

Combined General Meeting of Groupe Eurotunnel SA held on Tuesday 29 April 2014

Number of shares present, represented or having voted by post (VBP) in respect of the ordinary business of the meeting: **343,388,525** being **63.76%** of shares having the right to vote

Number of shares present, represented or having voted by post (VBP) in respect of the extraordinary business of the meeting: **343,388,526** being **63.76%** of shares having the right to vote

Number of voting rights of shareholders present, represented or VBP in respect of the ordinary business of the meeting: **429,652,381**

Number of voting rights of shareholders present, represented or VBP in respect of the extraordinary business of the meeting: **429,652,481**

Number of shareholders present, represented or VBP: 6,190 (ordinary general meeting), 6,190 (extraordinary general meeting)

Voting results by resolution

| Resolutions | For | Against | Abst. | Total votes | % For | % Against | % Abst. | Number of shares | % capital |
|---|-------------|-----------|--------|-------------|-------|-----------|---------|------------------|-----------|
| 1. Consideration and approval of the statutory accounts for the financial year ended 31 December 2013 | 429,528,252 | 107,155 | 16,974 | 429,652,381 | 99.97 | 0.02 | 0.00 | 343,388,525 | 62.4343% |
| 2. Appropriation of the profit for the financial year ended 31 December 2013 | 427,066,724 | 2,585,443 | 214 | 429,652,381 | 99.40 | 0.60 | 0.00 | 343,388,525 | 62.4343% |
| 3. Consideration and approval of the consolidated accounts for the financial year ended 31 December 2013 | 429,544,725 | 106,650 | 1,006 | 429,652,381 | 99.97 | 0.02 | 0.00 | 343,388,525 | 62.4343% |
| 4. Approval of the regulated agreements and commitments entered into by the Company and referred to in the special report of the Statutory Auditors | 429,182,604 | 465,488 | 4,289 | 429,652,381 | 99.89 | 0.11 | 0.00 | 343,388,525 | 62.4343% |
| 5. Authorisation granted to the Board of Directors, for a period of eighteen months, to allow the Company to trade in its own shares | 422,069,360 | 7,580,705 | 2,316 | 429,652,381 | 98.24 | 1.76 | 0.00 | 343,388,525 | 62.4343% |

| Resolutions | For | Against | Abst. | Total votes | % For | % Against | % Abst. | Number of shares | % capital |
|--|-------------|----------------|--------------|--------------------|--------------|------------------|----------------|-------------------------|------------------|
| 6. Renewal of the term of office of Mr Jacques Gounon as a Director | 355,717,465 | 73,932,021 | 2,895 | 429,652,381 | 82.79 | 17.21 | 0.00 | 343,388,525 | 62.4343% |
| 7. Renewal of the term of office of Mr Philippe Camu as a Director | 429,064,228 | 574,333 | 13,820 | 429,652,381 | 99.86 | 0.13 | 0.00 | 343,388,525 | 62.4343% |
| 8. Renewal of the term of office of Mrs Patricia Hewitt as a Director | 429,248,436 | 381,079 | 22,866 | 429,652,381 | 99.91 | 0.09 | 0.01 | 343,388,525 | 62.4343% |
| 9. Renewal of the term of office of Mr Robert Rochefort as a Director | 428,737,445 | 903,517 | 11,419 | 429,652,381 | 99.79 | 0.21 | 0.00 | 343,388,525 | 62.4343% |
| 10. Renewal of the term of office of Mr Philippe Vasseur as a Director | 429,257,887 | 380,460 | 14,034 | 429,652,381 | 99.91 | 0.09 | 0.00 | 343,388,525 | 62.4343% |
| 11. Renewal of the term of office of Mr Tim Yeo as a Director | 429,252,695 | 384,288 | 15,398 | 429,652,381 | 99.91 | 0.09 | 0.00 | 343,388,525 | 62.4343% |
| 12. Opinion on the elements of remuneration owed or attributed in the title for the year ended 31 December 2013 for executive officers | 425,833,466 | 3,814,680 | 4,235 | 429,652,381 | 99.11 | 0.89 | 0.00 | 343,388,525 | 62.4343% |
| 13. Authorization to be granted to the Board of Directors for a period of twelve months to carry out allocation of shares free of charge for the benefit of all the employees of the Company and any companies within the Company's group excluding executive and corporate officers | 426,784,295 | 2,864,889 | 3,297 | 429,652,481 | 99.33 | 0.67 | 0.00 | 343,388,526 | 62.4343% |
| 14. Long-term incentive programme for executive employees and executive officers: creation of preference shares convertible into ordinary shares after a period of four years, subject to performance criteria | 290,314,976 | 139,336,054 | 1,451 | 429,652,481 | 67.57 | 32.43 | 0.00 | 343,388,526 | 62.4343% |
| 15. Delegation of authority granted for 12 months to the Board of Directors to allocate free preference shares to executive officers at the Company and executive employees of the Company and its subsidiaries, entailing a waiver by shareholders of their preferential subscription rights | 288,377,059 | 141,272,676 | 2,746 | 429,652,481 | 67.12 | 32.88 | 0.00 | 343,388,526 | 62.4343% |

| Resolutions | For | Against | Abst. | Total votes | % For | % Against | % Abst. | Number of shares | % capital |
|--|-------------|----------------|--------------|--------------------|--------------|------------------|----------------|-------------------------|------------------|
| 16. 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 | 427,393,321 | 2,255,792 | 3,368 | 429,652,481 | 99.47 | 0.53 | 0.00 | 343,388,526 | 62.4343% |
| 17. Authorisation granted to the Board of Directors for a period of 18 months to reduce the share capital by cancellation of shares | 427,496,988 | 2,150,032 | 5,461 | 429,652,481 | 99.50 | 0.50 | 0.00 | 343,388,526 | 62.4343% |
| 18. Approval of a proposed transformation and decision to transform the Company into a European company | 427,899,909 | 1,751,600 | 972 | 429,652,481 | 99.59 | 0.41 | 0.00 | 343,388,526 | 62.4343% |
| 19. Approval of the Company name of the Company in its new format as a European company | 427,914,878 | 1,735,534 | 2,069 | 429,652,481 | 99.60 | 0.40 | 0.00 | 343,388,526 | 62.4343% |
| 20. Approval of the new bylaws | 424,924,011 | 4,710,529 | 17,941 | 429,652,481 | 98.90 | 1.10 | 0.00 | 343,388,526 | 62.4343% |
| 21. Powers | 429,524,775 | 113,533 | 14,073 | 429,652,381 | 99.97 | 0.03 | 0.00 | 343,388,525 | 62.4343% |