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**EUROTUNNEL HOLDING SAS
CONSOLIDATED ACCOUNTING
STATEMENTS
FOR THE SIX MONTHS ENDED
30 JUNE 2022**

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INTRODUCTION

This document has been prepared in order to meet the requirements under clause 23 of the Permanent Facility Agreement dated 20 March 2007 as amended. These accounting statements consolidate the accounts of Getlink SE's sub-group (the "Eurotunnel Group") which consists of Eurotunnel Holding SAS and its subsidiaries, including most notably The Channel Tunnel Group Limited (CTG) and France Manche SA, concessionaires of the Fixed Link and holders of the Term Loan. The Eurotunnel Group was created following the Getlink Group's internal corporate reorganisation in April 2018.

These accounting statements cover the same scope of consolidation as the "Eurotunnel" segment in the Getlink Group's consolidated reporting and have been prepared on the same basis as the Getlink Group's consolidated financial statements which are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union at 30 June 2022.

SUMMARY CONSOLIDATED ACCOUNTING STATEMENTS

Income statement

<i>€'000</i>	30 June 2022	30 June 2021
Exchange rate €/£	1.182	1.157
Revenue	474,850	260,280
Other income	–	3,959
Operating expenses *	(118,533)	(80,157)
Employee benefits expense	(88,960)	(83,077)
Operating margin (EBITDA)	267,357	101,005
Depreciation	(79,705)	(80,118)
Trading profit	187,652	20,887
Other operating income	12,915	409
Other operating expenses	(3,465)	(63)
Operating profit	197,102	21,233
Finance income	3,544	3,161
Finance costs	(200,478)	(140,002)
Net finance costs	(196,934)	(136,841)
Other financial income	24,204	1,973
Other financial charges	(2,860)	(28,301)
Pre-tax profit/(loss)	21,512	(141,936)
Income tax (expense)/income	505	(3,156)
Net profit/(loss) for the period	22,017	(145,092)

* Operating expenses include €350,000 in 2022 (2021: €8,851,000) invoiced by Eurotunnel to ElecLink relating to the interconnector construction project which was eliminated on consolidation in the Getlink Group accounts.

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Statement of financial position

€'000	30 June 2022	31 December 2021
Exchange rate €/£	1.165	1.000
ASSETS		
Intangible assets	2,531	3,189
Concession property, plant and equipment	5,645,885	5,676,290
Total property, plant and equipment (tangible and intangible)	5,648,416	5,679,479
Deferred tax asset	490,413	470,489
Other financial assets: external	58	58
Other financial assets: intragroup	319,746	322,401
Total non-current assets	6,458,633	6,472,427
Trade receivables: external	77,648	51,321
Trade receivables: intragroup	15,360	13,499
Other receivables: external	55,296	28,633
Other receivables: intragroup	656,466	664,998
Other financial assets	–	3,544
Cash and cash equivalents	392,012	429,106
Total current assets	1,196,782	1,191,101
Total assets	7,655,415	7,663,528
EQUITY AND LIABILITIES		
Issued share capital	508,621	508,621
Share premium account	894,718	894,718
Other reserves	(709,497)	(1,113,194)
Loss for the period	22,017	(236,986)
Cumulative translation reserve	236,688	208,798
Total equity	952,547	261,957
Retirement benefit obligations	15,299	104,699
Financial liabilities: external	4,312,376	4,324,054
Financial liabilities: intragroup	1,461,558	1,466,431
Other financial liabilities	28,363	30,276
Interest rate derivatives	474,309	1,100,909
Total non-current liabilities	6,291,905	7,026,369
Provisions	21,024	33,980
Financial liabilities	73,818	92,472
Other financial liabilities: external	3,700	4,092
Other financial liabilities: intragroup	61,314	56,207
Trade payables: external	153,752	112,705
Trade payables: intragroup	670	15,154
Other payables: external	96,595	60,500
Other payables: intragroup	90	92
Total current liabilities	410,963	375,202
Total equity and liabilities	7,655,415	7,663,528

Intragroup comprises fellow Getlink Group entities not part of the Eurotunnel Group.

