

Groupe Eurotunnel SA

NOTICE OF MEETING

Combined general meeting

Wednesday 15 May 2013 at 10 a.m. (CET)

Salle Calquella
Chemin Rouge Cambre
62231 Coquelles
FRANCE

The agenda and proposed resolutions for the combined general meeting of Groupe Eurotunnel SA are set out in this document. A single proxy/postal voting form for the combined general meeting is enclosed with this document.

This is a translation for information only. The original version of this document in French is available on request from Groupe Eurotunnel, Shareholder Relations Centre, BP 69, 62904 Coquelles Cedex, France or by email to info.actionnaires@eurotunnel.com.

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The notice relating to this general meeting required by article R. 225-73 of the French commercial code was published in the French Gazette (*Bulletin des Annonces Légales Obligatoires*) on 27 March 2013.

All documents and information relating to this general meeting are available for inspection by shareholders in accordance with applicable laws and regulations and, in particular, the information referred to in article R. 225-73-1 of the French commercial code is published on the website www.eurotunnelgroup.com.

It is also possible to access annual publications made in 2012 by Groupe Eurotunnel SA at www.eurotunnelgroup.com such as the Registration Document (filed with the French financial markets authority on 25 March 2013).

FOR MORE INFORMATION

www.eurotunnelgroup.com

Shareholder Relations Centre
(local call rate from the UK)
0845 600 6634

Open between 9 a.m. and 12 p.m. and 2:30 p.m. and 5 p.m. (French time) Monday to Friday
shareholder.info@eurotunnel.com

AGENDA

BUSINESS OF THE ORDINARY GENERAL MEETING

- Management report of the board of directors;
- Report of the board of directors to the ordinary general meeting;
- Report of the Chairman of the board of directors pursuant to article L. 225-37 of the French commercial code;
- Reports of the statutory auditors on the financial statements for the year ended 31 December 2012;
- Special report of the statutory auditors referred to in article L. 225-40 of the French commercial code on the agreements and commitments referred to in article L. 225-38 of the French commercial code;
- Report of the statutory auditors prepared pursuant to article L. 225-235 of the French commercial code on the report of the chairman of the board of directors pursuant to article L. 225-37 of the French commercial code;
- Consideration and approval of the statutory accounts for the financial year ended 31 December 2012;
- Appropriation of the 2012 earnings and setting of the amount and payment date of the dividend;
- Consideration and approval of the consolidated accounts for the financial year ended 31 December 2012;
- Approval of the regulated agreements and commitments referred to in the special report of the statutory auditors pursuant to article L. 225-38 of the French Commercial Code for the year ended 31 December 2012;
- Authorisation granted to the board of directors, for a period of eighteen months, to enable the Company to trade in its own shares;
- Renewal of the term of office of KPMG SA as statutory auditor;
- Renewal of the term of office of Mazars as statutory auditor;
- Appointment of KPMG Audit IS SAS as alternate statutory auditor;
- Appointment of Hervé Hélias as alternate statutory auditor;
- Ratification of the appointment of Perrette Rey as a director.

BUSINESS OF THE EXTRAORDINARY GENERAL MEETING

- Report of the board of directors to the extraordinary general meeting;
- Report of the statutory auditors;
- Renewal of the authorisation granted to the board of directors, for a period of twenty-six months, to issue ordinary shares in the Company or any other securities convertible into ordinary shares in the Company or in companies within the Company's group, applying shareholders' preferential subscription rights;
- Renewal of the authorisation granted to the board of director, for a period of twenty-six months, to issue ordinary shares of the Company or any other securities convertible into ordinary shares in the Company or in companies within the Company's group, disapplying shareholders' preferential subscription rights, but with a compulsory priority period;
- Overall limitation of the authorisations given to issue shares with or without disapplying shareholders' preferential subscription rights;
- Authorisation to be granted to the board of directors, for a period of twenty-six months, in order to increase the share capital for the benefit of employees participating in a company savings plan, disapplying shareholders' preferential subscription rights;
- Renewal of the authorisation granted to the board of directors, for a period of eighteen months, to reduce the share capital by cancellation of own shares;
- Powers to carry out formalities.

HOW TO EXERCISE YOUR RIGHT TO VOTE?

<p>Please note two important dates to take part in the general meeting</p>	<p>Monday 13 May 2013 before noon (CET): Deadline for receipt of the voting forms by BNP Paribas Securities Services, AND Wednesday 15 May 2013 – 10 a.m. (CET): General meeting of Groupe Eurotunnel SA in Coquelles. Registration will start at 9.15 a.m. (CET).</p>
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STEP 1 IN WHICH MANNER DO YOU WISH TO VOTE?

You wish to attend the meeting

Tick **box A**

OR

You do not wish to attend the meeting



You wish to vote by post

Tick **this box**

- By leaving a box blank, you are voting FOR the resolution corresponding to the box number
- By shading a box, you are voting AGAINST the resolution corresponding to the box number

Don't forget to give voting instructions for amendments or new resolutions tabled at the meeting

OR

You wish to appoint the chairman of the meeting as your proxy

Tick **this box**

OR

You wish to appoint a proxy

Tick **this box**

And complete your proxy

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions

QUELLE QUE SOIT L'OPTION CHOISIE, NOIRCIER COMME CECI ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / I / J

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I / J

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes

GROUPE EUROTUNNEL SA
Société anonyme au capital de 220.000.000 €
3, rue La Boétie, 75008 Paris
483 385 142 R.C.S. Paris

Assemblée Générale Mixte / Combined General Meeting
15 mai 2013 à 10 h 00 (heure locale) / May 15th, 2013 at 10:00
Salle Calquella, Chemin Rouge Cambre - 62231 COQUELLES

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l' EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.									Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci ■ la case correspondant à mon choix.					
I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote NO or I abstain.									On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.					
1	2	3	4	5	6	7	8	9	A	Oui Yes	Non/No Abst/Abs	F	Oui Yes	Non/No Abst/Abs
10	11	12	13	14	15	16	17	18	B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting
 - Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf ...
 - Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO) ...
 - Je donne procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale,
 pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard : le 13 mai 2013 avant 12 h 00
 In order to be considered, this completed form must be returned at the latest on May 13th, 2013 before 12:00 am (french time)

Date & Signature

à / to BNP PARIBAS SECURITIES SERVICES, CTS Assemblées, Grands Moulins de Pantin - 93761 PANTIN Cedex

STEP 2 DATE AND SIGN Whichever option you pick

Shareholders who wish to take part in the meeting must evidence their ownership of their shares as at the third day preceding the meeting at midnight (CET) namely Friday 10 May 2013.

A shareholder who has voted by post can no longer opt to vote in any other way. On the day of the meeting, do not forget to bring a proof of identity, failing which you will not be able to attend the meeting.

STEP 4 RETURN THE FORM

If you are a registered shareholder:

Return the completed form to BNP PARIBAS SECURITIES SERVICES in the prepaid envelope provided as soon as possible and in any event so that it is received by midday on **Monday 13 May 2013** (deadline for receipt).

If you are a bearer shareholder:

Return the completed form as soon as possible to your financial intermediary (bank or broker) who manages your account. Your financial intermediary will send the form together with a participation certificate regarding your holding to BNP Paribas Securities Services.

*Return this form
as soon as possible
to ensure you exercise
your right to vote.*

*Don't wait
until the last few days
before the meeting!*

STEP 3 CHECK YOUR DETAILS

Amend them if necessary

Instructions situées au verso / Before selecting, please refer to instructions on reverse side.

UN CAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM

Wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

Je préfère utiliser le mode de vote postal ou le formulaire de procuration tel qu'indiqué ci-dessous.

CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nominatif Registered
 Porteur / Bearer

Vote simple Single vote
 Vote double Double vote

Nombre de voix / Number of voting rights

JE DONNE POUVOIR A : cf. au verso renvoi (4)

▲ I HEREBY APPOINT see reverse (4)

M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
cf. au verso renvoi (3)

BY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.

NOTE: If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - See reverse (1)

Signature

For more detailed information, please read the notice of meeting published in the French Gazette (*Bulletin des Annonces Légales et Obligatoires*) on 27 March 2013 and available in the general meeting section of www.eurotunnelgroup.com.

PRESENTATION OF THE RESOLUTIONS

BUSINESS OF THE ORDINARY GENERAL MEETING

PURPOSE

The purpose of the **first resolution** is to approve the statutory accounts of Groupe Eurotunnel SA for the 2012 financial year, which show a profit of 9 347 627.85 euros.

Resolution 1 – Consideration and approval of the statutory accounts for the financial year ended 31 December 2012

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, and having considered the reports of the board of directors and of the statutory auditors, approves the annual accounts of the Company as at 31 December 2012, as presented to the meeting, which show a profit of 9 347 627.85 euros together with the transactions reflected in those accounts and summarised in those reports.

PURPOSE

The purpose of the **second resolution** is to approve the proposal of the board of directors to appropriate the earnings of the Company, including the distribution of a dividend of 0.12 euro per ordinary share with a nominal value of 0.40 euro comprising the capital of the Company and carrying the right to such dividend.

