



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE VIVENDI UNIVERSAL, S.A.  
SECURITIES LITIGATION

C.A. No. 02 Civ. 5571 (SAS)

~~PROPOSED~~ FINAL JUDGMENT

WHEREAS, this case was certified as a class action on behalf of “all persons from the United States, France, England, and the Netherlands who purchased or otherwise acquired ordinary shares or American Depository Shares [‘ADSs’] of Vivendi Universal, S.A. between October 30, 2000 and August 14, 2002,” by Order dated May 7, 2007 (Dkt. 347); and

WHEREAS, the notice prescribed by Rule 23(c)(2) of the Federal Rules of Civil Procedure was directed to all such persons; and

WHEREAS, the persons listed on Exhibit A hereto requested exclusion from the class; and

WHEREAS, the class was redefined by Order dated February 22, 2011 (Dkt. 1084) to include: “all persons from the United States, France, England and the Netherlands who purchased or otherwise acquired Vivendi [ADSs] between October 30, 2000 and August 14, 2002” (the “Amended Class”); and

WHEREAS, the Court finds, pursuant to Rule 23(c)(3)(B) of the Federal Rules of Civil Procedure, that all such persons in the Amended Class to whom notice was directed and who did not request exclusion are Class Members for purposes of this Final Judgment; and

WHEREAS, on January 29, 2010, the jury in this securities fraud class action returned a class verdict against Vivendi Universal, S.A. (“Vivendi”) on liability and the amount of inflation in the daily market price of Vivendi ADSs traded on the New York Stock Exchange during the Class Period; and

WHEREAS, the issue of rebuttal of the presumption of reliance based on the fraud-on-the-market doctrine remained a liability issue not determined at trial and by Opinion and Order dated July 5, 2012 (Dkt. 1147), the Court established standards and procedures by which Vivendi could seek to meet the burden of rebutting the presumption of individual reliance as to certain categories of Class Member claimants; and

WHEREAS, by Order dated November 12, 2012 (Dkt. 1197), the Court approved the parties’ plan for administering the class claims process (“Claims Process”); and

WHEREAS, on December 22, 2014, the Court entered a Judgment pursuant to Federal Rules of Civil Procedure 54(b) (“Rule 54(b)”) (Dkt. 1230), *inter alia*, granting judgment against Vivendi in favor of certain Plaintiffs and plaintiff Class Member claimants and dismissing the action on the merits and with prejudice as to defendants Messier and Hannezo; and

WHEREAS, upon completion of the initial claims process, Vivendi made summary judgment motions seeking to rebut the presumption of reliance of certain otherwise eligible claims submitted by Class Members whose purchases of Vivendi ADS’s were advised or managed by Southeastern Asset Management, Inc. (“SAM”) or by Capital Guardian Trust Company (“Capital Guardian”); and

WHEREAS, the Court granted those motions in an Opinion and Order dated August 11, 2015 (SAM, Dkt. 1272) and an Opinion and Order dated April 25, 2016 (Capital Guardian, Dkt. 1292) (“the Reliance Orders”), holding that Vivendi had met its burden of demonstrating that on

the undisputed facts neither the SAM claimants nor the Capital Guardian claimants had relied on the integrity of the market price when purchasing Vivendi ADSs during the Class Period and therefore the presumption of reliance was rebutted with respect to those claims; and

WHEREAS, by Memorandum Opinion and Order filed April 29, 2016 (Dkt. 1294), the Court granted Plaintiffs' motion for an award of attorneys' fees and reimbursement of litigation expenses and for payment of reasonable compensation to the individual lead and representative plaintiffs, as well as providing for a procedure, once all judgments in this Action become final, for the establishment of an escrow account into which the aggregate damages and interest for which Vivendi is liable shall be deposited and from which will be paid such fees, expenses and compensation as have been awarded; and

WHEREAS, the parties have agreed that all claims and issues of fact and law arising in this Action have now been resolved by orders and decisions of this Court or by agreement of the parties, such agreements preserving the parties' full rights to appeal; and

WHEREAS, the parties have agreed that certain previously disputed claims made pursuant to the Claims Process should be approved for judgment awarding damages and pre-judgment interest as specified in Exhibit B, attached hereto; and

WHEREAS, the parties have requested that the Court enter a final judgment pursuant to Federal Rule of Civil Procedure 58 ("Rule 58") as to all those claims, issues, parties and Class Member claimants not previously covered by the Court's December 22, 2014 partial final judgment pursuant to Rule 54(b) (Dkt. 1230) ("Remaining Claims"); and

WHEREAS, the Remaining Claims include but are not limited to the claimants covered by and the facts and issues decided in the above-described Reliance Orders, the claims of those Class Member claimants identified in Exhibit B, and the claims of all other true or purported

Class Member claimants whose proofs of claim were rejected in full and who have been sent formal notice of such rejection by the claims administrator, Garden City Group, Inc.; and

