a mandatory public tender offer for the shares of MultiChoice that it did not already hold, for the benefit of the other shareholders of MultiChoice.

Following the issuance of such a decision, Canal+ and MultiChoice confirmed their intention to mutually co-operate in this process by signing an exclusive co-operation agreement on 7 April 2024 and jointly published a firm intention announcement ("FIA") on 8 April 2024.

On 4 June 2024, Canal+ and MultiChoice issued a combined circular to MultiChoice shareholders regarding the mandatory public tender offer by Canal+ to acquire the MultiChoice shares that it does not already own for a consideration of ZAR125 per share, representing an aggregate consideration of ZAR35,373 million, fully financed from funds available to Canal+.

In accordance with South African takeover regulations, Canal+ provided the TRP with a bank guarantee issued by a South African bank on behalf of Canal+. Under such bank guarantee, the guarantor has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

Simultaneously, to cover the bank guarantee, Canal+ entered into a credit facility, which may be utilised by way of the drawing of loans and the issue of a letter of credit, up to a maximum amount of €1,900 million. Vivendi SE acted as guarantor (*caution solidaire)* in respect of Canal+ obligations under the credit facility, Canal+ being the primary obligor.

In addition, Canal+ set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount of €1,200 million.

The mandatory offer by Canal+ and its implementation are subject to the fulfilment or, where permitted, waiver of various regulatory conditions by 8 April 2025 provided that: (i) Canal+ shall have the right (at its sole discretion) to extend this date on up to two occasions only, for a period of six months each; and (ii) MultiChoice and Canal+ shall have the right by mutual agreement (on one or more occasions) to extend this date. Each such extension will be subject to prior consultation with the TRP in accordance with the requirements of the Takeover Regulations and any other applicable laws.

The offer consideration of ZAR125 per share represents a 66.66% premium compared to the MultiChoice last closing price for MultiChoice shares on the last trading day prior to the announcement of the early February non-binding intention to make an offer and a 63.96% premium compared to the 30-day volume weighted average price (VWAP) prior to the announcement of the early February non-binding intention to make an offer.

Canal+ Group believes that the substantial premium recognises the potential benefits that may be realised by combining Canal+ Group and MultiChoice.

A combined group would be better positioned to address key structural challenges and opportunities resulting from the ongoing digitalisation and globalisation of the media and entertainment sector. This could have significant benefits for the African creative and sports ecosystems, by facilitating the distribution of high-quality content created on the continent to an international audience.

Canal+ intends that, should its European listing proceed, there will be an opportunity for South African investors to become shareholders of the combined entity as part of a secondary inward listing on the JSE.

Canal+ and MultiChoice recognise that the economic transformation of South Africa and "Broad-Based Black Economic Empowerment" ("BBBEE") are imperatives both in the broader context and for

MultiChoice. Canal+ is fully committed to maintaining MultiChoice's BBBEE credentials and acknowledges the key role played by Phuthuma Nathi in this regard.

As of 30 June 2024, Canal+ held 200.0 million MultiChoice shares, representing 45.20% of its share capital. South African regulations prohibit any foreign investor (excluding countries in the African Union that entered into bilateral agreements) from holding a direct or indirect financial interest of more than 20% of the voting rights or controlling a company holding commercial television broadcasting licensing. The bylaws of MultiChoice limit the voting rights of all foreign shareholders to 20% with, if necessary, a proportional reduction of their voting rights (scale back mechanism).

As of 30 June 2024, the purchase price of Canal+'s interest in MultiChoice amounted to €1,221 million (ZAR113.95 per share in average) (see note 13 for the net carrying amount of equity affiliates).

3.2 Acquisition of OCS and Orange Studio

On 9 January, 2023, Canal+ Group and Orange announced the signing of a memorandum of understanding regarding the acquisition by Canal+ of all shares of the OCS pay-TV package and in Orange Studio, the film and series co-production subsidiary, held by Orange. On 31 January 2024, Canal+ completed this acquisition following approval from the French Competition Authority. The latter authorised the transaction after a detailed analysis of its effects on the market and made it subject to compliance with several commitments by Canal+. OCS and Orange Studio have been fully consolidated by Canal+ since 1 February 2024.

In accordance with IFRS 3 "Business Combinations", fair value adjustments of assets acquired, and liabilities assumed are recognised as goodwill / gain on bargain adjustments based on information obtained during the allocation period, i.e. within twelve months following the acquisition.

3.2.1 OCS

The purchase price allocation work began during the first half of 2024 and is still ongoing as of 30 June 2024. The provisional gain on bargain, which has been recorded in Operating income (EBIT) for the first half of 2024, amounts to €28 million.

OCS's identifiable assets and liabilities were measured at fair value on the acquisition date. The provisional allocation of the acquisition price of OCS to the acquired assets and liabilities assumed is as follows:

	As of February 1, 2024		
(in millions of euros)	Consolidated net assets before Purchase Price Allocation	Purchase Price Allocation	Consolidated net assets after Purchase Price Allocation
Content assets	73	(35)	38
Other intangible assets	0		0
Net working capital	(1)		(1)
Cash and cash equivalents	5		5
Provisions	(3)	(123)	(127)
Net deferred taxes	0	42	42
Other net assets/ (liabilities)	0		0
Fair value of assets/(liabilities) attributable to Canal+ Group	74	(117)	(43)
Fair value of interest (100%)	(71)		(71)
Provisional gain on bargain	(145)	(117)	(28)

The fair value of content assets has been determined in accordance with Canal+ Group accounting policies and valuation methods, including Television rights, that have been broadcasted before the acquisition date, have been fully depreciated. The fair value of interest, which is negative, corresponds mainly to the indemnity paid to Canal+ by Orange as part of the transaction.