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Cash flow statement

€'000	30 June 2022	30 June 2021
Exchange rate €/£	1.165	1.165
Operating margin (EBITDA)	267,357	101,005
Exchange adjustment *	(2,305)	264
Increase in working capital	21,640	24,860
Net cash inflow from trading	286,692	126,129
Other operating cash flows	(3,474)	12,819
Net cash outflow from taxation	(14)	–
Net cash inflow from operating activities	283,204	138,948
Payments to acquire property, plant and equipment	(56,725)	(23,288)
Net cash outflow from investing activities	(56,725)	(23,288)
Financial transactions:		
Fees paid for partial termination of hedging contracts	(117,566)	–
Early repayment of loans	(425,000)	–
Drawdown of new loans	425,000	–
Fees paid on new loans	(4,547)	–
External debt service cost:		
Interest paid on external loans (CLEF)	(83,014)	(82,799)
Scheduled repayment of external loans	(31,814)	(28,335)
Fees paid on loans	(794)	(523)
SPV Noteholder ongoing fee	(507)	(472)
Interest paid and repayments on rental contracts	(681)	(1,158)
Interest received on cash and cash equivalents	298	183
Inter-company transactions:		
Dividend paid to Getlink SE	–	–
Interest paid on inter-company loans	(30,239)	–
Interest received on inter-company loans	10,504	–
Movement on inter-company loans with Getlink	–	(66,587)
Net cash outflow from financing activities	(258,360)	(179,691)
Decrease in cash in period	(31,881)	(64,031)

* The adjustment relates to the restatement of elements of the income statement at the exchange rate ruling at the period end.

Notes to the accounting statements

Eurotunnel Holding SAS (ETH) is a private simplified joint stock company (*Société par Actions Simplifiée*, SAS) registered in France on 21 December 2016 which has been a wholly-owned subsidiary of Getlink SE since April 2018. ETH is the holding company of France Manche SA (FM) and The Channel Tunnel Group Ltd (CTG) (the concessionaires of the Channel Tunnel under the Concession Agreement dated 14 March 1986) and other subsidiaries as set out in note B to the ETH consolidated accounting statements at 31 December 2021. ETH's accounts are fully consolidated in the consolidated accounts of Getlink SE. References to the "Eurotunnel Group" in this document relate to the Eurotunnel Holding SAS and all its subsidiaries. References to the "Getlink Group" in this document relate to the Getlink SE and all its subsidiaries.

The main activities of the Eurotunnel Group are the design, financing, construction and operation of the Fixed Link's infrastructure and transport system in accordance with the terms of the Concession which will expire in 2086. ETH has as its object the holding and the management of all participations and all interests in all companies and groups of French and foreign law, and more generally, all operations of any nature, legal, economic and financial, civil or commercial, related to the object indicated above.

A. Important events

A.1 Activity in the first half of 2022

A.1.1 Significant upturn in Eurotunnel's activity

During the first half of 2022, the containment and population movement restriction measures put in place in 2020 by the French and British governments in the context of the Covid-19 pandemic were gradually lifted. This has resulted in a significant improvement in Eurotunnel's results during the period compared to the same period in 2021. Whilst passenger traffic levels for both the Shuttle and Eurostar businesses remain below 2019 pre-pandemic levels, the effective application of Eurotunnel's yield management strategy for Shuttle traffic and the continuation of measures put in place by the Group to protect its cash flows have meant that Eurotunnel's consolidated EBITDA for the first half of 2022 has exceeded that of the same period in 2019, despite significantly higher energy costs. The impact of the health crisis on Eurotunnel's results between 2020 and 2022 is detailed in note C below.

Despite the unfavourable environment over the last two years, the recovery of traffic during the first half of 2022 along with the continued effect of the various measures taken by the Group since the beginning of the pandemic have enabled it to comply with the financial covenants relating to the Eurotunnel Term Loan at 30 June 2022 and to strengthen its liquidity position. At 30 June 2022, cash held by the Eurotunnel sub-group amounted to €392 million.

