

Eurotunnel on Track

May 2009



Letter to Groupe Eurotunnel SA
shareholders



Dear Shareholders,

Fifteen years to the day after the inauguration of the Channel Tunnel, 6th May 2009 will remain **an historic date** for your company, being the date the general meeting approved **the payment – on 15th July 2009 – of the very first dividend**.

The meeting, attended by more than one hundred of you, lasted two hours in total, despite a busy agenda, and enabled us to talk about the main ongoing questions:

- **The consequences of the fire last September:** the outcome of on-going enquiries is still not known, but I am very much convinced it was initially caused by a minor incident, perhaps electrical, in a vehicle.

Despite the quick reopening of Interval 6, the figures for business in the first quarter of 2009 show that, whilst passengers (Shuttle and/or Eurostar) rapidly returned to reasonable levels, the cross-Channel hauliers, who generally make several thousand crossings per year, have such demanding logistic constraints that, once they have decided to choose a given operator for the year, it is very difficult for them to change tack "en route".

The overall cost of the fire has today been revised upwards from €200 to 225 million. The installation of fire fighting stations in the Tunnel – a world's first – is therefore an absolute priority. We are progressing quickly and I hope to be able to launch a tender for the prototype before the summer.

- **Migrants:** pressure from illegal migrants seeking to gain entry our site significantly increased at the start of this year; their interception being the responsibility of the public authorities, we have been in discussions with the latter: on 1st April 2009, we signed an agreement with Phil Woolas MP, Minister of State for Borders and Immigration, seeking to improve the efficiency of border controls on the Coquelles Terminal. The French Interior Ministry has made extra police resources available, with immediate effect, enabling containment of the situation.

- **Simplification of the Group's legal structure:** the TNU AGMs on 28th April and the GET SA AGM on 6th May approved the merger of TNU SA into GET SA. When the process is completed, your company will directly own the entities that hold the Fixed Link concession namely, France Manche SA and The Channel Tunnel Group Limited (CTG). TNU PLC, whose only remaining shareholders are those with historic travel privileges remains as it is and an agreement will be put in place between it and the concessionaires to maintain the existing link.

- **Early redemption of the Warrants and NRS issued in 2007:** the reasons for early conversion are obvious, particularly for Warrant holders: simplification of their securities portfolio, reduction of custody charges for bearer shareholders, possibility to use the new GET shares as security, improved liquidity, etc...

The logic is the same for the capital structure: increased liquidity, greater transparency, less volatility as a result of the disappearance of arbitrage between Warrants and shares, etc...

Given the considerable advance we have made against the business plan used in the Safeguard Procedure, you will be aware that 100% of the Warrants will be exercisable in 2011, in other words, holders will receive a certain number of GET shares on payment of the nominal share value (initially €0.01 per non-consolidated share and, following the share consolidation since carried out, €0.40 per current GET share).

This early conversion, two years ahead of schedule, will remain **optional** but, to ensure an equitable treatment of all holders of securities, will be accompanied by a slight discount to reflect the economic value represented by this advantage (such as the possibility of receiving a dividend, which is not the case with the Warrants).

We will soon put forward the details of this transaction to the AMF, **aiming to launch it before the summer**. As soon as we receive the go-ahead from market authorities, we will inform you, via On Track, of the timetable and the terms of this voluntary public exchange offer for your Warrants. We will of course inform all banks who should then be able to answer all your queries and enable you to participate in this transaction.

As for the NRS I, we continue to take up opportunities to buy them back as they arise: in this way, as at the end of April, we avoided the future issue of 11.7 million shares, which brings a further increase in value to the shares you hold.

In conclusion, and beyond such good news, I would like, on this 15th anniversary, to recall some of the **exceptional achievements of our group over the past 15 years:**

- 14.5 million trucks transported onboard our Shuttles; placed end-to-end these would circle the world seven times;

- 235 million passengers (including 97 million Eurostar passengers) have used the Channel Tunnel, equivalent to twice the population of Japan;

- 218 million tonnes of goods transported through the Tunnel, the equivalent of eight years' worth of worldwide wine production.

To celebrate this historic year and to pay tribute to the daily efforts of our staff, a special edition book will be published by Editions Verlhac, titled "Eurotunnel, 24 Hours below the Channel" and will be available in bookshops in France from June. When published, you will be able to benefit from a preferential price.

As always our objectives are to promote the group, develop it and create value for our shareholders.