The fair value of provisions has been determined with the assistance of third-party appraisers. These provisions correspond mainly to the valuation of onerous contracts. The business plan underlying this valuation integrates the following main assumptions (i) an estimate of revenue based on the evolution of the subscriber base, (ii) an operating margin which does not take into account the synergies potentially generated by the transaction.

In accordance with IFRS 3, deferred taxes resulting from the revaluation of acquired assets and assumed liabilities have been assessed and recognised in accordance with IAS 12.

The recognised amounts as of 30 June 2024, are still considered as provisional and may be adjusted if additional information is obtained regarding facts and circumstances that existed prior to the acquisition within 12 months following the acquisition date in accordance with IFRS 3. If applicable, these adjustments will be recognised against gain on bargain.

3.2.2 Orange Studio

The purchase price allocation work is still ongoing as of 30 June 2024. The provisional gain on bargain which corresponds to the difference between the acquisition price and the consolidated net assets before purchase price allocation amounts to €18 million and has been accounted for as deferred credit (including in the line "Trade account payable and other" in the Combined Statement of Financial Position) as of 30 June 2024.

3.3 Other events

- On 26 February 2024, Canal+ announced that it held 30% of Viu's share capital. On 20 June 2024, Canal+ announced that it held 36.8% of Viu's share capital (increased to 37.2% on 8 October 2024 due to subsequent contractual adjustments). Canal+ has a call option to increase its ownership interest in Viu to 51%. The management re assessed the facts and circumstances and concluded that Group Canal+ did not control Viu as of 30 June 2024.
- As part of the recapitalisation of Viaplay, a restructuring plan was approved on 10 January 2024 by Viaplay Group's Extraordinary General Meeting. On 9 February 2024, following completion of the recapitalisation, Canal+ announced that it had increased its 12% interest in Viaplay to 29.33%, confirming its position as the largest shareholder. Canal+ exercises a significant influence over ViaPlay, which is accounted for under the equity method as from 9 February 2024;
- On 22 March 2024, Canal+ Group announced that it had acquired a 40% interest in Senegalese production company Marodi TV, one of the major players in the creation of series in Africa;
- On 29 April 2024, Canal+ Group announced the creation of "Studiocanal Stories", a new label dedicated to literary adaptations into films and TV series, the first in France and several European countries. Under this new label, Studiocanal and Editions Albert René announced that they had entered into an exclusive development agreement for the sixth live action film of the adventures of Asterix;
- On 7 May 2024, Canal+ Group and Warner Bros. Discovery announced a distribution agreement for the streaming service Max. Since its launch in France on 11 June 2024, Max has been included in Canal+ offers and all its content can be viewed directly on Canal+'s OTT platform. This agreement follows the signing of an exclusive multi-year agreement with Warner Bros. Discovery in January, allowing Canal+ to be the only player in France able to broadcast Warner Bros. Pictures films only six months after their release in French cinemas. Warner Bros. Discovery has also chosen Canal+ Brand Solutions to market Max's advertising lists in France, for its Basic offer with advertising;
- On 22 May 2024, Canal+ Group strengthened its position as leader in aggregation and accessibility by launching TV+ in France, its new streaming offer bringing together all live and replay DTT channels in a single app, with an additional selection of Canal+ content, for €2 per month with no commitment;
- On 22 May 2024, Canal+ Group won the new call for tenders from the National Rugby League for the exclusive broadcasting rights to the TOP 14 and PRO D2, until the 2031/2032 season inclusive; and
- On 31 May 2024, Canal+ Group and Netflix announced they were renewing their distribution agreement, entered into in 2019. This renewal runs over several years and covers France as well as Poland.

Note 4 Segment data

Canal+ Group Management Board, who is regarded as the chief operating decision-maker, evaluates the performance of its business segments and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Adjusted Earnings Before Interest and Income Taxes ("Adjusted EBIT (EBITA)") reflects the earnings of each business segment and it is considered by the management to be relevant indicator of Canal+ Group's operating performance. It enables Canal+ Group to compare the performance of operating segments regardless of whether their performance is driven by the operating segment's organic growth or by acquisitions.

To calculate Adjusted EBIT (EBITA), the accounting impact of the following items is excluded from Operating income (EBIT):

- the amortization of intangible assets acquired through business combinations as well as of other rights catalogues acquired; and
- impairment of goodwill, other intangibles acquired through business combinations and other rights catalogues acquired.

The operating segments presented below are identical to the information given to Canal+ Group's Management Board. These segments are business units that are managed separately as each business requires different strategies to adapt to local demands, regulation and resources.

Canal+ Group's main businesses are consolidated within the following operating segments:

- Europe: This operating segment encompasses the Group's subscription-TV, advertising-based television and OTT businesses across France, the Overseas Territories, Poland and also in Central Europe and the Benelux through M7 (which also includes the more geographically diverse activities of SPI), and the Group's FTTH business in the Overseas Territories.
- Africa and Asia: This operating segment encompasses the Group's subscription-TV, advertising-based television, OTT and FTTH businesses across Africa and Asia. In Africa, the Group's operates in more than twenty-five countries. GVA, currently owned by Vivendi and agreed to be transferred to the Group, with the transfer remaining subject to certain conditions, offers broadband internet access services through optical fibre networks and operates an expanding FTTH network, currently in thirteen cities in eight countries in Africa.
- Content Production, Distribution and Other: This operating segment includes:
  - Studiocanal, a leading film and series studio with worldwide production and distribution capabilities. It operates directly in nine major European markets (including Germany, Benelux, Spain, France, Poland and the U.K.) as well as in Australia and New Zealand, and offices in the United States and China; it derives its revenue from the sale of its in-house productions and the distribution of films and series acquired from third parties;
  - Dailymotion, an international end-to-end video platform, which derives its revenue from advertising;
  - Thema, a production and distribution company specialising in creating and distributing diverse content and channels to cable, IPTV and DTH operators, and for mobile packages and OTT; and
  - L'Olympia and Théâtre de L'Œuvre, live entertainment venues in Paris.