A.1.2 Brexit: the United Kingdom's exit from the European Union

Following the decision of the referendum on 23 June 2016 and the triggering of Article 50 by the UK Government at the end of March 2017, the transition period for the UK's official exit from the European Union ended on 31 December 2020. The new procedures for managing vehicle and goods controls on entry to the European Union were implemented on 1 January 2021 and Truck Shuttle traffic was impacted throughout 2021, and in particular in the first few months of the year, by the adaptation of its customers to these new administrative rules for crossing the border.

During 2021, the UK Government delayed the full implementation of the new border control provisions on entry to the UK. These controls have been partially in place at the border since 1 January 2022, but on 28 April 2022 the UK Government announced that the introduction of the remaining import controls on EU goods, planned for mid 2022, would be postponed until late 2023.

A.1.3 Impact of the Ukrainian crisis

The indirect consequences for Eurotunnel of the Ukrainian crisis of increasing energy costs result in an increase in its operating costs in the period of approximately €9 million. In addition, the financial charges on the tranches of its Term Loan that are index-linked to inflation have also been indirectly affected.

A.2 Voluntary departure plans in France and the United Kingdom

As part of its action plan to address the dual impact of the Covid-19 crisis and Brexit on Eurotunnel's business, and with the aim of better adapting its organisation to the new economic reality, the Group launched a voluntary departure programme for all employees of the Eurotunnel segment in October 2021 with an objective of reducing Eurotunnel's workforce by

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approximately 200 people. The Group recognised a provision of €29 million in its consolidated financial statements at 31 December 2021 relating to the implementation of this voluntary departure programme (see note D.5 below).

The first departures under the voluntary redundancy programme for Eurotunnel's UK staff took place before the end of 2021 and continued into the first half of 2022, and should be completed during the second half of the year. In France, a Collective Bargaining Agreement (Rupture conventionnelle collective) was concluded with the trade unions in 2021. The first departures took place in the first half of 2022 and will continue in the second half of 2022 and into 2023. The costs incurred under this plan in the first half of 2022 were approximately €4 million.

The Group has adjusted as at 30 June 2022 the amount of the provision made in relation to the voluntary departure plans resulting in an additional release of this provision in the first half of 2022 of approximately €8 million as shown in note D.6 below. €16 million of the provision remains on the Group's balance sheet as at 30 June 2022.

A.3 Refinancing of tranche C2A of the Term Loan

On 12 May 2022, the Group completed the refinancing of the €425 million C2A tranche of Eurotunnel's Term Loan. The operation permitted the Group to avoid a 4% contractual margin step-up from June 2022, thereby saving an estimated €17 million in annual financing costs over the next nine years. In addition, the partial termination of the hedging contracts results in a cash saving of some €15 million per annum over the same period, partially offset by the cost of this partial termination of €118 million.

The operation comprised the refinancing of the C2A tranche of the Term Loan by the issue of one new tranche of debt, the C2E tranche, at a fixed rate of interest of 3,531% for the initial nine-year period and thereafter switching back to variable rate with a margin step-up, as well as the partial termination of the corresponding hedging contracts.

B. Principles of preparation, main accounting policies and methods

These consolidated accounts consist of the consolidation of the accounts of Eurotunnel Holding SAS and its subsidiaries and have been prepared for the six-month period to 30 June 2022. The summary half-year consolidated accounting statements have been prepared in accordance with IFRS as adopted by the European Union and applicable on that date. They have been prepared in accordance with IAS 34 and therefore do not contain all the information required for complete annual financial statements and must be read in conjunction with the Eurotunnel Group's consolidated accounting statements for the year ended 31 December 2021.

B.1 General principles

The consolidated accounting statements (the income statement, the statement of financial position and the cash flow statement) have been prepared in accordance with the valuation and accounting principles described in the accompanying explanatory notes and the notes to the consolidated financial statements of Getlink SE for the year ending 31 December 2021¹.

These consolidated accounting statements are prepared in the specific context of the Amended Permanent Facility Agreement. They do not constitute a complete set of financial statements prepared in accordance with the IFRS accounting principles.

