

E238

Date & signature

In order to be considered, this completed form must be received at the latest on 25 July 2006 at 3 p.m.

I VOTE BY POST
I vote FOR all the proposed resolutions approved by the Board of Directors or of Directors, I cast my vote by shading the box of my choice like this:
On the proposed resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice like this:

CAUTION: concerning bearer shares, your vote or proxy will not be counted unless these shares have been blocked from trading by the subordinator within the prescribed period.
I APPOINT THE CHAIRMAN OF THE MEETING AS MY PROXY
I APPOINT BY POST

FOR COMPANY'S USE ONLY
Account
Registered
Double vote
Number of shares
Bearer
Number of voting rights

PART A
Ordinary general meeting convened extraordinarily
Eurotunnel SA
The 27 July 2006
Société Anonyme with a share capital of 381 924 631 €
Registered office: 19, boulevard Maeshberbes, 75008 Paris - France - 334 192 408 R.C.S. Paris - APE: 741 J

WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM
IMPORTANT: Before selecting please see instructions on reverse side



Whichever option is used, date and sign both part A and part B
Ce document est disponible en français sur demande

Extraordinary general meeting
Eurotunnel P.L.C.
The 27 July 2006
Registered Office: UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX
Registered in England N°01990271

PART B

PROXY FORM

I/We, the undersigned being (an) ordinary shareholder(s) in Eurotunnel P.L.C., hereby appoint the Chairman of the Meeting or the following person (note 1)

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of Eurotunnel P.L.C. to be held in Calais on the 27th of July 2006 at 3.00pm, and at any adjournment thereof, in the manner indicated below.

Please indicate with an X in the appropriate box how your votes are to be cast (notes 2 and 5). A summary of the proposed resolution is shown overleaf.

Table with columns: RESOLUTION, VOTE WITHHELD (note 5), FOR, AGAINST. Rows 1-12.

To be completed in all cases (notes 3 and 4)
Signature
Date

Holder(s) of

[Blank box for Holder(s) of]

Units

E237

Only for personalised proxy forms kindly note: this form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon.

- 1. If you wish to appoint as your proxy a person other than the Chairman of the Meeting, delete the reference to the Chairman of the Meeting above, insert the name of your proxy in the space provided above and initial the deletion/insertion. Your proxy need not be a shareholder in Eurotunnel P.L.C.
2. If you do not indicate how your proxy should vote, your proxy may vote or abstain from voting at his/her discretion. Your proxy may also vote or abstain from voting on any other matter which may properly come before the meeting.
3. Where shares are held jointly by two or more persons and more than one of those persons seek to vote (whether in person or by proxy), the only vote accepted will be that cast by the first named of those persons in Eurotunnel P.L.C.'s register of members, or the vote of such person's proxy.
4. If the appointor is a corporation, this form must either be executed under the common seal of the corporation or be signed by an officer of the corporation duly authorised for that purpose, giving his or her full name and indicating the capacity in which he/she is signing.
5. Please note that a vote withheld has no legal effect and will not be counted in the votes for or against a resolution.
6. The boxes relating to resolutions 2 to 12 are reserved for additional resolutions that may be proposed by shareholders. If this document is accompanied by notice of any such additional resolution(s) please mark an x in the relevant boxes as appropriate. Otherwise, please disregard the boxes.

1. Resolution relating to the general principles of the financial and legal restructuring plan, as presented by the Board of Directors

Ordinary resolution

EUROTUNNEL P.L.C.

INSTRUCTIONS FOR COMPLETION FOR PART A

- A.** If the shareholder wishes to attend the meeting personally, tick box A on the front of the document. Please also date and sign the bottom of the form.
B. Otherwise, the shareholder may use this form*. In this case, check box B on the front of the form and choose one of the three possibilities:

- give your proxy to the Chairman of the meeting (just tick the appropriate box)
- use the postal voting form (tick and fill in the appropriate box)
- give your proxy to your spouse or to a shareholder (tick and fill in the appropriate box)

WHICHEVER OPTION IS CHOSEN, THE FORM MUST BE SIGNED AND DATED

In order to attend the General Meeting in person, by proxy or to vote by post:

- bearer shareholders must arrange for their shares to be immobilised, and have demonstrated that this has occurred at least two days before the date of the General Meeting.
- registered shareholders must be entered on the register of members at least two days prior to the date of the General Meeting.

