GROUPE EUROTUNNEL SE

2014 REGISTRATION DOCUMENT

World leader in rolling motorways

GROUPE EUROTUNNEL

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2014 Registration Document[1]

This Registration Document was filed with the *Autorité des marchés financiers* (French market authority, or AMF), in accordance with article 212-13 of the General Regulations of the AMF on 27 March 2015. This document can only be used to support a financial transaction when accompanied by a securities note endorsed by the AMF. This document contains all the information relating to the annual financial report as required by paragraph I of article L. 451-1-2 of the French Monetary and Financial Code. This document was prepared by the issuer and is binding on its signatories.

Copies of this Registration Document are available free of charge at the registered office of Groupe Eurotunnel SE. This Registration Document can also be viewed on the websites of the AMF (www.amf-france.org) and Groupe Eurotunnel SE (www.eurotunnelgroup.com).

Unless indicated otherwise, all the figures in this Registration Document have been calculated by applying either the euro/sterling exchange rate on 31 December 2014 (£1=€1.284) for balance sheet items, or the average rate for 2014 (£1=€1.258) for elements of the income statement.

In application of article 28-1 of EC Regulation 809/2004 of the European Commission, the following information is included in this Registration Document by reference:

- The Eurotunnel Group's consolidated accounts for the year ended 31 December 2013 prepared in accordance with IFRS and the report of the statutory auditors thereon, as well as the Eurotunnel Group's operating and financial review for the year ended 31 December 2013, are included in Groupe Eurotunnel SE's Registration Document for 2013 filed with the AMF on 21 March 2014;
- Groupe Eurotunnel SE's parent company accounts for the year ended 31 December 2013 prepared in accordance with French accounting standards and the report of the statutory auditors thereon are included in Groupe Eurotunnel SE's Registration Document for 2013 filed with the AMF on 21 March 2014;
- The Eurotunnel Group's consolidated accounts for the year ended 31 December 2012 prepared in accordance with IFRS and the report of the statutory auditors thereon, as well as the Eurotunnel Group's operating and financial review for the year ended 31 December 2012, are included in Groupe Eurotunnel SE's Registration Document for 2012 filed with the AMF on 25 March 2013; and
- Groupe Eurotunnel SE's parent company accounts for the year ended 31 December 2012 prepared in accordance with French accounting standards and the report of the statutory auditors thereon are included in Groupe Eurotunnel SE's Registration Document for 2012 filed with the AMF on 25 March 2013.

[1] *This document (the "2014 Registration Document") is an unofficial English language translation of Groupe Eurotunnel SE's "Document de Référence 2014" filed with the AMF on 27 March 2015. In the event of any inconsistencies between this document and the original French document, the text of the French document shall be considered authoritative.*

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1. RESPONSIBLE PERSON

1.1. PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT AND THE FINANCIAL INFORMATION

Name and position of person responsible: Jacques Gounon, Chairman of the board of directors and Chief Executive Officer of Groupe Eurotunnel SE.

E-mail: PresidentGET@eurotunnel.com

1.2. DECLARATION BY THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

I declare, having taken all reasonable care to ensure that such is the case, that the information contained in this Registration Document and its annexes is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its significance.

I declare that, to the best of my knowledge: (i) the financial statements for Groupe Eurotunnel SE have been prepared in accordance with the applicable accounting standards and represent an accurate view of the assets, financial position and results of Groupe Eurotunnel SE and of the companies comprised in the consolidation; and (ii) the management report made up of the sections of this Registration Document listed in the Cross Reference Table in Annex III represents an accurate view of the development of the business, the results and the financial position of Groupe Eurotunnel SE and of the companies comprised in the consolidation, as well as a description of the main risks and uncertainties facing them.

I have been provided with a final report from the statutory auditors stating that they have verified the information relating to the financial position and accounting data contained in this Registration Document and have read the whole document.

This report does not contain any observations relating to this Registration Document.

The statutory auditors have reviewed the 2014 financial information presented in this Registration Document, and their corresponding reports are given in paragraphs 20.3.1 and 20.3.2 of this Registration Document. The historical financial information and reports of the statutory auditors on the historical financial information are incorporated by reference in this Registration Document.

The statutory auditors have reviewed the 2013 financial information presented in the 2013 Registration Document, and their corresponding reports are given in paragraphs 20.3.1 and 20.3.2 of the Registration Document filed with the *Autorité des marchés financiers* on 21 March 2014 under the number D.14-0189. They noted the following: “Without qualifying our opinion we draw attention to note A.3. “Accounting for deferred tax” and note L. “Income tax expense” of the consolidated financial statements which describe methods of deferred tax valuation and impacts on Group consolidated result and Group equity.”

2. GET SE'S STATUTORY AUDITORS

2.1. STATUTORY AUDITORS

KPMG Audit, a division of KPMG SA
3, cours du Triangle – 92939 Paris La Défense Cedex, France.
Date of initial appointment: 9 March 2007.

