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9 March 2012

BULLETIN DES ANNONCES LEGALES OBLIGATOIRES (French Gazette)

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Notices

Meetings of members and shareholders

Groupe Eurotunnel SA

Société anonyme with a share capital of €24,228,851.60.

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

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

Ordinary and extraordinary general meeting.

26 April 2012.

Preliminary notice of meeting.

Shareholders are hereby notified that they are convened to the ordinary and extraordinary general meeting which will be held on 26 April 2012, on first notice, at 10 a.m. (CET), Salle Calquella, Chemin Rouge Cambre, 62231 Coquelles, France.

I. – Agenda

1. 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 accounts for the financial year ended 31 December 2011;
- Special report of the statutory auditors on the agreements and commitments referred to in articles L.225-38 and L.225-42-1 of the French commercial code;
- Special 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 2011;
- Appropriation of the results for the financial year ended 31 December 2011;
- Consideration and approval of the consolidated accounts for the financial year ended 31 December 2011;
- Approval of the special report of the statutory auditors prepared pursuant to article L.225-40 of the French commercial code for the financial year ended 31 December 2011;
- Authority to be granted to the board of directors to implement a share buyback programme;
- Reappointment of C. Neuville as a director for a new term of 4 years;
- Ratification of the appointment of C. Lewiner as a director;
- Reappointment of C. Lewiner as a director for a new term of 4 years;
- Reappointment of JP. Trotignon as a director for a new term of 4 years;
- Reappointment of H. Lepic as a director for a new term of 4 years;
- Ratification of the appointment of P. Levene as a director;
- Reappointment of P. Levene as a director for a new term of 4 years;

2. 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 authority granted to the board of directors for the purpose of reducing the capital by way of cancellation of shares;

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- Amendment to article 16 of the by-laws relating to the minimum number of shares to be held by administrators during their term of office;
- Powers for formalities.

II – Proposed resolutions.

1. Business of the ordinary general meeting:

First resolution (*Consideration and approval of the statutory accounts for the financial year ended 31 December 2011*) – 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 2011, as presented to the meeting, which show a profit of €14,521,335.69, together with the transactions reflected in those accounts and summarised in those reports.

Second resolution (*Appropriation of the results for the financial year ended 31 December 2011*) – The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings:

- Notes that the statutory accounts for the financial year ended 31 December 2011, as approved pursuant to the first resolution of this general meeting, show a net profit of €14,521,335.69;
- Resolves, on a proposal from the board of directors, to appropriate and distribute the whole of this profit as a dividend after the required appropriation to the legal reserve. The general meeting resolves to distribute €44,139,557.52, representing a dividend of €0.08 for each of the 551,744,469 shares comprising the share capital and with a right to dividend (excluding shares held by the Company). The general meeting also resolves to make a distribution of €30,672,659.71 from the balance of profits carried forward from prior years:

• Net profit for the financial year	€14,521,335.69
• Profits carried forward	€69,755,989.19
• Appropriation to the legal reserve	€1,054,437.88
• Dividend	€44,139,557.52
• Balance carried forward	€39,083,329.48

Accordingly, a dividend of €0.08 per ordinary share with a nominal value of €0.40 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 will be 22 May 2012, and the dividend will be paid in cash on 25 May 2012.

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 on 31 December 2008, 2009 and 2010, the Company distributed a dividend of 4 cents of a euro per ordinary share:

Financial year	Amount distributed (in euros) (a)	Number of shares with a right to dividend (b)	Dividend per share (in cents of euro)
2008			
Dividend	7,593,676.60	183,545,678	4
2009			
Dividend	19,231,489.00	462,246,294	4
2010			
Dividend	21,368,447.28	523,447,118	4

(a) Theoretical values

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(b) Actual number of shares and payment

- 2008 financial year: €7,341,827.12 for 183,545,678 shares;
- 2009 financial year: €18,489,851.76 for 462,246,294 shares;
- 2010 financial year: €20,937,884.72 for 523,447,118 shares;

The difference with approved amounts results from the number of own shares held.

Third resolution (*Consideration and approval of the consolidated accounts for the financial year ended 31 December 2011*) – 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 2011, as presented to the meeting, and which show a profit of €1,271,974.64, together with the transactions reflected in those accounts and summarised in those reports.

Fourth resolution (*Regulated agreements and commitments referred to in articles L.225-38 and L.225-42-1 of the French commercial code for the year ended 31 December 2011*) – 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 to the general meeting, approves 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 reports.