This dividend of 0.12 euro is eligible, where beneficiaries are individuals resident for tax purposes in France, to the 40% allowance (in accordance with the second paragraph of article 158-3 2° of the French tax code) except where such individual had opted for the flat-rate withholding tax of 21% set out in article 117 *quater* of the French tax code.

Resolution 2 – Appropriation of the earnings for the financial year ended 31 December 2012

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, and having considered the reports of the board of directors and of the statutory auditors:

- ▶ Notes that the statutory accounts for the financial year ended 31 December 2012, as approved pursuant to the first resolution of this general meeting, show a net profit of 9 347 627.85 euros;
- ▶ Notes that the legal reserve, standing at 22 422 885.16 euros as at 31 December 2012 namely more than 10% of the share capital, is fully constituted;
- ▶ Resolves, on the recommendation of the board, to appropriate the whole of this profit to distribute a dividend. The general meeting resolves to distribute a dividend of 66,000,000 euros representing 0.12 euro for each of the 550,000,000 shares comprising the share capital and with a right to dividend (excluding own shares held by the Company). For the purposes of this distribution, the general meeting further resolves to use 56,652,372.15 euros from the balance of profits carried forward from prior years:

Net profit for the financial year	9,347,627.85 euros
Profits carried forward	539,117,926.52 euros
Dividend	66,000,000.00 euros
Balance carried forward	482,465,554.38 euros

Accordingly, a dividend of 0.12 euro per ordinary share with a nominal value of 0.40 euro comprising the share capital and carrying the right to receive such dividend will be distributed.

The ex-dividend date for ordinary shares on NYSE Euronext Paris is 3 June 2013, and the dividend will be paid in cash on 6 June 2013.

If, at the time of payment of the dividend, the Company holds some of its own ordinary shares, the amount of the dividends not paid by reason of the ownership of such shares will be appropriated to the profits carried forward account.

Shareholders are reminded that in each of the financial years ended 31 December 2009 and 2010, the Company distributed a dividend of four cents of a euro per ordinary share, rising to eight cents of a euro for the year ended 31 December 2011:

Financial year	Amount distributed (in euros) ^(a)	Number of shares with a right to dividend ^(b)	Dividend per share (in euros)
2009			
Dividend	19,231,489.00	462,246,294	0.04
2010			
Dividend	21,368,447.28	523,447,118	0.04
2011			
Dividend	44,139,557.52	551,744,469	0.08

(a) Theoretical values

(b) Actual number of shares and payment:

- 2009 financial year: 18,489,851.76 euros for 462,246,294 shares;

- 2010 financial year: 20,937,884.72 euros for 523,447,118 shares;

- 2011 financial year: 44,104,960.48 euros for 551,312,006 shares.

The difference results from the number of own shares held.

PURPOSE

The purpose of the **third resolution** is to approve the consolidated accounts of the Group for the 2012 financial year which show a net profit of 34,025,060.79 euros.

Resolution 3 – Consideration and approval of the consolidated accounts for the financial year ended 31 December 2012

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, and having considered the reports of the board of directors and of the statutory auditors, approves the consolidated accounts of the Group as at 31 December 2012, as presented to the meeting, and which show a profit of 34,025,060.79 euros together with the transactions reflected in those accounts and summarised in those reports.

PURPOSE

The purpose of the **fourth resolution** is to approve a cash-pooling agreement and an intra-group loan agreement for financial optimisation entered into by subsidiaries of the Group who have common directors.

Resolution 4 – Approval of the regulated agreements and commitments entered into by the Company and referred to in the special report of the statutory auditors

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, and having considered the report of the board of directors and the special report of the statutory auditors on the regulated agreements and commitments referred to in article L. 225-38 of the French commercial code, approves the following two intra-group agreements entered into during the financial year and forming the subject-matter of the said report:

1. Loan granted by Groupe Eurotunnel SA to its 49%-owned subsidiary ElecLink Limited, which was formed in partnership with Star Capital Partners, to build and manage an electricity interconnector between France and Great Britain, through the service tunnel of the cross-Channel Fixed Link; and

2. Cash pooling agreement between Groupe Eurotunnel SA and its subsidiaries France Manche SA, Eurotunnel Services GIE and Eurotunnel SE for the management of the operational treasury of the Group, France Manche SA acting as treasurer for the Group.

PURPOSE

With the expiry on 25 October 2013 of the authority granted by the general meeting of 26 April 2012, the purpose of the **fifth resolution** is to confer on the board of directors, with the possibility of sub-delegating this power, the power to carry out transactions in shares of the Company, at a maximum purchase price of 12 euros and up to a number of shares representing a maximum of 10% of the total number of shares of the Company in issue.

Such transactions can be carried out at any time except at the time of any public offer affecting the share capital of the Company, subject to the rules of the French financial markets authority. This power would be given for a period of eighteen months and would replace that given by the general meeting of 26 April 2012.

Resolution 5 – Authorisation granted to the board of directors, for a period of eighteen months, to allow the Company to trade in its own shares

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, having considered the report of the directors and in accordance (i) with legal provisions in force, in particular those of EC Regulation 2273/2003 of 22 December 2003 and of articles L. 225-209 et seq. of the French commercial code, and (ii) with market practices accepted by the French financial markets authority;

1. authorises the board of directors of the Company, for a period of eighteen months with effect from the date of this general meeting, to purchase or procure the purchase of ordinary shares of the Company as provided by the terms of EC Regulation 2273/2003 of 22 December 2003, by articles L. 225-209 et seq. of the French commercial code and by the General Regulations of the French financial markets authority as well as by the terms of this resolution, and in particular:
 - the maximum number of shares purchased pursuant to this resolution may not exceed 10% of the share capital of the Company in issue as at the date of this general meeting (on the understanding that where shares are bought back to improve liquidity pursuant to a liquidity agreement as provided below, the number of shares taken into account to calculate the said 10% correspond to the number of shares purchased less the number of shares sold for the duration of this authorisation);
 - the maximum purchase price per share shall not exceed 12 euros, on the understanding, however, that the board of directors may adjust the aforementioned purchase price in the case of transactions resulting either in an increase in the nominal value of the ordinary shares, or in the creation and allocation of bonus shares, as well as in the case of a division of the nominal value of ordinary shares or a consolidation of ordinary shares, or any other transaction affecting the equity capital, in order to take account of the impact of the transaction on the value of the ordinary shares;
 - the maximum amount of the funds used for the purchase of ordinary shares pursuant to this resolution may not exceed, on the basis of the number of shares in issue as at 20 March 2013, 660,000,000 euros (corresponding to a maximum number of 55,000,000 ordinary shares at the maximum unit price of 12 euros, referred to above);
 - the purchases of ordinary shares by the Company pursuant to this resolution may not under any circumstances cause it, directly or indirectly, to hold more than 10% of the shares comprising the share capital;
 - the purchase or sale of ordinary shares may take place at any time except during periods of public tender offers, under the conditions and subject to the limits, particularly as to volumes and prices, provided by the legal provisions in force on the date of the transactions in question, by any means and in particular on the market or over the counter, including by way of block purchases and sales, by the use of derivative financial instruments traded on a regulated market or over the counter, under the conditions provided by market authorities and at such times as the board of directors or the person acting on delegation from by the board of directors shall see fit;
 - ordinary shares purchased and retained by the Company will be stripped of their voting rights and will not carry the right to the payment of dividends;
2. resolves that these purchases of ordinary shares may take place with a view to any appropriation permitted by law or which may in future be permitted by law, and in particular for the following purposes:
 - to implement market practices accepted by the French financial markets authority such as (i) the purchase of shares of the Company to be retained and subsequently delivered by way of exchange or payment in the context of any external growth transactions, on the understanding that the number of shares purchased with a view to their subsequent delivery in the context of a merger, demerger or asset transfer transaction may not exceed 5% of the Company's capital at the time of the purchase, or (ii) purchase or sale transactions in the context of a liquidity contract entered into with an investment services provider in accordance with professional conduct rules issued by the French association of financial markets (AMAFI) recognised by the French financial markets authority, and (iii) any market practice that might subsequently be accepted by the French financial markets authority or by law;
 - to put in place and honour obligations and in particular to deliver shares upon the exercise of rights attached to negotiable securities convertible into shares of the Company by any means and whether immediately or in the future, and to enter into any hedging transactions in respect of the Company's obligations (or those of any of its subsidiaries) in connection with such negotiable securities, under the conditions provided by market authorities and at such times as the board of directors or the person delegated by board of directors to act shall see fit;
 - to cover the share option schemes granted under the conditions provided by articles L. 225-177 et seq. of the French commercial code to employees or corporate officers of the Company or of companies or economic interest groupings associated with the Company within the meaning of regulations in force;
 - to allocate ordinary shares of the Company free of charge, under the conditions referred to in articles L. 225-197-1 et seq. of the French commercial code, to employees or corporate officers of the Company or of companies or groupings associated with the Company within the meaning of regulations in force;
 - to propose that employees acquire shares, in particular in the context of a company savings plan, under the conditions provided by articles L. 3332-1 et seq. of the French employment code;
 - to reduce the capital of the Company pursuant to the fifteenth resolution (subject to its approval) or any subsequent general meeting;
3. confers all necessary powers on the board of directors, including the power to sub-delegate under the conditions provided by law, to implement this share buyback programme, determine its terms, carry out as the case may be any adjustments relating to transactions affecting the capital or equity of the Company, to place any stock market orders, enter into any agreements, in particular relating to the maintenance of a register of sales and purchases of shares, draw up and amend any documents, and in particular prospectuses, carry out any formalities, including the allocation and reallocation of the ordinary shares purchased for the various intended purposes, make any declarations to the French financial markets authority and any other bodies, and in general, do whatever is necessary;

4. notes that the board of directors will inform the general meeting every year of transactions carried out in the context of this resolution, in accordance with the legal and regulatory provisions in force at the time in question;

5. resolves that the board of directors may sub-delegate the powers required to carry out the transactions contemplated by this resolution, in accordance with applicable legal and regulatory provisions;

6. notes that this resolution cancels and replaces the authorisation adopted by the fifth resolution of the ordinary general meeting of 26 April 2012. It is valid for a period of eighteen months with effect from the date of this general meeting.