Intersegment commercial transactions are conducted on an arm's-length basis on terms and conditions similar to those that would be offered by third parties.

4.1 Statement of earnings by business segment

(in millions of euros)	Europe	Africa and Asia	Content Production, Distribution and other	Eliminations	**Total**
Half-Year ended 30 June 2024 (unaudited)					
Revenues	2,390	527	333	(60)	**3,190**
Adjusted EBIT (EBITA)	178	114	21		**312**

(in millions of euros)	Europe	Africa and Asia	Content Production, Distribution and other	Eliminations	**Total**
Half-Year ended 30 June 2023 (unaudited)					
Revenues	2,285	499	302	(53)	**3,034**
Adjusted EBIT (EBITA)	178	108	26		**312**
Year ended 31 December 2023					
Revenues	4,640	1,002	713	(131)	**6,223**
Adjusted EBIT (EBITA)	201	212	59		**472**

The following table provides a reconciliation of Adjusted EBIT (EBITA) to Operating income (EBIT):

	Six months ended 30 June (unaudited)		Year ended 31 December
(in millions of euros)	2024	2023	2023
Earnings before income taxes	**162**	**142**	**102**
Less			
Interest expenses	(18)	(63)	(158)
Income from investments	1		
Other financial income	1	6	3
Other financial expenses	(41)	(28)	(65)
Income (loss) from equity affiliates	(70)	(60)	(104)
Operating income (EBIT)	**289**	**287**	**426**
Less			
Impairment losses on intangible assets acquired through business combinations	(0)	-	(2)
Amortization of intangible assets acquired through business combinations	(23)	(24)	(44)
Adjusted EBIT (EBITA)	**312**	**312**	**472**

Note 5 Operating income (EBIT)

5.1 Revenues

- By activity

	Six months ended 30 June (unaudited)		Year ended 31 December 2023
(in millions of euros)	2024	2023	
Subscriptions	2,600	2,494	5,048
Advertising, content sales and other	590	539	1,176
Revenues	**3,190**	**3,034**	**6,223**

- By geographic area

Revenues are broken down by customer location.

	Six months ended 30 June (unaudited)				Year ended 31 December 2023	
(in millions of euros)	2024		2023			
France	1,912	*60%*	1,884	*62%*	3,747	*60%*
Rest of World	1,278	*40%*	1,150	*38%*	2,476	*40%*
Revenues	**3,190**	***100%***	**3,034**	***100%***	**6,223**	***100%***

5.2 Personnel costs and average employee numbers

Six months ended 30 June (unaudited)	Year ended 31

(in millions of euros)	2024	2023	December 2023
Salaries	247	225	452
Social security and other employment charges	89	82	164
Capitalised personnel costs	(14)	(13)	(26)
Wages and expenses	**322**	**294**	**590**
Share-based compensation plans	2	1	3
Employee benefit plans	2	2	3
Other	19	20	32
Personnel costs	**346**	**316**	**628**
Annual average number of full-time equivalent employees (in thousands)	*8,799*	*8,628*	*8,645*

Note 6 Financial charges and income

Interest

(in millions of euros)		Six months ended 30 June (unaudited)		Year ended 31 December 2023
(Charge)/Income	Note	2024	2023	
Interest expense on borrowings	18	(1)	(0)	(2)
Interest expense on borrowings from Vivendi		(24)	(69)	(168)
Interest income from loans to Vivendi		5	5	9
Interest income from cash, cash equivalents and investments		1	1	3
Interest		**(18)**	**(63)**	**(158)**

For the first half of 2023, interest expense incurred on borrowings from Vivendi SE essentially related to Canal+ (€58million), Dailymotion (€5 million), and GVA (€4 million).

For the first half of 2024, interest expense incurred on borrowings from Vivendi SE essentially related to Canal+ (€6 million), Dailymotion (€8 million), and GVA (€7 million). The interest expenses decreased by €45 million for the first half of 2024, in comparison to the first half of 2023, as a result of the conversion of Vivendi SE's loan to Canal+ Group S.A into share capital of €3,400 million on 16 April 2024. In addition, Vivendi SE's loan ceased to bear interest as from 1 January 2024.

Other financial charges and income

	Six months ended 30 June (unaudited)		Year ended 31 December
(in millions of euros)	2024	2023	2023
Capital gain and revaluation on financial investments	-	-	-
Effect of undiscounting assets (a)	-	-	-
Expected return on plan assets related to employee benefit plans	1	1	1
Foreign exchange gain	-	5	-
Change in value of derivative instruments	-	-	-
Other	1	1	2
Other financial income	**1**	**6**	**3**
Capital loss on the divestiture of businesses			-
Downside adjustment on financial investments	(0)	(1)	(4)
Effect of undiscounting liabilities (a)	(3)	(2)	(2)
Interest cost related to employee benefit plans	(1)	(1)	(1)
Fees and premiums on borrowings and credit facilities issued	-	-	-
Interest expenses on lease liabilities	(2)	(2)	(6)
Foreign exchange loss	(11)	(2)	(14)
Change in value of derivative instruments	(7)	-	-
Other (b)	(18)	(20)	(38)

(in millions of euros)	Six months ended 30 June (unaudited) 2024	2023	Year ended 31 December 2023
Other financial charges	**(41)**	**(28)**	**(65)**
Net total	**(40)**	**(22)**	**(62)**

a. In accordance with applicable accounting standards, where the effect of the time value of money is material, assets and liabilities are initially recorded in the combined statement of financial position at the present value of the expected revenues and expenses. At the end of each subsequent period, the present value of such assets and liabilities is adjusted to account for the passage of time.

b. Mostly includes of fees on acquisitions and the change in value of purchase commitments.