B.2 Basis of preparation

The summary half-year consolidated financial statements have been prepared using the principles of currency conversion as defined in the annual accounting statements as at 31 December 2021.

The average and closing exchange rates used in the preparation of the 2022 and 2021 half-year accounts and the 2021 annual accounts are as follows:

€/£	30 June 2022	30 June 2021	31 December 2021
Closing rate	1.165	1.165	1.190
Average rate	1.182	1.157	1.167

¹ Except for some accounting treatments elected in the specific case of the first time preparation of ETH consolidated accounts and the corporate reorganisation (common control transaction) and the specific context of the Amended Permanent Facility Agreement.

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Use of estimates and judgements

The preparation of the consolidated financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses for the period. The valuations and estimates are periodically reviewed based on experience and various other factors considered relevant for the determination of reasonable and appropriate estimates of the assets' and liabilities' carrying value. In addition, the estimates underlying the preparation of these accounting statements as at 30 June 2022 have been in the current economic and geopolitical context described in note A above. Depending on the evolution of these assumptions, actual results may differ from current estimates.

The use of estimations concerns mainly the valuation of intangible and tangible property, plant and equipment, the evaluation of the Group's deferred tax situation, the valuation of the Group's retirement liabilities and certain elements of the valuation of financial assets and liabilities as well as the application of IFRS 16 "Leases" in particular for the definition of the lease and the estimation of the remaining term of each lease.

C. Impact of the Covid-19 pandemic

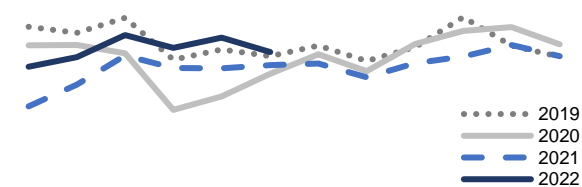
As indicated in note A.1 above, the public health crisis related to the Covid-19 pandemic and the measures taken since March 2020 by the French and British governments concerning the confinement of the population and the movement of people within and between the two countries has had a significant impact on Eurotunnel's business and results throughout both 2020 and 2021. These restrictions were progressively lifted during the first half of 2022, and consequently, Eurotunnel's results for the first six months of 2022 are significantly above those of 2020 and 2021, and even surpassed those of the pre-pandemic first half of 2019.

Revenue and traffic

EUROTUNNEL TRAFFIC	1ST HALF			
	2019	2020	2021	2022
Exchange rate: £1=€1.182				
Truck Shuttle*	810	665	646	767
Passenger Shuttle*	1,166	555	251	872
Eurostar passengers*	5,299	1,993	202	3,303
Rail freight trains	1,166	857	873	754

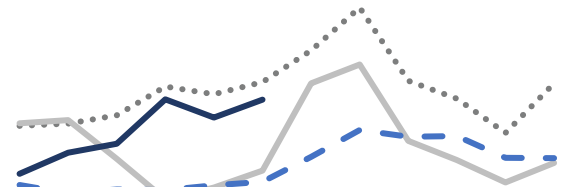
* In thousands.

Truck Shuttle volumes



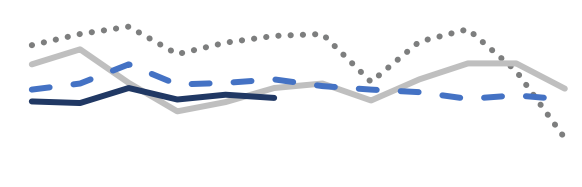
Jan Feb Mar Apr May Jun Jul Aug Sep Oct Nov Dec

Passenger Shuttle car and coach volumes



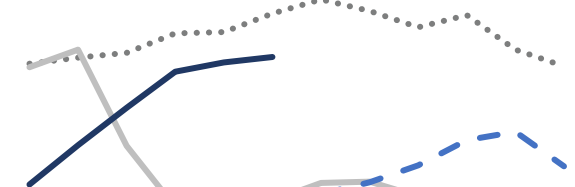
Jan Feb Mar Apr May Jun Jul Aug Sep Oct Nov Dec