PURPOSE

The term of office of KPMG SA as statutory auditor expires at the close of this general meeting and the purpose of the **sixth resolution** is to renew the appointment of KPMG SA.

Resolution 6 – Renewal of the term of office of KPMG SA as statutory auditor

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, having considered the report of the board of directors and noted that the term of office of KPMG SA as statutory auditor expires at the close of this general meeting, resolves to renew the appointment of KPMG SA as statutory auditor for a period of six financial years, namely until the close of the general meeting called to consider the financial statements for the year ending 31 December 2018.

PURPOSE

The term of office of Mazars as statutory auditor expires at the close of this general meeting, and the purpose of the **seventh resolution** is to renew the appointment of Mazars.

Resolution 7 – Renewal of the term of office of Mazars as statutory auditor

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, having considered the report of the board of directors and noted that the term of office of Mazars as statutory auditor expires at the close of this general meeting, resolves to renew the appointment of Mazars as statutory auditor for a period of six financial years, namely until the close of the general meeting called to consider the financial statements for the financial year ending on 31 December 2018.

PURPOSE

The term of office of Jean-Paul Vellutini as alternate statutory auditor expires at the close of this general meeting and the purpose of the **eighth resolution** is to approve the appointment of KPMG Audit IS as alternate statutory auditor.

Resolution 8 – Appointment of KPMG Audit IS as alternate statutory auditor

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, having considered the report of the board of directors and noted that the term of office of Jean-Paul Vellutini as alternate statutory auditor expires at the close of this general meeting, resolves to appoint KPMG Audit IS as alternate statutory auditor for a period of six financial years, namely until the close of the general meeting called to consider the financial statements for the financial year ending on 31 December 2018.

PURPOSE

The term of office of Patrick de Cambourg as alternate statutory auditor expires at the close of this general meeting and the purpose of the **ninth resolution** is to approve the appointment of Hervé Hélias as alternate statutory auditor.

Resolution 9 – Appointment of Hervé Hélias as alternate statutory auditor

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, having considered the report of the board of directors and having noted that the term of office of Patrick de Cambourg as alternate statutory auditor expires at the close of this general meeting, resolves to appoint Hervé Hélias as alternate statutory auditor for a period of six financial years, namely until the close of the general meeting called to consider the financial statements for the financial year ending on 31 December 2018.

PURPOSE

The purpose of the **tenth resolution** is to ratify the appointment of Perrette Rey as a director of the Company for the remainder of the term of office of Hugues Lopic who resigned and whom she replaces.

Resolution 10 – Ratification of the appointment of Perrette Rey as director

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, having considered the report of the board of directors, resolves to ratify the appointment by the board of directors on 20 March 2013 of Perrette Rey as a director in place of Hugues Lopic who had resigned for the remainder of the term of office of Hugues Lopic, namely until the end of the general meeting convened to consider the accounts for the year ended 31 December 2015.

BUSINESS OF THE EXTRAORDINARY GENERAL MEETING

PURPOSE

The general meeting of 28 April 2011 approved various financial authorisations which will soon expire. A table summarising these remaining financial authorisations can be found on page 17. It is proposed that they should be renewed. However, in an effort to facilitate shareholders' understanding, it is proposed to reduce their number and the amounts involved compared to previous years.

The purpose of the **eleventh resolution** is to authorise the board of directors to increase the share capital subject to shareholders' preferential subscription rights, up to a maximum of 50% of the share capital.

It is proposed to renew the delegation of authority given to the board of directors to issue, within a period of twenty-six months from the date of the meeting, ordinary shares or any other negotiable securities convertible now or in future into shares of the Company, applying shareholders' preferential subscription rights.

Shareholders will thus have a preferential right, proportionate to their holding, to subscribe for shares or any other negotiable securities issued pursuant to this resolution. Any share capital increase effected pursuant to this resolution may be for cash or by way of set-off of receivables.

Any capital increase that may be carried pursuant to this resolution may not exceed the overall cap of less than 50% of the share capital, namely, as at 20 March 2013, 110 million euros in nominal value.

Any capital increase carried out pursuant to this resolution will also fall within the overall cap for capital increases proposed to shareholders in the thirteenth resolution.

Resolution 11 – Renewal of the authorisation granted to the board of directors, for a period of twenty-six months, to increase the capital by issuing ordinary shares and/or any other securities that gives access to ordinary shares of the Company, applying shareholders' preferential subscription rights

The general meeting, acting in accordance with the quorum and majority conditions applicable to extraordinary general meetings and in accordance with legal provisions in force and in particular those of articles L. 225-129, L. 225-129-2, L. 225-132, L. 228-91, L. 228-92 and L. 228-93 of the French commercial code, having noted that the share capital of the Company is fully paid-up, and having considered:

- the report of the board of directors;
- the special report of the statutory auditors prepared in accordance with the provisions of article L. 228-92 of the French commercial code;

1. delegates to the board of directors, with powers to subdelegate as provided by law, for a period of twenty-six months with effect from the date of this general meeting, its competence to decide, in the proportions and at the times it sees fit, upon the issue in France or abroad, for valuable consideration or free of charge, applying shareholders' preferential subscription rights:

- (i) of ordinary shares of the Company;
- (ii) of negotiable securities convertible by any means, whether immediately or in the future, into existing or future ordinary shares of the Company; and
- (iii) of negotiable securities convertible by any means, whether immediately or in the future, into existing or future ordinary shares of a company of which the Company directly or indirectly owns more than half the authorised share capital (a "**Subsidiary**"), provided that such issues have been authorised by the extraordinary general meeting of the Subsidiary concerned, which may be subscribed either in cash or by the set-off of receivables;