Note 7 Income taxes

The income tax expense for the first half of 2024 decreased by €3 million to an income tax expense of €107 million from an income tax expense of €110 million in the corresponding period of the previous year despite the increase of €30 million of Earnings before taxes and loss from equity affiliates in the same period. The decreased tax expense reflects a lower estimated tax rate mainly as a result of falling interest expenses, the deductibility of which is capped.

Group Canal has determined that the impact for Pillar Two in the first half of 2024 is not material.

Note 8 Earnings per share

Since the combined group was had not been established as a legal entity as of 30 June 2024, the number of shares outstanding is not determinable. Consequently, no earnings per share data is presented in these Combined Condensed Financial Statements.

Note 9 Charges and income directly recognised in equity

Details of changes in equity related to other comprehensive income

(in millions of euros)	Items not subsequently reclassified to profit or loss		Items to be subsequently reclassified to profit or loss			
	Actuarial gains/(losses) related to employee defined benefit plans	Financial assets at fair value through other comprehensive income	Unrealised gains/(losses) / Hedging instruments	Foreign currency translation adjustments	Other comprehensive income from equity affiliates, net	**Other comprehensive income**
Balance as of 31 December 2023	**12**	**11**	**-**	**(31)**	**48**	**40**
Charges and income directly recognised in equity	0	-	3	4	16	23
Tax effect	-	-	(0)	-	-	-
Balance as of 30 June 2024 (unaudited)	**12**	**11**	**2**	**(27)**	**64**	**63**

Note 10 Goodwill

10.1 Changes in goodwill

(in millions of euros)	31 December 2023	Impairment losses	Business combinations	Divestitures in progress or discontinued	Changes in foreign currency translation adjustments and other	30 June 2024
Europe	1,643	-	-	-	(0)	1,643
Africa and Asia	381					381
Content Production, Distribution and Other	434	-	-	-	1	435
Total	**2,458**				**1**	**2,459**

10.2 Value of Goodwill

As of 31 December 2023, Canal+ Group performed an impairment test of its groups of Cash-Generating Units (CGU) to determine whether their recoverable amount was greater than their carrying value. Canal+ Group's Management concluded that the recoverable amount of groups of CGU was at least equal to their net carrying amount. These recoverable amounts were determined using standard valuation methods:

- for Pay-TV and Free-to-air TV, on the basis of market data (as determined using multiples observed on stock markets or in recent mergers/acquisitions of about twenty similar companies, financial parameters consistent with those of previous years (a EBITDA multiple for Pay-TV and revenues multiple for Free -to -air TV)) and
- for Content Production, Distribution and Other, the value in use (as determined using the discounted value of future cash flows).

As of 30 June 2024, Canal+ Group had reviewed the items that may indicate a decrease in the recoverable amount of groups of CGU during the first half of 2024. In particular, Canal+ Group analysed the performance of groups of CGU in comparison with forecasts (particularly budgets and market data) and business plans and financial parameters (discount rate and long-term growth rate) used at year-end 2023 for Content Production, Distribution and Other.

Notwithstanding the current macroeconomic uncertainties, Canal+ Group's Management concluded that, as of 30 June 2024, there were no triggering events indicating a decrease in the recoverable amount of groups of CGU compared to 31 December 2023.

In addition, during the fourth quarter of 2024, Canal+ Group intends to perform an annual impairment test of the carrying value of goodwill and other intangible.

Note 11 Content assets and commitments

11.1 Content assets

(in millions of euros)	30 June 2024 (unaudited)	31 December 2023
Film and television costs	991	825
Sports rights	229	622
Content assets	**1 220**	**1 447**
Deduction of current content assets	(660)	(979)
Non-current content assets	**560**	**468**

11.2 Changes in content assets

(in millions of euros)	Six month ended 30 June 2024 (unaudited)	Year ended 31 December 2023
Opening balance	**1 447**	**1 366**
Increase	833	2 037
Decrease (Consumptions)	(829)	(1 894)
Amortization	(12)	(28)
Business combinations	77	3
Foreign currency translation adjustments and other*	(295)	(37)
Closing balance	**1 220**	**1 447**

**Include mainly the variation of accruals.*

Acquisition paid on content investment include increase in content investment as mentioned above for the six month ended 30 June 2024 and the year ended 31 December 2023, less (decrease)/increase in payables on audiovisual rights and production and programming costs of €(55) million and €22 million for the six month ended 30 June 2024 and the year ended 31 December 2023.

11.3 Contractual content commitments

Commitments given recorded in the combined condensed statement of financial position: content liabilities

Content liabilities are mainly recorded in “Trade accounts payable and other” or in “Other non-current liabilities” whether they are current or non-current, as applicable.