Yours faithfully,

Jacques Gounon
Chairman & Chief Executive

Combined General Meeting held on 6th May 2009

All the resolutions presented to the general meeting, at which 33.6% of the company's capital was represented, were approved: the 2008 statutory and consolidated accounts, the payment of the first dividend in Eurotunnel's history (4 cents of € per consolidated share), the merger of TNU SA into GET SA and the authority for the company to buy all or part of the Warrants issued in 2007 and/or of the NRS.

Voting results for the key resolutions ¹	In Favour
Approval of 2008 statutory accounts	96.81%
Appropriation of 2008 results	99.06%
Approval of 2008 consolidated accounts	99.78%
Merger of TNU SA into GET SA	98.90%
Purchase of all or part of the Warrants issued in 2007 by GET SA and/or the NRS issued by EGP, in consideration for ordinary shares to be delivered to the holders of the said Warrants or NRS	96.90%

¹ Full results for all resolutions are available on our website at www.eurotunnel.com

Individual shareholder survey

Almost 14% of shareholders surveyed replied to our annual survey in preparation for the general meeting. One third of the shareholders who responded have a portfolio worth less than €5,000; half of these shareholders are over 70 years old and 40% between 50 and 70 years' old.

The results of the survey reinforce the lessons learnt from the 2008 survey: **the growing satisfaction amongst shareholders** as a result of the work done by the Group and a **return of confidence in the management**.

The main lessons learnt from this survey:

1. Key strengths recognised: competitive advantages over other operators (27%), the length of the Concession (24%), its ability to react in a crisis (15%), and the environmental benefits of the Tunnel (13%).

2. GET Shares are viewed as an investment for the future: $\frac{3}{4}$ of shareholders believe that the GET share is a long term investment (70%). They do not intend to sell their shares (69%), 40% say they intend to buy new shares (42% within a year, 39% in 1-2 years, 19% in more than 2 years).

3. Expected exercise of the Warrants: 68% of shareholders are confident in the exercise of the Warrants in 2011. **39% are in favour of an early exercise** even if they do not receive, in 2009, all the corresponding shares.

4. The quality of communications in respect of the incident on 11 September 2008 receives unanimous approval: **97%** of shareholders feel that they were kept well-informed by the Group.

Payment of a dividend

The ex-dividend date on Euronext Paris will be 10 July 2009 and payment will be made on 15 July. NB, the Warrants, NRS, SDES and TNU shares are not entitled to this dividend!

You do not have to take any particular steps, either in contacting GET SA or your bank. The dividend will be paid directly into your bank account whether you are a registered or bearer shareholder.

In order to avoid unnecessary processing costs, the dividend will be paid by bank transfer, in Euros or Sterling, to shareholders registered with BNP Paribas and in Sterling only to holders of CDI.

As a matter of French tax law, please note that the whole of the dividend is eligible for the 40% rebate pursuant to article 158 of the French tax code, in respect of individuals who are resident in France for tax purposes, unless they have opted for the levy envisaged by article 117 of the French tax code. If you are not an individual who is tax resident in France, you should take your own advice on your personal circumstances.

Notice of general meeting

Many of you have told us of the difficulties you encountered in obtaining the notice of meeting from your bank.

Please note that by virtue of article 322-4 of the General Regulations of the French market authority (AMF), when a shareholder requests documentation of their own accord, their bank is under an obligation to make available to them the means to participate in the general meeting, in whatever way (postal vote, admission card request, participation certificate). GET SA systematically informs all banks; your account manager, whose services you pay for should therefore provide you with all necessary documents.

Agreement with the UK Borders Agency

Eurotunnel and the UK Borders Agency will from now on work together in order to ensure the transfer of passenger information in real time. The use of the latest technology will at the same time guarantee the efficiency of controls and the fluidity of traffic: speed being one of Eurotunnel's competitive advantages.



Phil Woolas, UK Borders and Immigration Minister and Jacques Gounon, sign the agreement.



Please note that the phone number for the GET SA Shareholder Relations Centre has changed. Our new number is **0845 600 6634**

This number is exclusively reserved for the shareholders of Group Eurotunnel SA.

If you are a TNU shareholder, any query should be made in writing either by sending an email to the dedicated address tnu@eurotunnel.com or a letter to: TNU – Shareholders Department – BP 69 – 62904 Coquelles Cedex.
- No request will be dealt with by telephone -

To contact the Shareholder Relations Centre



Shareholder Relations Centre - Groupe Eurotunnel
UK Terminal - Ashford Road - Folkestone - Kent CT18 8XX



shareholder.info@eurotunnel.com

www.eurotunnel.com

Tel: **0845 600 6634**

Local rate number