- 2.** authorizes the board of directors to issue negotiable securities other than the shares referred to in paragraph 1. above, in euros, in any other legal currency or in any other unit of account established by reference to a basket of currencies;
- 3.** resolves that the maximum nominal amount of the increase in the capital of the Company, whether immediately or in the future, resulting from all the issues completed pursuant to this delegated power is fixed at 50% of the share capital of the Company as at 20 March 2013, namely a nominal amount of 110 million euros, on the understanding that this amount is included in the overall cap provided by the thirteenth resolution of this general meeting and that it does not include the nominal value of the shares of the Company to be issued, if necessary, by way of adjustments made in accordance with applicable laws and contractual provisions, to protect the holders of rights attached to negotiable securities convertible into the Company's shares;
- 4.** resolves that the negotiable securities convertible into ordinary shares of the Company or of a Subsidiary issued in this way may consist of debt instruments or may be associated with the issue of such securities, or may allow for the issue thereof as intermediate securities. The debt instruments issued pursuant to this delegated power may, in particular, be in the form of fixed or indefinite-term securities, subordinated or not. The nominal amount of the debt instruments issued in this way may not exceed 900 million euros or the exchange value of this amount in any other currency on the date of the decision to issue, on the understanding (i) that this amount does not include the repayment premium or premiums in excess of par, if any, (ii) that this amount is common to all the debt instruments the issue of which is provided for by the twelfth resolution of this general meeting, but (iii) that this amount is autonomous and distinct from the amount of the debt instruments the issue of which is decided upon by the board of directors in accordance with article L. 228-40 of the French commercial code. The term of the borrowing other than that represented by indefinite-term securities may not exceed fifteen years. The borrowing may take place at a fixed or variable interest rate or, within the limitations provided by law, with interest being capitalized, and may be the subject of guarantees or securities, of a repayment with or without premium, or of a redemption, the securities also being capable of being purchased on the stock market, or of being the subject of a purchase or exchange offer by the Company;
- 5.** in the context of this delegation of competence:
- a)** notes that the shareholders have a preferential subscription right in respect of the ordinary shares and negotiable securities issued pursuant to this resolution, in proportion to the amount of their shares. The board of directors may introduce a reducible subscription right for the benefit of the shareholders in respect of the ordinary shares or negotiable securities issued, which will be exercised in proportion to their subscription rights and within the limits of their applications;
- b)** notes the fact that if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the issue, the board of directors may use the powers provided below, or some of them, in such order as it shall determine: (i) to limit the issue to the amount of subscriptions received, on condition that this amount is at least equal to three quarters of the issue decided upon, (ii) to distribute all or part of the unsubscribed securities in its discretion, (iii) to offer the public all or part of the securities not subscribed, on the French market, internationally or abroad;
- 6.** notes that, in accordance with article L. 225-132 of the French commercial code, this delegation of competence involves a waiver by the shareholders of their preferential subscription right in respect of the ordinary shares of the Company to which the negotiable securities issued pursuant to this delegation of competence may confer a right, in favour of the holders of the negotiable securities issued pursuant to this resolution;
- 7.** resolves that issues of warrants to subscribe for shares of the Company may take place by way of subscription offer, but also by way of bonus allocation to the holders of existing shares, and that in the event of a bonus allocation of warrants to subscribe for shares, the board of directors will have the power to decide that fractional allocation rights will neither be negotiable nor transferable and that the corresponding securities will be sold;
- 8.** resolves that the board of directors shall determine the characteristics, amount and terms of any issue carried out pursuant to this delegation of competence, and of the securities issued. In particular, it will determine the category of the securities issued and, having regard to the information in its report, will fix their subscription price, with or without premium, the terms of their payment, the date of their entitlement to dividends, which may be retrospective, the procedure whereby the negotiable securities issued will be convertible into ordinary shares of the Company or of a Subsidiary, and, in the case of debt instruments, their level of subordination. The board of directors will have the power to decide to charge the expenses of the issues to the amount of the premiums relating to such issue, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- 9.** resolves that the board of directors may, if necessary, suspend the exercise of the rights attached to negotiable securities convertible, directly or indirectly, immediately or in the future, into the share capital of the Company, for a maximum period of three months, and will take any necessary steps in terms of adjustments to be made in accordance with applicable laws and regulations and, as the case may be, any applicable contractual provisions, to protect the owners of rights attached to negotiable securities convertible into ordinary shares of the Company;
- 10.** resolves that the board of directors will, in accordance with the provisions of article L. 225-129-2 of the French commercial code, have all necessary powers to implement this resolution, particularly by entering into any agreement to that effect, in particular with a view to the successful completion of any issue, and on one or more occasions, and in such proportions and at such times as it shall see fit, whether in France or, if necessary, abroad or on the international market, to carry out the issues referred to above – and to postpone them – to record their completion and make the corresponding amendment to the articles of association, and to carry out any formalities, make any declarations and apply for any authorisations that might prove to be necessary for the completion and success of such issues;
- 11.** authorises the board of directors, as provided by law, subject to the limitations that it shall determine in advance, to delegate to the chief executive officer, or, with his agreement, to one or more deputy chief executive officers, the competence conferred on it pursuant to this resolution;

12. notes the fact that in the event that the board of directors should use this delegation of competence, it will report to the ordinary general meeting following such use in accordance with the legal and regulatory provisions in force at the relevant time, and in particular those of article L. 225-129-5 of the French commercial code;

13. notes that this resolution cancels and replaces the authorisation voted upon in the eighth resolution of the extraordinary general meeting of 28 April 2011. It is valid for a period of twenty-six months with effect from the date of this general meeting.

PURPOSE

The purpose of the **twelfth resolution** is to authorise the board of directors to increase the share capital up to a maximum of 20% of the share capital, disapplying shareholders' preferential subscription rights but with a priority period.

It is proposed to renew the delegation of authority given to the board of directors to issue, within a period of 26 months from the date of the meeting, ordinary shares or any other negotiable securities convertible now or in future into shares of the Company, disapplying shareholders' preferential subscription rights but with a priority period of five days for the benefit of shareholders.

The maximum nominal amount of share capital which could be issued disapplying shareholders' preferential subscription rights but with a priority period may not exceed 20% of the share capital of the company namely, as at 20 March 2013, 44 million euros in nominal value.

Any capital increase carried out pursuant to this resolution will fall within the overall cap for capital increases proposed to shareholders in the thirteenth resolution.

Resolution 12 – Renewal of the authorisation granted to the board of directors, for a period of twenty-six months, to issue by way of offer to the public ordinary shares of the Company and negotiable securities convertible into ordinary shares of the Company or of companies in the Company's group, disapplying shareholders' preferential subscription rights but with a priority period

The general meeting, acting in accordance with the quorum and majority conditions applicable to extraordinary general meetings and in accordance with legal provisions in force, and in particular those of articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91, L. 228-92 and L. 228-93 of the French commercial code, having noted that the share capital of the Company is fully paid-up, and having considered:

- the report of the board of directors;
- the special report of the statutory auditors prepared in accordance with the provisions of articles L. 228-92 and L. 225-135 of the French commercial code;

1. delegates to the board of directors, with powers to subdelegate as provided by law, for a period of twenty-six months with effect from the date of this general meeting, its competence to decide, in the proportions and at the times it sees fit, on the issue

in France or abroad, by way of offer to the public disapplying shareholders' preferential subscription rights:

- (i) of ordinary shares of the Company;
- (ii) of negotiable securities convertible by any means, whether immediately or in the future, into existing or future ordinary shares of the Company, and
- (iii) of negotiable securities convertible by any means, whether immediately or in the future, into existing or future ordinary shares of a company of which the Company directly or indirectly owns more than half the authorised share capital (a "**Subsidiary**"), provided that such issues have been authorised by the extraordinary general meeting of the Subsidiary concerned, which may be subscribed either in cash or by the set-off of receivables;

2. authorises the board of directors to issue negotiable securities other than the shares referred to in paragraph 1. above in euros, in any other legal currency or in any other unit of account established by reference to a basket of currencies;

3. resolves that the maximum nominal amount of the increase in the capital of the Company, whether immediate or future, resulting from the issues completed pursuant to this delegated power is fixed at 20% of the share capital as at 20 March 2013, namely a nominal amount of 44 million euros, on the understanding that this amount will be charged to the overall cap provided by the thirteenth resolution of this general meeting and that it does not include the nominal value of the shares of the Company to be issued, if necessary, by way of adjustments made in accordance with applicable laws and regulations and, as the case may be any applicable contractual provisions, to protect the holders of rights attached to negotiable securities convertible into the Company's shares;

4. resolves that the negotiable securities convertible into ordinary shares of the Company or of a Subsidiary issued in this way may consist of debt instruments or may be associated with the issue of such securities, or may allow for the issue thereof as intermediate securities. The debt instruments issued pursuant to this delegated power may, in particular, be in the form of fixed or indefinite-term securities, subordinated or not. The maximum principal amount of the debt instruments issued in this way may not exceed 900 million euros or the exchange value of this amount in any other currency on the date of the decision to issue, on the understanding (i) that this amount does not include the repayment premium or premiums in excess of par, if any, (ii) that this amount is common to all the debt instruments the issue of which is provided for by the eleventh resolution of this general meeting, but (iii) that this amount is autonomous and distinct from the amount of debt instruments the issue of which is decided upon by the board of directors in accordance with article L. 228-40 of the French commercial code. The term of the borrowing other than that represented by indefinite term securities may not exceed 15 years. The borrowing may take place at a fixed or variable interest rate or, within the limitations provided by law, with interest being capitalised, and may be the subject of guarantees or securities, of a repayment with or without premium, or of a redemption, the securities also being capable of being purchased on the stock market, or of being the subject of a purchase or exchange offer by the Company;

5. resolves to disapply shareholders' preferential subscription rights in respect of any ordinary shares and negotiable securities issued pursuant to this resolution;

6. resolves that the board of directors may introduce an irreducible or reducible priority right for the benefit of shareholders, of not less than five days, to subscribe for the ordinary shares or negotiable securities, the terms and conditions and conditions of exercise of which it shall determine in the manner provided by law, without giving rise to the creation of negotiable rights. Securities not subscribed pursuant to this right may be the subject of a public placing in France, abroad, or on the international market;

7. notes the fact that if subscriptions, including those of the shareholders, if applicable, do not absorb the entirety of the issue, the board of directors may (i) limit the issue to the amount of the subscriptions received, on condition that it equals at least three quarters of the issue decided upon, (ii) distribute all or part of the unsubscribed securities in its discretion, or (iii) offer to the public, all or part of the unsubscribed securities, on the French market, internationally or abroad;

8. notes that, in accordance with article L. 225-132 of the French commercial code, this delegation of competence involves a waiver by the shareholders of their preferential subscription right in respect of the ordinary shares of the Company to which the negotiable securities issued pursuant to this delegation of competence may confer a right, in favour of the holders of the negotiable securities issued pursuant to this resolution;

9. resolves that the board of directors shall determine the characteristics, amount and terms of any issue carried out pursuant to this delegation of competence, and of the securities issued. In particular, it will determine the category of the securities issued and, having regard to the information in its report, will fix their subscription price, with or without premium, the date of their entitlement to dividends, which may be retrospective, and, if applicable, the period during which or the procedure whereby the negotiable securities issued pursuant to this resolution will be convertible into ordinary shares, on the understanding that:

- a) the issue price of the ordinary shares will be at least equal to the minimum amount provided by laws and regulations in force at the time this delegation of competence is used, after correction of that amount, if necessary, to take account of the difference in the date of entitlement to dividends;
- b) the issue price of the negotiable securities will be such that the sum received immediately by the Company or, in the case of the issue of negotiable securities convertible into shares of a Subsidiary, by the said Subsidiary, plus any amount liable to be received subsequently by the Company or the said Subsidiary, as the case may be, will, for each share issued as a result of the issue of those negotiable securities, be at least equal to the amount referred to in sub-paragraph (a) above, after correction of that amount, if necessary, to take account of the difference in the date of entitlement to dividends;

10. resolves that the board of directors will have the power to decide to charge the expenses of the issues carried out pursuant to this resolution to the amount of the premiums relating to such issues, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;

11. resolves that the board of directors will, in accordance with the provisions of article L. 225-129-2 of the French commercial code, have all necessary powers to implement this resolution, particularly by entering into any agreement to that effect, in particular with a view to the successful completion of any issue, and on one or more occasions, and in such proportions and at such times as it shall see fit, whether in France or, if necessary, abroad or on the international market, to carry out the issues referred to above – and to postpone them - to record their completion and make the corresponding amendment to the bye-laws, and to carry out any formalities, make any declarations and apply for any authorisations that might prove to be necessary for the completion and success of such issues;

12. authorises the board of directors, as provided by law, subject to the limitations that it shall determine in advance, to delegate to the chief executive officer or, with his agreement, to one or more deputy chief executive officers, the competence conferred on it pursuant to this resolution;

13. notes the fact that in the event that the board of directors should use this delegation of competence, it will report to the ordinary general meeting following such use in accordance with the legal and regulatory provisions in force at the relevant time, and in particular those of article L. 225-129-5 of the French commercial code;

14. notes that this resolution cancels and replaces the authorisation adopted by the ninth resolution of the extraordinary general meeting of 28 April 2011. It is valid for a period of twenty-six months with effect from the date of this general meeting.

PURPOSE

The **thirteenth resolution** sets an overall cap for share capital increases, to be carried out now or in future, pursuant to the eleventh and twelfth resolutions. The overall cap of these authorisations is fixed at 50% of the share capital and includes a sub-ceiling of 20% of the share capital for authorisations where shareholders' preferential subscription rights are disappplied.

Resolution 13 – Overall limitation of the authorisations to increase the share capital with or without disapplying preferential subscription rights

The general meeting, acting in accordance with the quorum and majority conditions applicable to extraordinary general meetings, and having considered the report of the board of directors and report of the statutory auditors, and further to the adoption of the eleventh and twelfth resolutions of this general meeting:

1. resolves to fix at 50% of the share capital as at 20 March 2013, namely a nominal amount of 110 million euros, the maximum nominal amount of all immediate and future increases in the share capital of the Company, which may be completed pursuant to the authorisations granted by the said resolutions, on the understanding that the nominal amount of the shares of the Company to be issued, if necessary, by way of adjustments made in accordance with applicable laws and regulations and, as the case may be, any applicable contractual provisions, to protect the holders of rights attached to negotiable securities convertible into the Company's shares, will be added to this nominal amount ; this overall cap includes a sub-ceiling of 20% of the share capital of the Company, for immediate and future increases in the share capital of the Company which may be completed while disapplying shareholders' preferential subscription rights pursuant to the twelfth resolution of this general meeting.

2. notes that this resolution cancels and replaces the authorisation adopted by the twelfth resolution of the extraordinary general meeting of 28 April 2011.

PURPOSE

The purpose of the **fourteenth resolution**, which forms part of the extraordinary business of the meeting, is to delegate for a period of 26 months to the board of directors the authority to increase the share capital of the Company for cash for the benefit of employees of the Company who are members of a company savings plan, disapplying shareholders' preferential subscription rights.

Resolution 14 – Authorisation granted to the board of directors, for a period of twenty-six months, in order to increase the share capital by issuing shares conferring access to share capital to the benefit of employees participating in a company savings plan

The general meeting, acting in accordance with the quorum and majority conditions applicable to extraordinary general meetings and in accordance with current legal provisions, and in particular those of articles L. 225-129-2, L. 225-129-6, L. 225-138 I and II, L. 225-138-1 and L. 228-92 of the French commercial code and of articles L. 3332-1 et seq. of the French employment code, having noted that the share capital of the Company is fully paid-up, and having considered:

- the report of the board of directors;
- the special report of the statutory auditors prepared in accordance with the provisions of article L. 225-135, L. 225-138 and L. 228-92 of the French commercial code;

1. delegates to the board of directors, for a period of twenty-six months with effect from the date of this general meeting, its competence to decide to increase the share capital of the Company, on one or more occasions, at such times and on such terms as it shall determine, by the issue of ordinary shares of the Company or of negotiable securities convertible into existing or future ordinary shares of the Company, reserved for the employees and former employees of the Company and of French or foreign companies or groupings associated with the Company within the meaning of regulations in force, who are members of one or more company savings plans (or other plan

to the members of which articles L. 3332-18 to L. 3332-24 of the French employment code permit a capital increase to be reserved under equivalent conditions);

2. for this purpose, authorizes the board of directors to set up a company savings plan under the conditions provided by articles L. 3332-1 to L. 3332-8 of the French employment code;

3. resolves that the board of directors may, in the context of this resolution, allocate free of charge to the beneficiaries indicated in 1. above, in addition to the ordinary shares or negotiable securities convertible into share capital to be subscribed in cash, ordinary shares or negotiable securities convertible into share capital already issued or to be issued, in place of all or part of the discount mentioned in 8 below, and of the company contribution, on the understanding that the benefit resulting from such allocations may not exceed the legal or regulatory limits applicable;

4. resolves that the maximum nominal amount of the increase in the capital of the Company resulting from all the issues carried out pursuant to this delegation of competence, including by way of the capitalisation of reserves, profits or premiums under the conditions and subject to the limits laid down by articles L. 3332-1 et seq. of the French employment code and their enabling provisions, is set at 2 million euros, on the understanding that this ceiling (i) does not include the nominal value of the shares of the Company to be issued, if necessary, by way of adjustments made in accordance with applicable laws and regulations and, as the case may be, any applicable contractual provisions, to protect the holders of rights attached to negotiable securities convertible into shares of the Company and (ii) is autonomous and distinct from the ceilings applicable to capital increases resulting from issues of ordinary shares or negotiable securities authorised by the twelfth resolution of this general meeting, but will be charged to the overall cap referred to in the thirteenth resolution;

5. resolves that where subscriptions do not equal the total issue of securities, the capital will only be increased by the amount of the securities subscribed;

6. resolves to disapply shareholders' preferential subscription rights in respect of the ordinary shares of the Company or negotiable securities convertible into ordinary shares of the Company to be issued in the context of this delegation of competence, and to waive any right to the ordinary shares of the Company or other negotiable securities allocated free of charge pursuant to this delegation of competence, in favour of the employees and former employees referred to in point 1^o) of this resolution;

7. notes that, in accordance with the provisions of article L. 225-132 of the French commercial code, this delegation of competence involves the waiver by shareholders of their preferential subscription rights in respect of the ordinary shares to which the negotiable securities issued pursuant to this delegation of competence may confer a right;

8. resolves that the subscription price of the new ordinary shares shall be equal to the average of the prices quoted on the twenty trading days preceding the date of the decision fixing the opening date of the subscription, less the maximum discount provided by law on the date of the decision of the board of directors, on the understanding that the board of directors may reduce this discount if it sees fit, particularly in the case of an offer made to the members of a company share savings plan on the international market or abroad in order to satisfy the requirements of applicable local laws;

9. resolves that the board of directors will have all necessary powers, including the power to sub-delegate as provided by law, for the purpose of implementing this resolution, and in particular:

- to decide that subscriptions may be made directly by the beneficiaries or through an undertaking for collective investment in transferable securities (UCITS);
- to determine, as provided by law, the list of companies or groupings, the employees and former employees of which may subscribe for the ordinary shares or negotiable securities issued and, if applicable, receive the ordinary shares or negotiable securities allocated free of charge;
- to determine the terms and conditions of any issue of ordinary shares or negotiable securities convertible into ordinary shares to be carried out pursuant to this delegation of competence, and in particular the date of entitlement to dividends and the manner in which they are to be paid for;
- to determine the type of capital increase and its terms and conditions as well as the terms of the issue or bonus allocation;
- to fix the subscription price of the ordinary shares and the duration of the subscription period;
- to set the conditions of seniority that must be satisfied by beneficiaries of the new ordinary shares or negotiable securities arising from the capital increase or increases or of the securities the subject of each bonus allocation pursuant to this resolution;
- to fix the opening and closing dates of subscriptions, to receive the subscriptions and to determine the rules of reduction applicable in the event of over-subscription;
- in the event of a bonus allocation of ordinary shares or negotiable securities convertible into share capital, to set the number of ordinary shares or negotiable securities convertible into share capital to be issued and the number to be allocated to each beneficiary, and to settle the dates, periods, terms and conditions of allocation of such ordinary shares or negotiable securities convertible into share capital within the legal and regulatory limits in force, and in particular to choose to substitute such ordinary shares or negotiable securities convertible into share capital wholly or partially for the discount referred to in point 8 of this resolution, or to charge the exchange value of such ordinary shares or negotiable securities to the total amount of the Company's contribution, or to combine these two possibilities;
- to record the completion of the capital increase by the issue of ordinary shares in the amount of the ordinary shares actually subscribed;
- to determine, as the case may be, the nature of the securities allocated free of charge and the terms and conditions of such allocations;
- to determine, as the case may be, the amounts to be incorporated in the capital within the limit set above, the equity capital item or items from which they are deducted and the date of entitlement to dividends of the ordinary shares thus created;
- in its sole discretion and as it sees fit, to charge the expenses of the capital increases to the amount of the premiums relating thereto, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;