	Minimum future payments as of	
(in millions of euros)	30 June 2024	31 December 2023
Film and television rights	199	213
Sports rights	97	476
Content liabilities	**296**	**689**

Off-balance sheet commitments: creative talent, employment agreements and others

	Minimum future payments as of	
(in millions of euros)	30 June 2024	31 December 2023
Film and television rights (a)	2 598	2 761
Sports rights (b)	3 932	3 217
Given commitments	**6 530**	**5 978**
Film and television rights (a)	(385)	(248)
Sports rights	(6)	(81)

Received commitments	**(390)**	**(329)**
Net total	**6 140**	**5 649**

a. As of 30 June 2024, content liabilities recorded in connection with film and television broadcasting rights amounted to €25 million (compared to €56 million as of 31 December 2023).
In addition, these amounts do not include commitments under contracts for channel diffusion rights and non-exclusive distribution of channels, in respect of which Canal+ Group did not grant or receive minimum guaranteed amounts. The variable amount of these commitments cannot be reliably determined and is not reported in either the Statement of Financial Position or in the commitments and is instead recorded as a content cost and/or a revenue, when applicable, for the period in which it was incurred.

b. Mainly includes broadcasting rights held by Canal+ Group to the following sporting events:

- European Soccer Competitions (UEFA): Champions League, Europa League and Europa Conference League, for the 2024/2025 to 2026/2027 seasons;
- English Premier League rights: on 21 September 2023, Canal+ Group announced the renewal of the entire English Premier League rights until the end of the 2027/2028 season in France, the Czech Republic, Slovakia and Vietnam;
- National French Rugby Championship (TOP 14): on an exclusive basis until the end of the 2026/2027 season. On 22 May 2024, Canal+ Group announced the renewal of the entire TOP14 and PROD2 until the end of the 2031/2032 season in France;
- Formula 1 racing: on an exclusive basis until the end of the 2029 season; and
- MotoGP™: on an exclusive basis until the end of the 2029 season.

These commitments are accounted for in the Statement of Financial Position either upon the start of every season or upon an initial significant payment.

Note 12 Leases

12.1 Rights-of-use relating to leases

As of 30 June 2024, the rights-of-use relating to leases amounted to €261 million (compared to €272 million as of 31 December 2023) less the accumulated depreciation and impairment losses for €103 million as of 30 June 2024 (compared to €88 million as of 31 December 2023). These rights-of-use relate to real estate leases.

Changes in the rights-of-use

(in millions of euros)	Six month ended 30 June 2024 (unaudited)	Year ended 31 December 2023
Opening balance	**184**	**205**
Amortization	(20)	(42)
Acquisitions/increase	2	5
Sales/decrease	-	-
Business combinations	-	1
Divestitures in progress	-	-
Foreign currency translation adjustments and other	(6)	15
Closing balance	**159**	**184**

12.2 Lease liabilities

(in millions of euros)	Six month ended 30 June 2024 (unaudited)	Year ended 31 December 2023
Opening Balance	**223**	**229**

Lease payments	(23)	(32)
Interest expense	2	5
Acquisitions/increase	2	4
Sales/decrease	-	-
Business combinations	-	1
Divestitures in progress or discontinued	-	-
Foreign currency translation adjustments and other	(7)	16
Closing Balance	**197**	**223**

Maturity of lease liabilities

(in millions of euros)	30 June 2024 (unaudited)	31 December 2023
< 1 year	35	41
Between 1 and 5 years	151	158
> 5 years	11	24
Lease liabilities	**197**	**223**

12.3 Lease-related expenses

In the first half of 2024, lease-related expenses (consisting of depreciation of right of use assets and interest expenses on lease liabilities) recorded in the combined statement of earnings amounts to €23 million (compared to €21 million in the first half of 2023).

Note 13 Investments in equity affiliates

13.1 Canal+ Group's main investments in equity affiliates

	Ownership interest as of		Voting interest as of		Net carrying amount of equity affiliates	
(in millions of euros)	30 June 2024	31 December 2023	30 June 2024	31 December 2023	30 June 2024 (unaudited)	31 December 2023
MultiChoice	45,20%	33,76%	(a)	(a)	1 161	899
Viu (b)	36,80%	27,32%	36,80%	27,32%	248	171
Viaplay Group (c)	29,33%	na	29,29%	na	110	na
Other					35	33
					1 **555**	**1 103**

na: not applicable.

a. As of 30 June 2024, Canal+ Group held 200.0 million MultiChoice Group Ltd ("MultiChoice") shares, representing 45.20% of its share capital. South African regulations prohibit any foreign investor (excluding countries in the African Union that entered into bilateral agreements) from holding a direct or indirect financial interest of more than 20% of the voting rights or controlling a company holding commercial television broadcasting licensing. The bylaws of MultiChoice limit the voting rights of all foreign shareholders to 20% with, if necessary, a proportional reduction of their voting rights (scale back mechanism). For detailed description on the mandatory offer, please refer to Note3.1. As of 30 June 2024, MultiChoice's share price (€5.5 per share) was lower than its carrying value (€5.8 per share). As of 31 December 2023, Canal+ implemented an impairment test of its MultiChoice interest to determine whether its recoverable amount was at least equal to its carrying value. As of 30 June 2024, Canal+ ensured that there were no indicators that would suggest that the recoverable amount of its interest in MultiChoice had decreased during the first half of 2024. Canal+'s Management concluded that there was no evidence of a decrease in the value of its interest in MultiChoice compared to 31 December 2023.

b. On 20 June 2024, Canal+ Group announced that it holds 36.8% of Viu's share capital (increased to 37.2% on 8October 2024 due to subsequent contractual adjustments). Canal+ Group purchased an option to increase its ownership interest in Viu to 51%. No goodwill impairment test related to Viu was implemented as of 31 December 2023, given the proximity between the date of recognition in equity method and the financial year-end date. As of 30 June 2024, Canal+ ensured that there were no indicators that would suggest that the recoverable amount of its interest in Viu had decreased during the first half of 2024.

c. On 9 February 2024, Canal+ Group announced that it held 29.33% of Viaplay Group's share capital (please refer to Note 3). As of that date, Viaplay was accounted for by Canal+ Group under the equity method. As of 30 June 2024, Viaplay's share price (€0.060 per share) is lower than its carrying value (€0.085 per share). As of 30 June 2024, Canal+ implemented an impairment test of its Viaplay interest to determine whether its recoverable amount was at least equal to its carrying value, using discounted cash flow model, and concluded the absence of impairment of its interest in Viaplay.

d. Based on discounted cash flow model, the management of Group Canal+ assess considers that the decrease in the share price is not sustainable in view of Viaplay's long-term valuation prospects.