To be taken into account, postal voting or proxy, and for bearer shareholders their immobilisation certificates, have to be received by the Registrars **at the latest by the 25 July 2006**. It is therefore strongly recommended to send the form:

- in relation to bearer shareholders: to your financial intermediary **as soon as possible**; they will then send it accompanied by the immobilisation certificate to Computershare Investor Services plc. Financial intermediaries will not longer forward the forms to our registrars **from 24 July 2006**.
- In relation to registered shareholders: to **Computershare Investor Services plc - PO Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH**.

For more information about the conditions, please refer to the enclosed Notice of Meeting

• POSTAL VOTING FORM

(1) Clause L.225-107 of the French Commercial Code provides: "A shareholder can vote by post by using a postal voting form determined by law. Any other methods are deemed to be invalid". Only the forms received by the Company before the meeting, within the time limit and conditions determined by law, are valid to calculate the quorum. **The forms giving no voting direction or indicating abstention are deemed to vote against.**

If you wish to use the postal voting form, you must tick the box on the front of the document: "I VOTE BY POST". In such event, please comply with the following instructions:

For the resolutions proposed or agreed by the Board, you can:

- Either vote "for" all the resolutions by leaving the boxes blank
- or vote "against" or "abstain" which is equivalent to voting against on some (or all) of the resolutions by shading the individual boxes of your choice.

For the resolutions not agreed by the Board, vote resolution by resolution by shading the appropriate boxes.

In case of amendments to the proposed resolutions or of new resolutions being presented during the General Meeting, you must choose between three options (proxy to the chairman of the meeting, abstention or proxy to another shareholder) by shading the appropriate box.

• PROXY TO THE CHAIRMAN OF THE MEETING OR PROXY TO ANOTHER SHAREHOLDER

(2) French Company Act of July 24, 1996, Art.161 (extract), (art. L.225-106 du Code de Commerce): "A shareholder can have himself/herself represented by **another shareholder** or by **his/her spouse**".

Any shareholder can receive proxies issued by the other shareholders to have themselves represented at a meeting, without any other limitations than those laid down by the law or by the articles of association fixing the maximum number of votes to which a person is entitled both in his/her own name or a proxy. Before each shareholder's meeting, the Chairman of the Board of Directors or the Executive Board, may consult the shareholders listed in article 157-2 in order to allow them to designate one or several proxies to represent them at the shareholder's meeting in accordance with this article.

Such consultation is obligatory when the articles of association, having been modified pursuant to articles 93-1 or 129-2, require the shareholder's ordinary meeting to appoint to the Board of Directors or the Executive Board, one or more shareholder employees or members of the Executive Board of a pension fund holding shares in the Company. The clauses in contradiction with the provisions of the foregoing paragraphs are deemed to be invalid.

When proxies do not indicate the name of the appointed proxy, the chairman of the meeting will vote the proxy in favour of the adoption of the draft resolutions presented or approved by the Board of Directors or the Executive Board, and will vote the proxy against the adoption of all the other draft resolutions. To give any other vote, the shareholder must choose a proxy who accepts to vote as he/she indicates.

(3) The shareholder should write his full name and address in capital letters in the space provided; if this information is already supplied, please verify and correct if necessary. If the shareholder is a legal entity, the signatory should indicate his full name and the capacity in which he is entitled to sign on behalf of the legal entity.

If the signatory is not the shareholder (e.g. a legal guardian, trustee, etc.) he must specify his full name and the capacity in which he is signing the proxy.

The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art.D 131 -3§3).

NB: If any information included in this form is used to produce a computer register, it is protected by the provisions of law 78-17 of January 6, 1978, especially about rights of access and alteration that can be exercised by interested parties.

* The text of the resolutions is in the notice of the meeting which is sent with this proxy (art. D133) please do not use both "I VOTE BY POST" and "I APPOINT" (Art. D133-8).
The French version of this document governs: the English translation is for convenience only.