Fifth resolution (*Authorisation to be granted to the board of directors to implement a share buyback programme*) – The general meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, 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, and having considered the report of the board of directors,

- 1) authorises the board of directors of the Company, for a period of eighteen (18) 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 purchase price per share shall not exceed €12, 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 29 February 2012, €672,686,554.80 (corresponding to a maximum number of 56,057,212.90 ordinary shares at the maximum unit price of €12, 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;

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- 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;
 - in the event of the sale of ordinary shares under the conditions authorised by legal and regulatory provisions in force, the sale price must not be less than €6.50, save in the case of the transfer of ordinary shares to employees under the conditions provided by articles L.3332-19 and L.3332-21 of the French employment code, for which the sale price is fixed in accordance with the provisions of that article.
- 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, and which might subsequently be authorised;
 - 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, pursuant to any subsequent authority;
 - 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, pursuant to any subsequent authorisation;
 - to reduce the capital of the Company pursuant to the thirteenth resolution (subject to its approval) or any other similar authority;
- 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;

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- 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 28 April 2011. It is valid for a period of eighteen (18) months with effect from the date of this general meeting.

Sixth resolution (*Reappointment of Mrs Colette Neuville as a director for a new term of four years*) – 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 reappoint Mrs Colette Neuville as a director for a new term of four years expiring at the close of the general meeting convened to consider the accounts for the year ended 31 December 2015.

Seventh resolution (*Ratification of the appointment Mrs Colette Lewiner as a 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 May 2011 of Mrs Colette Lewiner as a director in place of Le Shuttle Limited which had resigned for the remainder of the term of office of Le Shuttle Limited, being until the end of the general meeting convened to consider the accounts for the year ended 31 December 2011.

Eighth resolution (*Reappointment of Mrs Colette Lewiner as a director for a new term of four years*) – 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 reappoint Mrs Colette Lewiner as a director for a new term of four years expiring at the close of the general meeting convened to consider the accounts for the year ended 31 December 2015.

Ninth resolution (*Reappointment of Mr Jean-Pierre Trotignon as a director for a new term of four years*) – 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 reappoint Mr Jean-Pierre Trotignon as a director for a new term of four years expiring at the close of the general meeting convened to consider the accounts for the year ended 31 December 2015.

Tenth resolution (*Reappointment of Mr Hughes Lopic as a director for a new term of four years*) – 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 reappoint Mr. Hughes Lopic as a director for a new term of four years expiring at the close of the general meeting convened to consider the accounts for the year ended 31 December 2015.

Eleventh resolution (*Ratification of the appointment Lord Peter Levene as a 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 29 February 2012 of Lord Peter Levene as a director to replace Mr. Henri Rouanet who had resigned, for the remainder of Mr. Henri Rouanet's term of office, being until the end of the general meeting convened to consider the accounts for the year ended 31 December 2011.

Twelfth resolution (*Reappointment of Lord Peter Levene as a director for a new term of four years*) – 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 reappoint Lord Peter Levene as a director for a new term of four years expiring at the close of the general meeting convened to consider the accounts for the year ended 31 December 2015.

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2. Business of the extraordinary general meeting

Thirteenth resolution (*Authorisation granted to the board of directors for the purpose of reducing the 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 articles 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 (18) months with effect from the date of this 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 buyback programme authorised by the fifth resolution of this general meeting or of share buyback 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 (24) 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 articles of association;
 - 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 the fact that in the event that the board of directors should use this delegation 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;
 - 6) 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 28 April 2011.

Fourteenth resolution (*Amendment to article 16 of the by-laws of the Company relating to the minimum number of shares to be held by directors during their term of office*) – 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, resolves to increase from 100 to 1,000 the minimum number of shares which must be held by directors during their term of office and thus amend article 16 of the by-laws of the Company.

Consequently, article 16 of the by-laws of the Company currently worded as follows:

“Article 16 – Directors’ qualification shares (previous wording)

1. Each director must, during the whole of their term of office, hold at least 100 shares.
2. If on the day of their appointment, a director does not hold the number of shares required or if, during their term of office they cease to hold such shares, they are automatically deemed to have resigned if they do not remedy this situation within three months.”

Will be replaced by the following wording:

“Article 16 – Directors’ qualification shares (new wording)

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1. Each director must, during the whole of their term of office, hold at least 1,000 shares.
2. If on the day of their appointment, a director does not hold the number of shares required or if, during their term of office they cease to hold such shares, they are automatically deemed to have resigned if they do not remedy this situation within three months.”

Powers

Fifteenth resolution (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.

III. – Presentation of the proposed resolutions.

The purpose of the first resolution is to approve the statutory accounts of Groupe Eurotunnel SA for the 2011 financial year, which shows a profit of €14,521,335.69.