Change in value of investments in equity affiliates

(in millions of euros)	30 June 2024 (unaudited)		Year ended 31 December 2023
Opening Balance	**1 103**		**903**
Acquisitions/increase	497	(a)	312
Reclassification in financial investments	-		-
Sales/decrease	-		-
Income from equity affiliates	(70)	(b)	(104)
Change in other comprehensive income	16		4
Dividends received	-		(1)
Other	9		(11)
Closing Balance	**1 555**		**1 103**

a. Mainly includes Canal+ Group's investments in Multichoice Group (€285 million), Viaplay (€117 million) and Viu (€92 million).

b. For the 2024 half-year, income from MultiChoice as equity affiliate relates to our share in the net income of MultiChoice, the later corresponding to the difference between (i) the net income of MultiChoice for the year ended 31 March 2024 and (ii) the net income of MultiChoice for the half-year ended 30 September 2023, as published on 12 June 2024 and 15 November 2023, respectively.

13.2 Financial information data

The main financial items in the Combined Financial Statements, as publicly disclosed by MultiChoice Group Ltd ("MultiChoice"), were as follows:

Statement of financial position	31 March 2024 (a)	30 September 2023 (a)
Date of publication:	*12 June 2024*	*15 November 2023*
(in millions of euros)		
Non-current assets	1 112	1 224
Current assets	1 036	1 189
Total assets	2 148	2 413
Total equity	(52)	38
Non-current liabilities	1 188	1 108
Current liabilities	1 012	1 267
Total liabilities	2 148	2 413

Statement of earnings	Year ended 31 March 2024 (a)	Half-year ended 30 September 2023 (a)
Date of publication:	*12 June 2024*	*15 November 2023*
(in millions of euros)		
Revenues	2 764	1 407
Earnings attributable to Canal+ Group owners	(196)	(66)
of which continuing operations	*(196)*	*(66)*
discontinued operations	-	-
Canal+ Group's share of net earnings (b)	(42)	(89)
Comprehensive income	19	(6)

a. Given the respective publication dates of Canal+ Group SA ("Canal+") through Vivendi's and MultiChoice's financial statements, Canal+ accounts for its share of MultiChoice's net earnings with a three-month reporting lag.

b. Canal+'s share of net earnings includes amortization of assets related to the partial purchase price allocation.

Note 14 Cash and cash equivalents and loans to Vivendi

(in millions of euros)	30 June 2024 (unaudited)	Year ended 31 December 2023
Cash	334	282
Term deposits and current accounts	17	51
Cash and cash equivalents	**350**	**334**
Loans to Vivendi SE	**101**	**94**

14.1 Liquidity risk

Canal+ Group considers that cash flows generated by its operating activities, cash surpluses, net of cash used to reduce its loss, as well as cash available through cash management agreement between Vivendi SE and Canal+ Group SA (please refer to Note 19.2) will be sufficient to cover its operating expenses and investments, debt service, payment of income taxes, distribution of dividends, as well as its investment projects, for the last six months of 2024.

On 4 June 2024, Canal+ Group and MultiChoice issued a combined circular to MultiChoice shareholders regarding the mandatory public tender offer by Canal+ Group to acquire the MultiChoice shares that it does not already own for a consideration of ZAR125 per share, representing an aggregate consideration of ZAR35,373 million, fully financed from funds available to Canal+ Group.

In accordance with South African takeover regulations, Canal+ Group provided the TRP with a bank guarantee issued by a South African bank on behalf of Canal+ Group. Under such bank guarantee, the guarantor has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

Simultaneously, to cover the bank guarantee, Canal+ Group entered into a credit facility, which may be utilised by way of the drawing of loans and the issue of a letter of credit, up to a maximum amount of €1,900 million. Vivendi SE acted as guarantor ("caution solidaire") in respect of Canal+ Group obligations under the credit facility, Canal+ Group being the primary obligor.

In addition, Canal+ Group set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount of €1,200 million.

On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million (please refer to Note 18.3).

Note 15 Equity

As the combined group was not a legal entity constituted as of 30 June 2024, the number of shares outstanding is not determinable.

Note 16 Provisions

(in millions of euros)	Note	30 June 2024 (unaudited)	31 December 2023
Employee benefits (a)		19	17
Restructuring costs		17	17
Litigations (b)		300	276
Losses on onerous contracts		113	64
Other (c)		26	24
Provisions		**475**	**398**
Deduction of current provisions		(206)	(157)
Non-current provisions		**269**	**241**

a. Includes deferred employee compensation as well as provisions for employee defined benefit plans but excludes employee termination reserves recorded under restructuring costs.

b. Please refer to the note 7.4 “Tax litigation” and note 27 “Litigation” to the Canal+ Group Audited Combined Financial Statements for the years ended 31 December 2023, 2022 and 2021, which contains information on our litigations updated until the issuance date of the Canal+ Group Audited Combined Financial Statements for the years ended 31 December 2023, 2022 and 2021.

c. Notably includes litigation provisions for which the amount and nature are not disclosed because such disclosure could be prejudicial to Canal+ Group.