➤ to take any step necessary for the final completion of the capital increases, to carry out any formalities associated therewith, and in particular those relating to the listing of the securities created, and to make the relevant amendments to the articles of association following the capital increases, and generally, to do whatever is necessary;

10. authorises the board of directors, subject to the limitations that it shall determine in advance, to delegate to the chief executive officer or, with his agreement, to one or more deputy chief executive officers, the competence conferred on it pursuant to this resolution;

11. notes the fact that, in the event that the board of directors should use this delegation of competence, it will report to the ordinary general meeting following such use in accordance with the legal and regulatory provisions in force at the relevant time, and in particular those of article L. 225-129-5 of the French commercial code;

12. delegates to the board of directors the option to replace the capital increase with a transfer to the employees of ordinary shares in accordance with the provisions of articles L. 3332-18 to L. 3332-24, last sub-paragraph, of the French employment code. All the conditions provided by this resolution will be applicable in the context of such a transfer;

13. notes that this resolution cancels and replaces the authorisation adopted by the fourteenth resolution of the extraordinary general meeting of 28 April 2011. It is valid for a period of twenty-six months with effect from the date of this general meeting.

PURPOSE

In connection with the fifth resolution, and as part of the extraordinary business of the meeting, the purpose of the **fifteenth resolution** is to delegate all necessary powers to the board of directors to carry out one or more cancellation(s) of all or part of the shares purchased as part of the share buyback programmes authorised by the meeting, up to a maximum of 10% of the share capital of the Company.

Resolution 15 – Authorisation granted to the board of directors for a period of 18 months to reduce the share capital by cancellation of shares

The general meeting, acting in accordance with the quorum and majority conditions applicable to extraordinary general meetings and in accordance with legal and regulatory provisions in force, and in particular those of article L. 225-209 of the French commercial code, and having considered:

- the report of the board of directors; and
- the special report of the statutory auditors prepared in accordance with the provisions of article L. 225-209 of the French commercial code;

1. delegates to the board of directors, for a period of eighteen months with effect from the date of this extraordinary general meeting, any powers necessary for the purpose of cancelling, on one or more occasions, all or part of the shares of the Company acquired in the context of the share buy-back programme authorised by the fifth resolution of this general meeting or of share buy-back programmes authorised by the general meeting before or after this general meeting, subject to a maximum of 10% of the capital of the Company per period of twenty-four months;
2. resolves that the amount of the share purchase price in excess of their nominal value will be allocated to the "Share Premium" account or to any available reserves, including the legal reserve, the latter subject to a limit of 10% of the capital reduction carried out;
3. delegates to the board of directors any powers necessary to proceed with the capital reduction resulting from the cancellation of the shares, to make the aforementioned allocation, and to make the corresponding amendment to the bye-laws;
4. authorises the board of directors, subject to the limitations that it shall determine in advance, to delegate to the chief executive officer or, with his agreement, to one or more deputy chief executive officers, the competence conferred on it pursuant to this resolution;
5. notes that this resolution cancels and replaces as at the date of this meeting, to the extent unused, the authority granted by the thirteenth resolution of the extraordinary general meeting of 26 April 2012.

POWERS

Resolution 16 – Powers

The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, confers all necessary powers on the holder of an original, copy or extract of the minutes of this general meeting to carry out any filing, advertising or other necessary formalities.

SUMMARY OF THE FINANCIAL DELEGATIONS CURRENTLY IN PLACE, THEIR USE TO DATE AND THE NEW DELEGATIONS BEING PROPOSED TO THE GENERAL MEETING

Brief summary	Date of grant of the delegation of authority	Duration	Maximum nominal amount of the authorisation	Use made as of the date of registration of this Report	Resolutions proposed to the 2013 general meeting	
					Brief summary	Maximum nominal amount of the authorisation
Delegation of authority granted to the board of directors to increase the share capital by issuing ordinary shares or any other securities that gives access to the capital, applying shareholders' preferential subscription rights (8 th resolution)	28 April 2011	26 months	50% of the share capital 106,8 million euros 900 million euros (debt instruments)	N/A	Delegation of authority granted to the board of directors to increase the share capital by issuing ordinary shares or any other securities that gives access to the capital, applying shareholders' preferential subscription rights	50% of the share capital 110 million euros 900 million euros (debt instruments)
Delegation of competence granted to the board of directors to issue by way of offer to the public ordinary shares of the Company and negotiable securities convertible into ordinary shares of the Company or of companies in the Company's group, disapplying shareholders' preferential subscription rights but with a priority right (9 th resolution)	28 April 2011	26 months	25% of the share capital 53 million euros 900 million euros (debt instruments)	N/A	Delegation of competence granted to the board of directors to issue by way of offer to the public ordinary shares of the Company and negotiable securities convertible into ordinary shares of the Company or of companies in the Company's group, disapplying shareholders' preferential subscription rights but with a priority period	20% of the share capital 44 million euros 900 million euros (debt instruments)
Delegation of competence given to the board of directors to issue ordinary shares of the Company and negotiable securities convertible into ordinary shares of the Company or of companies in the Company's group, by way of an offering of the kind referred to in article L.411-2 II of the French monetary and financial code, disapplying shareholders' preferential subscription rights (10 th resolution)	28 April 2011	26 months	15% of the share capital ^(*) 32 million euros	N/A		
Delegation of competence given to the board of directors for the purpose of issuing ordinary shares of the Company and negotiable securities convertible into ordinary shares of the Company, with a view to paying for asset transfers made to the Company in kind consisting of capital securities or negotiable securities convertible into share capital (11 th resolution)	28 April 2011	26 months	10% of the share capital ^(*)	N/A		
Delegation of authority granted to the board of directors to increase the share capital by issuing shares conferring access to share capital to the benefit of employees participating in a company savings plan (14 th resolution)	28 April 2011	26 months	2 million euros	N/A	Delegation of authority granted to the board of directors to increase the share capital by issuing shares conferring access to share capital to the benefit of employees participating in a company savings plan	2 million euros
Overall limitation of the authorisations above (12 th resolution)	28 April 2011	26 months	50% of the share capital 106,8 million euros	N/A	Overall limitation of the authorisations above	50% of the share capital 110 million euros

(*) The overall cap of these authorisations may not exceed 50% of the share capital and includes a sub-ceiling of 20% of the share capital for authorisations disapplying shareholders' preferential subscription rights.

THE BOARD OF DIRECTORS

At the date of this document, the board of directors of Groupe Eurotunnel SA comprises eleven members. On 20 March 2013, on the recommendation of the nomination and remuneration committee, having considered the balance and diversity of its composition, and so as to strengthen the representation of women on the board, the board of directors appointed Perrette Rey, taking the number of women members of the board to four, namely more than 36% of its members, in accordance with French law no. 2011-103 of 27 January 2011 on the balanced representation of men and women on the board of companies.

The size of the board of directors was left unchanged as a limited number of members fosters real debate and clear and swift decision-making; all the more so as the board comprises directors who are deeply committed to their role and independent-minded.

The proportion of non-French board members is 36%. The average age of the board members is 64.

The appointment of Perrette Rey, ratification of which is sought from the general meeting, consolidates the board composition in view of governance practices:

- Strengthening of the independence of the board of directors: with regards to the independence criteria of the Afep/Medef code on corporate governance, Perrette Rey is considered to be independent, taking from seven to eight the number of independent directors, namely 72% of the members of the board;
- Balanced renewal of the board of directors in line with the criteria determined by the board of directors: the complementary expertise and experience of the different members of the board of directors constitute a real advantage for the Group. Its directors bring to the business a complementary experience and industrial, legal, managerial, financial and scientific skills, as well as a diversity of backgrounds.

This situation ensures diversity and balance in the experience and skills of the directors.

Perrette Rey, Independent director



Appointments to the board of listed companies as at 20 March 2013

➤ None

Perrette Rey, 70, holds a doctorate in corporate law and a post-graduate degree in economic management both from the University of Paris I; she is a graduate of the Paris political studies institute (IEP), the Paris institute of business management (IAE) and the Paris centre for better management (CPA). She started her career as commercial director for SOVA, a mechanics, metal and steel family businesses prior to setting up her own business as a management, organisation and IT consultant then becoming responsible for a management and IT publication. She joined the Banques Populaires group where she was successively in charge of strategy, budget, finance and IT and later an advisor to the chairman of the

Banques Populaires group. She was elected as a judge on the Paris commercial court in 1992, becoming in turn president of a chamber, vice-president and the first woman (and to date the only woman for 450 years) to be elected president of the Paris commercial court, then president of the general council of commercial courts, which brings together all the French commercial courts, between 2004 and 2008. She chaired the French observatory for businesses in difficulty set up by the chamber of commerce and industry of Paris-Ile-de-France. Since 2008, she is a member of the French state shareholding commission. Perrette Rey was appointed by the board of directors of GET SA on 20 March 2013.