Date of expiry of term of office: general meeting called to approve the financial statements for the financial year ending on 31 December 2018.

In accordance with the French Financial Security Act of 1 August 2003, rotation of KPMG Audit's signatory took place in 2013.

Mazars
61, rue Henri Regnault – 92075 Paris La Défense Cedex, France.
Date of initial appointment: 9 March 2007.

Date of expiry of term of office: general meeting called to approve the financial statements for the financial year ending on 31 December 2018.

In accordance with the French Financial Security Act of 1 August 2003, rotation of Mazars' signatory took place in 2011.

2.2. ALTERNATE STATUTORY AUDITORS

KMPG Audit IS
3, cours du Triangle – 92939 Paris La Défense Cedex, France.
Date of initial appointment: 15 May 2013.

Date of expiry of term of office: general meeting called to approve the financial statements for the financial year ending on 31 December 2018.

Mr Hervé Hélias
61, rue Henri Regnault – 92075 Paris La Défense Cedex, France.
Date of initial appointment: 15 May 2013.

Date of expiry of term of office: general meeting called to approve the financial statements for the financial year ending on 31 December 2018.

3. SELECTED FINANCIAL INFORMATION

The tables below are extracted from the consolidated income statements, balance sheets and cash flow statements for Groupe Eurotunnel SE for the financial years ended 31 December 2014, 31 December 2013 and 31 December 2012.

The financial statements for the year ended 31 December 2012 were restated in accordance with the amended IAS 19 ("2012 adjusted"). The impact of the restatement is explained in note GG of the consolidated accounts as set out in paragraph 20.3.1 of the 2013 Registration Document.

SUMMARY INCOME STATEMENTS 2012 – 2014

€ MILLION	Year ended 31 December 2014	Year ended 31 December 2013	Year ended 31 December 2012 adjusted
Exchange rate €/£	**1.258**	**1.187**	**1.230**
Revenue	1,207	1,092	993
Other income	–	–	30
Total turnover	**1,207**	**1,092**	**1,023**
Operating costs	(709)	(643)	(564)
Operating margin (EBITDA)	**498**	**449**	**459**
Depreciation	(166)	(166)	(161)
Trading profit	**332**	**283**	**298**
Other net operating income/(charges)	2	2	(4)
Operating profit (EBIT)	**334**	**285**	**294**
Share of result of equity-accounted companies	(1)	(1)	–
Operating profit after share of result of equity-accounted companies	**333**	**284**	**294**
Net finance cost	(272)	(269)	(269)
Net other financial (charges)/income	(5)	5	7
Pre-tax result: profit	**56**	**20**	**32**
Income tax income/(expense)	1	81	–
Result for the year: profit	**57**	**101**	**32**

SUMMARY BALANCE SHEETS 2012 – 2014

€ MILLION	31 December 2014	31 December 2013	31 December 2012 adjusted
Exchange rate €/£	**1.284**	**1.199**	**1.225**
Intangible assets	28	27	29
Property, plant and equipment	6,450	6,529	6,648
Other non-current assets	309	286	155
Total non-current assets	6,787	6,842	6,832
Cash and cash equivalents	385	277	256
Other current assets	192	164	167
Total current assets	577	441	423
Total assets	**7,364**	**7,283**	**7,255**
Total equity	1,758	2,481	2,154
Total financial liabilities	4,084	3,929	3,988
Other liabilities	1,522	873	1,113
Total equity and liabilities	**7,364**	**7,283**	**7,255**

SUMMARY CASH FLOW STATEMENTS 2012 – 2014

€ MILLION	Year ended 31 December 2014	Year ended 31 December 2013	Year ended 31 December 2012 adjusted
Exchange rate €/£	**1.284**	**1.199**	**1.225**
Net cash inflow from trading	498	459	459
Other operating cash flows and taxation	4	(6)	2
Net cash inflow from operating activities	**502**	**453**	**461**
Net cash outflow from investing activities	(77)	(49)	(183)
Net cash outflow from financing activities	(329)	(380)	(301)
Increase/(decrease) in cash in year	**96**	**24**	**(23)**

4. RISK FACTORS

In conducting its business, the Eurotunnel Group is exposed to different risks of an industrial, environmental, human, commercial, financial or other nature.

The Eurotunnel Group applies the provisions of the reference framework published by the French Financial Markets Authority (AMF) for internal control and risk management systems. Eurotunnel Group has an active risk management policy designed to protect and develop its assets and reputation and to safeguard the interests of shareholders, employees, customers, suppliers, its other stakeholders and the environment. The Group has a comprehensive system in place to identify and manage risks, which is described in chapter 16 of this Registration Document.

For the 2014 financial year, the Eurotunnel Group has carried out the annual review of risks that could have a significant negative impact on its operations, reputation, financial position or results. This risk review encompassed all the consolidated subsidiaries of the Group. Concerning the MyFerryLink maritime business, the Group's risks are those inherent to the shipping operations and the commercial activity. For the record, the ferries are operated exclusively by a worker cooperative which is external to the Group. The risk management mechanisms now apply across the entire scope of consolidation.