Changes in provisions

(in millions of euros)	Six months ended 30 June 2024	Year ended 31 December 2023
Opening Balance	**398**	**528**
Addition	54	46
Utilisation	(82)	(24)
Reversal	(21)	(143)
Business combinations	127	(6)
Changes in foreign currency translation adjustments and other	(1)	(3)
Closing Balance	**475**	**398**

Note 17 Share-based compensation plans

17.1 Plans granted by Vivendi SE

17.1.1 Performance share plans

Transactions relating to outstanding instruments that occurred since 1 January 2024 were as follows:

Balance as of 31 December 2023	**1 022 713**
Granted	-
Issued	(10 660)
Cancelled	(12 179)
Adjusted	-
Other	(7 917)
Balance as of 30 June 2024	**991 957**

For the first half of 2024, the charge recognised with respect to all performance share plans granted by Vivendi SE amounted to €1 million, unchanged compared to the first half of 2023.

17.1.2 Employee stock purchase and leveraged plans

On 22 July 2024, Vivendi implemented an employee shareholding transaction through the sale of treasury shares pursuant to an employee stock purchase plan reserved for employees of French subsidiaries and corporate officers of the group.

As of 22 July 2024, 870 000 shares were acquired through a company mutual fund (Fonds Commun de Placement d’Entreprise) at a price per share of €8.51 and based on a benefit granted of €1.26 as of 19 June 2024, grant date.

For the first half of 2024, the charge recognised under this employee stock purchase plan was estimated at €1 million.

Note 18 Borrowings and other financial liabilities and financial risk management

(in millions of euros)	30 June 2024 (unaudited)			31 December 2023		
	Total	Long-term	Short-term	Total	Long-term	Short-term
Intercompany borrowings	**1 195** (a)	**-**	**1 195**	**4 143** (a)	**-**	**4 143**
Bonds	-	-	-	-	-	-

Bank credit facilities	13	-	13	14	-	14
Short-term marketable securities	-	-	-	-	-	-
Bank overdrafts	11	-	11	9	-	9
Accrued interest to be paid	0	-	0	-	-	-
Cumulative effect of amortised cost	-	-	-	-	-	-
Other	4	4	-	8	8	-
Borrowings at amortised cost	**28**	**4**	**24**	**31**	**8**	**23**
Commitments to purchase non-controlling interests	29	26	3	30	27	3
Derivative financial instruments	21	5	16	22	15	7
Borrowings and other financial liabilities	**1 273**	**35**	**1 238**	**4 226**	**50**	**4 176**
Lease liabilities	197	162	35	223	182	41
Total	**1 470**	**197**	**1 273**	**4 449**	**232**	**4 217**

a. main businesses are consolidated within the following operating segments. On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million (please refer to Note18.3).

Borrowings and other financial liabilities

Canal+'s financing arrangements

On 4 June 2024, Canal+ Group and MultiChoice issued a combined circular to MultiChoice shareholders regarding the mandatory public tender offer by Canal+ Group to acquire the MultiChoice shares that it does not already own for a consideration of ZAR125 per share, representing an aggregate consideration of ZAR35,373 million, fully financed from funds available to Canal+ Group.

In accordance with South African takeover regulations, Canal+ Group provided the TRP with a bank guarantee issued by a South African bank on behalf of Canal+ Group. Under such bank guarantee, the guarantor has agreed to pay up to a maximum amount equal to ZAR35,373 million in relation to the mandatory offer, upon the offer becoming operative and being implemented.

Simultaneously, to cover the bank guarantee, Canal+ Group entered into a credit facility, which may be utilised by way of the drawing of loans and the issue of a letter of credit, up to a maximum amount of €1,900 million. Vivendi SE acted as guarantor (caution solidaire) in respect of Canal+ Group obligations under the credit facility, Canal+ Group being the primary obligor.

In addition, Canal+ Group set up a derivative financial instrument to hedge its EUR-ZAR foreign currency risk for a notional amount of €1,200 million.

18.1 Fair market value of borrowings and other financial liabilities

	30 June 2024 (unaudited)			31 December 2023		
	Carrying amount	Fair market value	Level (a)	Carrying amount	Fair market value	Level (a)
Nominal value of borrowings	1 223	-		4 174	-	
Cumulative effect of amortised cost	-	-		-	-	
Borrowings at amortised cost	**1 223**	**1 223**	**na**	**4 174**	**4 174**	**na**
Commitments to purchase non-controlling interests	29	29	3	30	30	3
Derivative financial instruments	21	21	2	22	22	2
Borrowings and other financial liabilities	**1 273**	**1 273**		**4 226**	**4 226**	

na: not applicable.

a. The three classification levels for the measurement of financial liabilities at fair value are set out in Note 2.3.1 of the Combined Financial Statements of Group Canal+'s Audited Combined Financial Statements as of and for the years ended 31 December 2023, 2022 and 2021.

18.2 Borrowings by maturity

(in millions of euros)	30 June 2024 (unaudited)	31 December 2023
Maturity		
< 1 year	1 219	4 165
Between 1 and 2 years	3	7
Between 2 and 3 years	0	1
Between 3 and 4 years	0	1
Between 4 and 5 years	0	-
> 5 years	0	-
Nominal value of borrowings	**1 223**	**4 174**

18.3 Interest rate risk management

Vivendi’s interest rate risk management seeks to reduce its net exposure to interest rate increases. Therefore, to the extent needed, Canal+ Group uses interest rate swaps. These instruments enable Canal+ Group to manage and reduce the volatility of future cash flows related to interest payments on borrowings.