WHEREAS, pursuant to the Court's Order for Rule 62(d) Stay and Deposit of Funds Into an Interest Bearing Account, dated December 22, 2014 (Dkt. 1231), Vivendi deposited the sum of \$55 million into the Court registry in an interest bearing account within 14 days of that Order, thereby obtaining a stay of execution or enforcement pending appeal of the Rule 54(b) Judgment entered the same date (Dkt.1230); and

WHEREAS, the Court has given due consideration to the prior proceedings herein, to the request and consent of the remaining parties to the entry of final judgment in this Action, to the representation of the parties that all matters arising from the claims in the action and from the Claims Process have been resolved by prior decision of this Court or agreement of the parties, and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. Judgment is hereby entered against Vivendi and in favor of each plaintiff Class Member claimant identified in the attached Exhibit B.
2. Each plaintiff Class Member claimant identified in the attached Exhibit B shall be entitled to recover from Vivendi the principal sum and prejudgment interest on the principal sum (together, the "Total Sum") as set forth in Exhibit B.
3. Judgment is hereby entered in favor of Vivendi and against each Class Member claimant whose claims were rejected as a result of prior decisions and judgments of this Court and/or the agreement of the parties and to whom notice of such rejection has been sent by the claims administrator, and against each excluded Class Member listed on Exhibit A and any Class

member that failed to file a proof of claim in accordance with the Claims Process established by the Court.

4. The stay of execution or enforcement of judgment pending appeal previously ordered by this Court with respect to the Rule 54(b) Judgment of December 22, 2014 (Dkt.1230) shall remain in force pending final determination of the existing appeals and of any additional appeals arising from the present Judgment, and Vivendi shall not be required to increase the Security Amount previously deposited into the Court registry interest bearing account to stay execution or enforcement of this Judgment pending appeal.

5. This Court will retain jurisdiction of the Action for purposes of addressing issues and procedures arising in connection with distribution of the aggregate damages and pre- and post-judgment interest and with the Court's Order of April 29, 2016 (Dkt.1294) concerning the payment of Plaintiffs' attorneys' fees and reimbursement of expenses, as may be necessary, once all appeals are final.

IT IS SO ORDERED this 14<sup>th</sup> day of July, 2016.

  
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Paul A. Engelmayer  
United States District Judge

## EXHIBIT A

<b>Claim Number</b>	<b>Name</b>	<b>Security</b>
1030771	A. Indursky	ADS
1031269	A. Grubman	ADS
1038226	T. Lynch	ADS
19025	R. Bignard	FR resident – security not designated
20762	F. Mondy (deceased)	FR resident – security not designated
22136	A. Cabanes	FR resident – security not designated
25774	A.M. Vidal	FR resident – security not designated
25778	M. Vidal	FR resident – security not designated
26723	A. Harmens	U.K. resident – security not designated
30690	F. Celerier	FR resident – security not designated
31868	D. Mousse	FR resident – security not designated
31875	R. Mousse	FR resident – security not designated
5001086	L. Veran	FR resident – security not designated
12347	M. Gazagnol	FR resident – security not designated

## Exhibit B

Claim Number	Claimant	Calculated Damages	Prejudgment Interest	Total
25033	MARGARET A TINNES IRRRA 1732 PRAIRIE LANE	\$ 29.87	\$ 7.41	\$ 37.28
20940	ROBERT A EVANS	\$ 504.75	\$ 125.22	\$ 629.97
5011845	THE BANK OF NEW YORK MELLON ASSET SERVIC FBO: BOYAR FORGOTTEN FORTY, 2002 PORT, S	\$ 38,189.86	\$ 9,474.12	\$ 47,663.98
5011886	THE BANK OF NEW YORK MELLON ASSET SERVIC FBO: TELE-GLOBAL PORT SERS 17A	\$ 36,684.02	\$ 9,100.55	\$ 45,784.57
5011888	THE BANK OF NEW YORK MELLON ASSET SERVIC FBO: TELE-GLOBAL PORTFOLIO, SER. 18	\$ 111,962.52	\$ 27,775.59	\$ 139,738.11
5011956	THE BANK OF NEW YORK MELLON ASSET SERVIC FBO: THYSENKRUPP USA, INC	\$ 73,163.00	\$ 18,150.23	\$ 91,313.23
5012032	THE BANK OF NEW YORK MELLON ASSET SERVIC FBO: RAYTHEON COMPANY	\$ 437,011.50	\$ 108,413.52	\$ 545,425.02
5012060	THE BANK OF NEW YORK MELLON ASSET SERVIC FBO: WALDEN-BRANDYWINE INVESTMENT	\$ 24,478.00	\$ 6,072.49	\$ 30,550.49
5012015	THE BANK OF NEW YORK MELLON ASSET SERVIC FBO: BA MASTER TRUST	\$ 310,475.00	\$ 77,022.43	\$ 387,497.43
10000057	HELEN ROSAMOND MUIR WOOD	\$ 20.80	\$ 5.16	\$ 25.96
<b>Total: 10 Claims</b>		<b>\$ 1,032,519.32</b>	<b>\$ 256,146.72</b>	<b>\$ 1,288,666.04</b>