

DIVERSE NOTICE

Groupe Eurotunnel SA

Société anonyme with a share capital of €20,000,000

Registered office: 3, rue La Boétie, 75008 Paris.

Registered with the Paris commercial registry under no. 483 385 142

PROJECT OF CONVERSION OF GROUPE EUROTUNNEL SA INTO A EUROPEAN COMPANY

In accordance with the proposed terms of the conversion project set out by the board of directors on 12 March 2014 and filed with the registry of the Paris commercial court on 28 March 2014, the company plans to adopt the European company form (*Societas Europea* or SE) pursuant to article 37 of the Council Regulation (EC) n°215/2011 of 8 October 2011 and to article L.225-245-1 of the French Commercial Code.

The Group operates the Channel tunnel through concession and its main activity is cross-Channel rail transport. Indeed, GET SA controls the two historical concessionaire companies of the Channel tunnel between France and the UK (France Manche SA and the Channel Tunnel Groupe Limited) as well as Europorte SAS for the rail freight transport activities and Euro-TransManche Holding SAS in relation to maritime activities.

The Group was historically structured through two holding companies, having their respective registered offices in France and the UK. The reorganization of the Group put an end to this binational structure whereas its activity and organization are still located in France and the UK and are fundamentally European. In this context, the company wants to adopt a new legal framework, fully of its double nationality and its European nature.

The European company framework has the advantage of benefitting from an homogeneous and generally recognised legal base among the EU Member States. GET SA would thus acquire a statute which would be more consistent with (i) its economic and cultural reality and (ii) its stakeholders expectations, while strengthening its international dimension.

The conversion of the Company into an SE shall become effective on the date of registration of the Company as an SE with the trade and companies register of Paris which will take place after completion of the negotiation relating to employees involvement pursuant to article L.2351-1 et seq. of the French Employment Code

After completion of the conversion process, the corporate name of the company shall be Groupe Eurotunnel SE.

The conversion will have as consequence neither the dissolution nor the creation of a new legal entity.

The Company's object, registered office, duration et financial year date are not changed.

For notice