As of 31 December 2023, the nominal value of borrowings at fixed interest rate amounted to €2 million and the nominal value of borrowings at floating interest rate amounted to €4,171 million of which (i) Vivendi SE's loan to Canal+ Group S.A. that was partially converted into share capital to an amount of €3,400 million on 16 April 2024 and ceased to bear interest as from 1 January 2024 and (ii) Vivendi SE's loan to Dailymotion. The Vivendi’s loans to Canal Olympia, Dailymotion SA and Groupe Canal+ SA were converted into share capital and share premium for an aggregate of €1,257 million, on 23 July 2024, on 25 July 2024 and on 30 September 2024, respectively. The remaining amount of the shareholder loans will be reimbursed to Vivendi prior to the Listing using the new €1,150,000,000 senior facilities agreement (comprised of a €400,000,000 term loan facility and a €750,000,000 revolving credit facility entered into in July 2024).

As of 30 June 2024, Canal+ Group had not entered into any interest rate swaps.

Note 19 Related parties

Canal+ Group’s related parties are corporate officers, members of Canal+ Group SA’ (“Canal+”) is Supervisory and Management Boards, as well as other related parties, including:

- companies fully consolidated by Canal+. The transactions between these companies have been eliminated for the preparation of the Combined Financial Statements;
- companies over which Canal+ Group exercises a significant influence;
- all companies in which key executive managers or their close relatives hold significant voting rights;
- minority shareholders exercising a significant influence over Canal+ Group’s subsidiaries;
- Vivendi Corporate and its consolidated entities (the “Vivendi Group”), as well as their related parties; and
- Bolloré Group and its related parties, given that Vivendi has been fully consolidated by Bolloré Group since 26 April 2017.

19.1 Corporate Officers

Management Board

As of 30 June 2024, Canal+’s Management Board was comprised of 4 members: Mr. Maxime Saada, Chairman; Ms. Anna Marsh (since 28 January 2022), and Messrs. Jacques du Puy and Grégoire Castaing (until 16 September 2024).

19.2 Cash management agreement between Vivendi SE and Canal+ Group SA

In compliance with Article L. 511-7 of the French Monetary and Financial Code, Canal+ Group SA (and its subsidiaries) and other combined entities entered into intra-group cash management agreements, on market terms, with Vivendi SE. Under these agreements:

- Vivendi centralises cash surpluses (cash pooling) of its controlled entities which (i) are not subject to local regulations restricting the transfer of financial assets, or (ii) are not subject to other contractual obligations, and
- Canal+ and GVA borrowed from Vivendi to finance their investments; Dailymotion and CanalOlympia borrowed from Vivendi to cover their operating losses.

As of 30 June 2024, the balance of cash surpluses centralised by Vivendi SE and borrowings from Vivendi SE is presented below.

Intercompany loans to Vivendi SE

(in millions of euros)	30 June 2024	31 December 2023
Groupe Canal+	89	79
L'Olympia	12	15
Other	-	-
Intercompany loans to Vivendi SE	**101**	**94**

Intercompany borrowings from Vivendi SE

(in millions of euros)	Half year ended 30 June 2024	Year ended 31 December 2023
Groupe Canal+ (a)	441	3 453
Dailymotion	332	308
Group Vivendi Africa	307	275
Canal Olympia	107	99
Other	8	7
Intercompany borrowings	**1 195**	**4 143**

On 16 April 2024, Vivendi SE's loan to Canal+ Group S.A. was converted into share capital to an amount of €3,400 million.

Cash flows related to borrowings from Canal+ Group owner are included in other change in short term borrowings and other financial liabilities in the combined statement of cash flow.

Note 20 Contractual obligations and other commitments

20.1 Contractual obligations and commercial commitments

	Minimum future payments as of	
(in millions of euros)	30 June 2024	31 December 2023
Contractual content commitments (note 11.3)	6 140	5 649
Commercial commitments	710	763
Net off-balance sheet commitments	**6 850**	**6 412**

As of 30 June 2024, other commitments relating to operations amounted to €4 million (€6 million as of 31 December 2023).

20.2 Share purchase and sale commitments

In connection with the purchase or sale of operations and financial assets, Canal+ Group has granted or received commitments to purchase or sell securities. In addition, Canal+ Group and its subsidiaries granted or received put or call options on shares in equity affiliates and unconsolidated investments.

On 20 June 2024, Canal+ announced that it held 36.8% of Viu's share capital (increased to 37.2% on 8 October 2024 due to subsequent contractual adjustments). Canal+ has an option to increase its ownership interest in Viu to 51% (please refer to Note 3.3).

On 7 April 2024, Canal+ and MultiChoice confirmed their intention to mutually co-operate by signing an exclusive co-operation agreement and jointly publishing a firm intention announcement on 8 April 2024 (for a detailed description of the operation, please refer to Note 3.3).

Note 21 Subsequent events

The significant events that occurred between the closing date as of 30 June 2024 and 30 October 2024 were as follows:

- Group Canal+ has taken note of ARCOM's decision of 24 July 2024, not to renew the DTT frequency of the television channel C8. Group Canal+ does not identify any significant impact of this decision on the assumptions made in the combined financial statements for the half-year ended 30 June 2024;
- A new senior facility agreement for an amount of €1,150,000,000 was entered into in July 2024.
- On 8 October 2024, Canal+ Group ownership interest in Viu increased to 37.2% due to subsequent contractual adjustments.