Railfreight trains



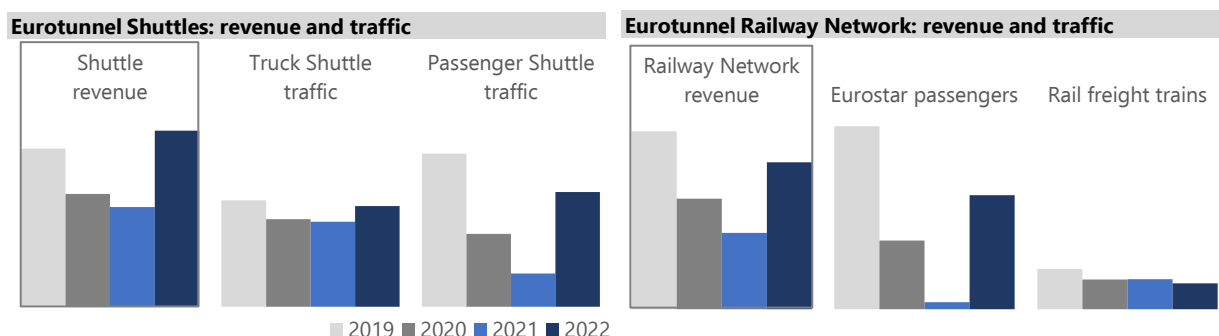
Jan Feb Mar Apr May Jun Jul Aug Sep Oct Nov Dec

Eurostar passengers



Jan Feb Mar Apr May Jun Jul Aug Sep Oct Nov Dec

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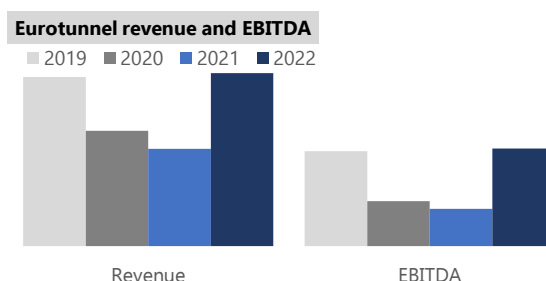
Passenger Shuttle and Eurostar passenger traffic were the most impacted by the Covid-related restrictions in 2020 and 2021, although each time restrictions have been lifted, traffic levels have picked up. The most stringent travel restrictions were lifted in March 2022 and as a consequence, traffic levels during the first half of 2022, whilst being significantly above the same periods in 2020 and 2021, still remain below the first half of 2019. Traffic in the second quarter of 2022 is getting closer to pre-pandemic levels, although Passenger Shuttle traffic during April and May 2022 benefited to some extent from the temporary cessation of P&O traffic.

Eurotunnel's Truck Shuttle and cross-Channel rail freight business were less affected by the public health crisis although they continue to be impacted by the macro-economic situation, including the consequences of Brexit during the period.

Operating margin (EBITDA)

After a significant decrease in consolidated EBITDA in the first half of 2020 and 2021 compared to 2019, (€137 million and €158 million respectively), EBITDA in the first half of 2022 was €7 million above pre-pandemic 2019 levels. This was achieved through the effective application of Eurotunnel's yield management strategy, in particular for the Passenger Shuttle activity, and the continuing benefits arising from the measures put in place by the Group to adapt its capacity to changes in traffic demand, control its costs and protect its cash flow.

<i>In millions</i>	1ST HALF			
Exchange rate: £1=€1.182	2019	2020	2021	2022
Shuttle	301	215	190	335
Railway Network	156	97	67	129
Other*	6	4	9	10
Eurotunnel revenue*	463	316	266	474
Operating costs	(203)	(193)	(164)	(207)
EBITDA	260	123	102	267
<i>vs 2019</i>	–	(137)	(158)	7



* Including other income received in 2021 relating to the 2019 financial year.

In accordance with the recommendations of regulators, Eurotunnel has not recognised any impact of the Covid-19 pandemic in the non-current items of its income statement.