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

This dividend of eight cents of a euro would be 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.

The purpose of the third resolution is the approval of the consolidated accounts of the group for the 2011 financial year which show a net profit of €1,271,974.64.

The fourth resolution comprises a proposal for shareholders to approve the special report of the statutory auditors prepared and presented to the general meeting pursuant to article L.225-38 of the French commercial code.

This report provides that no agreement recognised by the board of directors as being regulated has been concluded or has an impact on the accounts for the 2011 financial year. The report sets out the regulated agreements and commitments approved by the general meeting in previous years and which continue in force during the 2011 financial year; these are intra-group agreements between companies with identical directors.

The authority granted by the general meeting of 28 April 2011 expires on 27 October 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 €2 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 28 April 2011.

Shareholders will vote on the reappointment as directors for a period of four years of Colette Neuville (sixth resolution), Colette Lewiner (eighth resolution), Hughes Lepic (tenth resolution), Jean-Pierre Trotignon (ninth resolution) and Peter Levene (twelfth resolution) after ratification of the appointment as directors of Colette Lewiner (seventh resolution) and Peter Levene (eleventh resolution).

On 20 May 2011, on the recommendation of the nominations committee, having considered the balance and diversity of its composition and so as to strengthen further the number of women members, the board resolved to appoint Colette Lewiner as a director taking the number of women on the board to three, representing more than 27% of the board, without changing the number of board members. On 29 February 2012, on the recommendation of the nominations committee, the board of directors resolved to strengthen the international mix of its members, taking the proportion of foreign directors from 28% to 36%, by appointing a new British director, Peter Levene. The average age of board members is 61.

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The expertise and complementary experience of the different members of the board of directors are an advantage for the Group. The directors bring to the business complementary experience and competence gained in the fields of industry, management, finance and science; they also bring a variety of profiles: gender, age and nationality split.

In connection with the fifth resolution, it will be proposed to the extraordinary general meeting, by way of the thirteenth resolution, 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.

The purpose of the fourteenth resolution is to amend article 16 of the by-laws of the Company, as recommended by the Afep/Medef corporate governance code, to increase again the minimum number of shares to be held by members of the board during their term of office, from 100 (current amount) to 1,000.

IV. – How to take participate.

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 French time (i.e. 23 April 2012, 00:00 French time) in the following way:

- 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 23 April 2012, midnight, 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:

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- 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 (6) days before the date of the meeting, i.e. 19 April 2011, by 12 pm French time. 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 (2) days before the date of the meeting, i.e. 24 April 2012, by 12 pm French time 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 (3) days before the date of the meeting, i.e. by 23 April 2012.

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 pm (French time) 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.

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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 French time, 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 French time, however carried out, is notified by the intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

C. Shareholder resolutions, agenda item, written questions and inspection of documents:

1. Provided they comply with the provisions of article R.225-71 and R.225-73 of the French commercial code, any shareholder may request that items be added to the agenda or that additional resolutions be put to the meeting provided they are sent to the secretary to the board of directors at the registered office of the Company by recorded delivery post or electronically at PresidentGET@eurotunnel.com within the period of 25 days before the date of the meeting, i.e. at the latest on 2 April 2012.

Any such request must be accompanied by a certificate confirming ownership of the number of shares required in order to present such a request as provided by article R.225-71 of the French commercial code.

Any request for additional resolutions to be presented must be accompanied by the full text of the proposed resolution and a brief explanation of the reasons for seeking the approval of such additional resolution(s) may also be included. Any request for an item to be added to the agenda must be fully supported.

Furthermore, the consideration of any additional agenda item and/or resolution requested by shareholders is conditional on such shareholders justifying their continued ownership of the required proportion of the share capital as before on the third working day prior to the date of the meeting at midnight (French time), i.e. 23 April 2012.

Should the additional shareholder resolution being propose relate to the appointment of a director, the information set out at point 5 of article R.225-83 of the French commercial code must be provided.

Any additional agenda item and/or resolution proposed by shareholders of the Company will be published without delay on the website of the Company. For any additional agenda item, the Company may publish the board of directors' comments on the item.

2. 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. 20 April 2012. They must be accompanied by evidence of ownership of the shares.

3. Pursuant to applicable laws and regulations, all documents which must be made available for inspection by shareholders for the purposes of the general meeting will be available at the registered office of the Company, 3 rue La Boétie, 75008 Paris, France within applicable time limits, and in respect of the documents set out at article R.225-73-1 of the French commercial code, on the website of the Company www.eurotunnelgroup.com from the 21st day preceding the meeting.

By order of the Board

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