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**COMP/M.5008 - VIVENDI GAMES / ACTIVISION**

**SECTION 1.2**

**Description of the concentration**

On December 1, 2007, Activision, Inc., Sego Merger Corporation (a wholly-owned subsidiary of Activision), Vivendi S.A., VGAC LLC (an indirect wholly-owned subsidiary of Vivendi), and Vivendi Games, Inc. (an indirect wholly-owned subsidiary of Vivendi and a direct wholly-owned subsidiary of VGAC LLC) entered into the Business Combination Agreement. The Business Combination Agreement contemplates a series of transactions, pursuant to which Vivendi S.A. and Activision, Inc. will combine the respective businesses of Activision, Inc. and Vivendi Games, Inc. Vivendi S.A. will acquire, within the meaning of Article 3(2) of the ECMR, control over the combined game software business.

Vivendi S.A. is a communication and media group, with activities in the music, TV, cinema, telecommunications, Internet and games sectors. More particularly, Vivendi Games, Inc. develops and publishes PC, console, handheld / portable and mobile games, both online and offline. It has four creative divisions: Blizzard Entertainment, Sierra Entertainment, Sierra Online and Vivendi Games Mobile.

Activision, Inc. is a developer, publisher and distributor of game software. Its publishing business includes the development and publishing of PC, console and handheld / portable games. Activision Inc.'s distribution business is limited to a number of countries in Europe (mainly the U.K., Ireland, Belgium, The Netherlands, Germany, Austria and Switzerland), and provides logistical, distribution and sales services to third party publishers of game software, Activision Inc.'s own publishing operations and game hardware manufacturers.

The combination of the complementary games businesses of Vivendi Games, Inc. and Activision, Inc. will create a games developer, publisher and distributor that will be positioned to create new and innovative online and offline games across multiple gaming platforms and genres in the rapidly growing games market.