BRIEF SUMMARY

This brief summary is based on the 2012 Registration Document filed with the French financial markets authority on 25 March 2013. The information given below relating to the financial situation and consolidated results of Groupe Eurotunnel SA must be read in conjunction with the financial statements set out in the 2012 Registration Document.

The activities of the Group are the design, financing, construction and operation of the Fixed Link in accordance with the terms of the Concession (which will expire in 2086), as well as rail freight and maritime activity.

IMPORTANT EVENTS

ACQUISITION OF CERTAIN ASSETS FROM THE SEAFRANCE GROUP AND LAUNCH OF THE MARITIME ACTIVITY

On 11 June 2012, the Paris Commercial Court accepted the offer of €65 million made by the Eurotunnel Group for the acquisition of certain assets of the SeaFrance group in liquidation constituted notably of the ferries the *Berlioz*, the *Rodin* and the *Nord Pas-de-Calais*. The transfer of ownership of these assets occurred on 2 July 2012, with a clause prohibiting the transfer of the ferries for a period of five years. The total cost of acquisition of the ferries, including the cost of their rehabilitation and other costs associated with the purchase, was €72 million. After their rehabilitation, the *Berlioz* and the *Rodin* began commercial operations on 20 August 2012.

The Eurotunnel Group, through its Euro-TransManche subsidiaries who own the ferries, concluded lease contracts with the company set up by former SeaFrance employees, SCOP SeaFrance, a third-party company, which operates the ferries on the cross-Channel route. In turn, the Eurotunnel Group, via its subsidiary MyFerryLink SAS, purchases capacity from SCOP SeaFrance and sells the crossings.

On 8 November 2012, the French competition authority cleared the acquisition of certain assets of SeaFrance by the Eurotunnel Group subject to some commitments for a period of five years, notably concerning the separation of the Shuttle and the maritime freight commercial activities.

The matter has been referred to the UK Competition Commission, which reported its preliminary findings on 19 February 2013. These preliminary findings concluded that the entry of the new

operator MyFerryLink would be detrimental to competition, and the sale of the SeaFrance group's assets to a different operator would have been more beneficial to competition in the cross-Channel market. The Eurotunnel Group contests this analysis, and on the contrary, considers that the acquisition of the ex-SeaFrance ships – nine months after its liquidation and the discontinuation of its business activities – and the creation of the new competitor MyFerryLink, constitute an increase in competition in the cross-Channel marketplace and an increase in choice for customers, including for those customers who cannot use the Tunnel. The Eurotunnel Group continues to work with the Competition Commission in order to convince them of the validity of its position. The Competition Commission is expected to publish its final conclusions in April 2013.

The accounts as at 31 December 2012 do not include any potential financial impact that may arise from either a positive or negative outcome to this process and which the Eurotunnel Group is not able to evaluate.

COMPENSATION FOR THE FIRE IN SEPTEMBER 2008

In November 2012, the Group reached a definitive agreement with its insurers in relation to compensation for the fire in September 2008, and consequently received and accounted for an additional €30 million of indemnities in other income during the second half of 2012.

In total between 2008 and 2012, Eurotunnel has received and accounted for €253 million of insurance indemnities, of which €152 million relates to operating losses, €65 million to Tunnel repairs (€57 million) and supplementary costs (€8 million), and €36 million in compensation for the rolling stock that was destroyed.

ACTIVITY AND RESULTS

The Group's consolidated revenues in 2012 amounted to €993 million, an increase of €118 million or +14% compared to 2011. Operating costs increased by €99 million to €562 million, and

at €461 million EBITDA was 10% above 2011. EBITDA by business segment (excluding other income) evolved as follows:

€ million	Fixed Link	Europorte	MyFerryLink	Total Group
EBITDA ^(*) 2011	413	(1)	–	412
Change in revenue	66	45	7	118
Change in operating costs	(38)	(41)	(20)	(99)
EBITDA^(*) 2012	441	3	(13)	431

(*) EBITDA excluding other income relating to insurance indemnities for operating losses following the fire in 2008 (€30 million in 2012 and €9 million in 2011).

In 2012, the Group accounted for €30 million of other income received from its insurers relating to the final settlement of insurance indemnities resulting from the fire in 2008 (2011: €9 million). The trading profit increased by €36 million, or €15 million excluding the effect of the insurance indemnities. Net finance costs reduced by 2%.

The Group recorded a net profit of €34 million in 2012, an increase of €15 million compared to 2011 (profit of €19 million restated at the 2012 exchange rate). On a comparable basis, excluding the loss of €15 million by the new maritime activity (the MyFerryLink segment), profit improved by €30 million.

Free Cash Flow⁽¹⁾ of €133 million was generated in 2012 compared to €132 million in 2011. At 31 December 2012, the Group held cash balances of €256 million (€276 million at 31 December 2011) after capital expenditure of €183 million (including €74 million paid for the acquisition and rehabilitation of the assets for the new maritime activity), payment of a dividend of €44 million, €18 million paid for the purchase of floating rate notes and €44 million spent on the share buy back programme.

(1) The Group defines its Free Cash Flow as net cash flow from operating activities less net cash flow from investing activities (excluding the initial investment in new activities and the acquisition of shareholdings in subsidiary undertakings) and net cash flow from financing activities relating to the service of the debt (Term Loan and hedging instruments) plus interest received (on cash and cash equivalents and other financial assets). The calculation is shown in section 10.8 of the 2012 Registration Document.

The tables below are extracted from the consolidated income statements, balance sheets and cash flow statements for Groupe Eurotunnel SA for the financial years ended 31 December 2012 and 2011.

SUMMARY INCOME STATEMENTS 2011 - 2012

€ million	Year ended 31 December 2012	Year ended 31 December 2011
<i>Exchange rate €/\$</i>	1.230	1.148
Revenue	993	845
Other income	30	9
Total turnover	1,023	854
Operating costs	(562)	(451)
Operating margin (EBITDA)	461	403
Depreciation	(161)	(156)
Trading profit	300	247
Other net operating (charges)/income	(4)	25
Operating profit (EBIT)	296	272
Net finance cost	(269)	(264)
Net other financial income and income tax expense	7	3
NET RESULT FOR THE YEAR: PROFIT	34	11

SUMMARY BALANCE SHEETS 2011 - 2012

€ million	Year ended 31 December 2012	Year ended 31 December 2011
<i>Exchange rate €/\$</i>	1.225	1.197
Intangible assets	29	29
Property, plant and equipment	6,648	6,627
Other non-current assets	155	133
Total non-current assets	6,832	6,789
Cash and cash equivalents	256	276
Other current assets	167	153
Total current assets	423	429
TOTAL ASSETS	7,255	7,218
Total equity	2,182	2,400
Total financial liabilities	3,988	3,877
Other liabilities	1,085	941
TOTAL EQUITY AND LIABILITIES	7,255	7,218

GROUPE EUROTUNNEL SA'S RESULTS FROM THE LAST FIVE FINANCIAL YEARS

	2012	2011	2010	2009	2008
Capital at the end of the financial year					
Share capital	220,000,000	224,228,852	213,684,473	190,825,292	75,936,766
Number of ordinary shares in issue	550,000,000	560,572,129	534,211,182	477,063,229	189,841,915
Number of preference shares in issue	–	–	–	1	1
Maximal number of futures ordinary shares to be created on exercise of rights of holders of securities giving access to the GET SA equity ^(*)	1,375,858	706,356	41,993,893	99,016,039	409,653,217
Transactions and results for the year (in €000)					
Revenue excluding tax	14,101	11,908	11,222	11,626	12,340
Payroll costs	2,051	1,644	1,139	424	236
Amount of benefits	1,053	755	522	174	99
Number of employees	10	6	5	1	1
Results before tax, employee participation and depreciation and provisions	30,800	18,862	570,037	24,447	61,566
Corporation tax	188	670	497	3	–
Income after tax, profit-sharing of employees, and depreciation and provisions	9,347	14,521	571,264	24,450	41,863
Distributed result	66,000 ^(**)	44,105	21,368	19,231	7,594
Earnings per share (in €)					
Result after tax, employee participation and before depreciation and provisions	0.02	0.03	1.07	0.05	0.32
Results after tax, employee participation and depreciation and provisions	0.02	0.03	1.07	0.05	0.22
Dividend per share	0.12	0.08	0.04	0.04	0.04

^(*) For detail, please see the note Q of the consolidated accounts which is contained in paragraph 20.3.1 of the 2012 Registration Document.

^(**) Subject to approval by the ordinary general meeting of the second resolution regarding the appropriation of the 2012 earnings.

LEGAL REQUIREMENTS

Shareholders can take part in the combined general meeting regardless of the number of shares they hold.

A. FORMALITIES REQUIRED IN ORDER TO TAKE PART IN THE MEETING

Shareholders wishing to attend or be represented at the meeting or to vote by post must justify ownership of their shares as at the third working day preceding the meeting at 00:00 (CET) (*i.e.* 10 May 2013):

- for registered shareholders, by way of the registration of their shares in the Company's share register;
- for bearer shareholders, by way of the registration of their shares in their name or in the name of their intermediary (for a non-resident shareholder) in a securities account managed by a financial intermediary or bank.

The registration of the shares in the securities account must be evidenced by a participation certificate issued by the intermediary, which will prove their status as shareholder.

This participation certificate issued by the intermediary must accompany any postal voting form or proxy form, or any request for an admission card, which should be sent by the intermediary to BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

Only shareholders able to justify their status as at 10 May 2013, 00:00, CET, as provided in article R. 225-85 of the French commercial code may take part in this general meeting.

B. HOW TO TAKE PART IN THIS MEETING

1. Shareholders wishing to attend the meeting personally may request an admission card as follows:

- registered shareholders may request an admission card from BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex 09, France, or may be admitted on the day of the meeting at the dedicated registration desk on production of evidence of identity;
- bearer shareholders may request that an admission card be sent to them via the intermediary who manages their securities account. A certificate may also be issued by the intermediary to the shareholder wishing to attend who has not received an admission card by the third working day preceding the date of the meeting.

2. Shareholders who do not wish to attend the meeting but who wish to vote by post or be represented by the chairman of the meeting, their spouse, another shareholder, or any other individual or corporate body of their choice as provided by laws and regulations, in particular as provided in article L. 225-106-I of the French commercial code, may do so as follows:

- registered shareholders may return the single proxy/postal voting which they will receive along with the notice of the meeting, to BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France;

➤ bearer shareholders may request this form by writing to the intermediary who manages their securities account from the date the meeting is called. This request must reach BNP Paribas Securities Services at the latest six days before the date of the meeting (*i.e.* 7 May 2013, 12:00 p.m., CET). The single proxy/postal voting form must be returned to the financial intermediary who will ensure that it is sent to BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France together with the required participation certificate.

Postal votes will be taken into account provided they are received at least two days before the date of the meeting (*i.e.* 13 May 2013, 12:00 p.m., CET) by BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

Please note that written proxy forms must be signed and specify the full name and address of the shareholder and the person appointed as their proxy. Revocation of the appointment is carried out in the same conditions as the appointment is made.

Shareholders may revoke the appointment of a proxy provided such revocation is made in writing in the manner specified above. In order to appoint a new proxy after such revocation, shareholders must request from BNP Paribas Securities Services (if they are registered shareholders) or from their intermediary (if they are bearer shareholders) a new proxy form which they must then return indicating on it that it is a “Change of Proxy” to BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France, at least three days before the date of the meeting (*i.e.* 13 May 2013).

No electronic means of voting are proposed for this meeting and therefore no website as provided by article R. 225-61 of the French commercial code will be set up to this end.

3. As provided in article R. 225-79 of the French commercial code, it is possible to notify the appointment and revocation of a proxy electronically in the following manner:

➤ for registered shareholders: by logging on to PlanetShares/ My Shares with their usual username and password given on their statement of account and by going on to the “My shareholder pages – My general meetings” and by clicking on the button “Appoint/Revoke a proxy”. Should shareholders forget their username or password, they should follow the instructions on screen;

➤ for bearer shareholders: by sending an email to the following email address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must state the following information: the name of the Company, the shareholder's full name and address and full details of their securities account as well as the full name and address of the proxy. The shareholder must thereafter request that their financial intermediary send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

In order to be taken into account, the electronic appointment or revocation of a proxy must be received at the latest by 3:00 p.m. (CET) the day before the date of the meeting.

4. In accordance with article R. 225-85 of the French commercial code, where shareholders have already voted by post, requested an admission card or a participation certificate in order to attend the meeting, they will no longer be able to opt for another means of taking part in the meeting. Persons who cannot justify that they are shareholders or that they have been appointed as proxy as well as people who have already voted will not be able to take part in the meeting. It will not be possible for guests to attend the meeting.

Shareholders may not attend the meeting, vote during the meeting for part of their holding and, at the same time, appoint a proxy for the remaining part of their holding; a shareholder attending the meeting may not use any other mean to express their vote than voting in person for the whole of their holding.

5. Shareholders who have voted by post, appointed a proxy or requested an admission card or a participation certificate, may at any time dispose of all or part of their shares. However, if such disposal occurs prior to the third working day preceding the meeting at 00:00 CET, the Company will annul or amend as the case may be the postal voting, proxy, admission card or participation certificate. To this end, the intermediary who manages the securities account must notify the disposal to the Company or its representative and must give all necessary information.

Neither disposal nor any other transaction carried out after the third working day preceding the meeting at 00:00 CET, however carried out, is notified by the intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

6. Pursuant to article R. 225-84 of the French commercial code, any shareholder may ask written questions of the chairman of the board of directors from the date of publication of the notice of meeting required by article R. 225-73 of the French commercial code. Such questions must be sent to the registered office of the Company by recorded delivery with acknowledgement of receipt or by electronic communication at the following address PresidentGET@eurotunnel.com at the latest on the fourth working day preceding the date of the meeting, *i.e.* 9 May 2013. They must be accompanied by evidence of ownership of the shares.

C. SHAREHOLDER COMMUNICATIONS RIGHTS

A) INFORMATION

Documents and information relating to this general meeting are available for inspection by shareholders, as provided by laws and regulations in force, and, in particular the information set out in article R. 225-73-1 of the French commercial code are published on the website www.eurotunnelgroup.com.

In accordance with French law, the following documents relating to the ordinary and extraordinary general meeting of Groupe Eurotunnel SA are available on request:

- a. Agenda.
- b. 2012 Registration Document, filed with the French financial markets authority and containing the information required to be published in the annual financial statements.
- c. Table of results for the last five financial years.
- d. Reports of the board of directors to the general meeting.
- e. Report of the Chairman of the Board on internal controls.
- f. Brief summary of the last financial year.
- g. Reports of the statutory auditors to the general meeting.
- h. Proposed resolutions presented by the board of directors to the shareholders of Groupe Eurotunnel SA.
- i. A list of directors and executive officers as well as the mandate they hold in other companies.
- j. Proxy/Postal voting form.
- k. Document request form.

- l. A summary table of delegations granted to the board of directors by the general meeting regarding share capital increases.

The documents listed at a, c, f, h, k and l are contained in this document or, with regards to the document referred to at j, is enclosed with it for registered shareholders. The documents referred to at d, e, g and i are included in the 2012 Registration Document, available on the website www.eurotunnelgroup.com or on paper on request.

Shareholders wishing to receive a copy of these documents must complete the form below.

Pursuant to laws and regulations set out in the French commercial code, any shareholder may request that the documents be sent to them on demand, to which bearer shareholders must join a participation certificate, to BNP Paribas Securities Services – CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex France by sending the form below.

This request may be made between the date of the notice and the fifth day preceding the date of the meeting included.

Such request can only be made by a person justifying their status as shareholder at the date of the request therefore no telephone request will be accepted.

B) CONSULTATION

The documents which must be made available to shareholders pursuant to legal and regulatory obligations may be inspected at the registered office of Groupe Eurotunnel SA during office hours Monday to Friday (except bank holidays) from the date of the notice.

DOCUMENT REQUEST FORM

**COMBINED GENERAL MEETING
GROUPE EUROTUNNEL SA
15 May 2013 at 10 a.m. (CET)**

Return this form duly completed and signed directly to:

BNP Paribas Securities Services

CTS Assemblées Générales
Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex
France

I, the undersigned

Mrs Mr

Surname (or company name) ⁽¹⁾:

First name:

Shareholder reference number :

Holder of registered shares and/or bearer shares, wish to receive the documents or information set out in articles R. 225-81 and R. 225-83 of the French commercial code in respect of the combined general meeting of 15 May 2013, except for the documents enclosed with this notice of meeting ⁽²⁾, in the following manner ⁽³⁾:

Either by email at the following address:

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Or by post at the following address:

House no.: Road:

Postcode: Town: Country:

Where an address is indicated, I hereby authorize Groupe Eurotunnel SA or its agent as the case may be to use my electronic address to send me any corporate communication in relation to the company. Tick this box if you do not wish to receive this information:

At (place):, On (date)

Signature:

In accordance with article R. 225-88 of the French commercial code, registered shareholders may ask by a single request that the documents and information above be sent to them for all future meetings.

N.B.: to the extent that any information contained in this request may be used to compile a database of names, such information will be subject to the provisions of French law 78-17 of 6 January 1978, in particular in so far as it relates to rights of access or rectification which can be exercised by the persons concerned.

(1) For legal entities, please indicate the precise registered name.

(2) Please delete as applicable

(3) Please give either a postal or an email address. If both are given, documents will only be sent to the email address given.



Groupe Eurotunnel SA

Société anonyme with a share capital of 220,000,000 euros

Registered office:

3, rue La Boétie
75008 Paris - France

483 385 142 RCS Paris