4.1. RISKS RELATED TO THE ENVIRONMENT IN WHICH THE EUROTUNNEL GROUP OPERATES

4.1.1 RISKS RELATED TO THE ECONOMIC AND POLITICAL CLIMATE

The Group's operations are directly influenced by the prevailing economic conditions in its main markets, particularly France and the United Kingdom. Changes in cross-Channel traffic and rail freight traffic are linked to the general economic context. While the Group's business has demonstrated its resilience during periods of economic and financial crisis and although the British economy did demonstrate growth in 2014, a deterioration or stagnation of economic conditions could have a direct impact on the volume of rail and maritime traffic in both the passenger and freight segments. Uncertainties about the general economic situation have had and are likely to continue to have a negative impact on the business performance and financial position of many companies, and this could have repercussions for the Group's customers and suppliers.

Various events could change the economic environment in which the Group operates and could, as a corollary, affect its business; in particular, a political decision taken by either one of the two nations to withdraw from the European Union could also, if acted upon, impact on the economy and on trade between Great Britain and continental Europe, and could thus have an effect on the Group's traffic volumes.

All these risks are measured and monitored at meetings of the corporate management committees to anticipate and prepare for changes in the economic environment, and to make any necessary strategic and tactical adjustments.

4.1.2 RISKS RELATED TO THE COMPETITIVE ENVIRONMENT

In its different activities, the Group faces strong competition from both international and national players in the private and public sectors. This competitive environment (presented in chapter 6 of this Registration Document) could intensify across all of the Group's areas of activity, particularly during a slump in the truck market and increased price sensitivity among customers at a time of economic instability.

With regard to the activities of the Fixed Link, the Eurotunnel Group faces competition from cross-Channel transport operators, whose pricing strategies and other competitive initiatives could have a negative impact on Shuttle Service volumes (particularly Truck Shuttle services) and passenger numbers on High-Speed Passenger Trains. As indicated in chapter 6 of this Registration Document, the Group's commercial and operational strategy could be affected by this context, in which service quality remains a crucial distinguishing factor. The Group adapts its marketing strategy to this competitive environment, particularly during its operational reviews.

Concerning the competitive environment of Europorte, developments in the market and in rail freight transport traffic and related activities are, due to recent changes, quite specific. As a result of a complex amalgamation of economic, logistical and industrial factors, among them, the reliability of the transport service, the quality and condition of train paths and the balanced prioritisation of freight and passenger transport, French rail freight traffic has undergone a significant downturn since 2000, with freight volume virtually halved, reaching its all-time low in 2010, followed by a somewhat modest recovery in 2011[1]. In 2014, competition between the operators remained strong and the long-standing operator continues to enjoy a prominent position in the market: in the space of 10 years, the French market has opened up as much as the German market has in 20 years of liberalisation. The situation is different in Great Britain where rail freight is developing and where it is anticipated that it will take an even greater share of the British freight transport market.

MyFerryLink faces strong competition from other operators in the Short Straits market. The pricing strategies and other competitive initiatives of those direct competitors are likely to have an even greater impact given that there is less differentiation between the services offered (compared with the Fixed Link service).

In response to this intensification of the competition, the Group rationalises its operations and processes in order to adapt its cost structure, offer new services to its customers and enhance its commercial offering.

4.1.3 MARKET RISKS

Rate risks

The Eurotunnel Group's debt at the closing rate on 31 December 2014 was €4,084 million. At 31 December 2014, the Group held floating rate notes with a nominal value of €156 million. The maturity of the Group's assets and debts is set out below:

€ MILLION	**Overnight to 1 year**	**1 year to 5 years**	**Over 5 years**
Financial assets	–	–	172
Financial liabilities	44	976	3,064
Net position	**44**	**976**	**2,892**

As part of the Group's treasury procedures described in section 16.9 of this Registration Document, its Finance Department continually monitors movements in inflation and interest rates, and its Treasury Risk Management Committee receives monthly reports containing forecast and actual rate changes.

Interest rate

As explained in note W of the consolidated financial statements in paragraph 20.3.1 of this Registration Document, the risk of adverse movements in interest rates during the life of the Term Loan is covered by the fact that (i) two tranches of the loan are at a fixed rate, (ii) the two inflation-linked tranches are at a fixed rate and (iii) the last two tranches are at a floating rate and are covered by a swap converting the floating rate into a fixed rate for the full life of the Term Loan.

Rate of inflation

As explained in note W of the consolidated financial statements in paragraph 20.3.1 of this Registration Document, the inflation risk affects both interest and principal repayments on the two inflation-linked tranches, of £750 million and €367 million respectively. By way of illustration, a percentage point variation in the inflation rate would have an annual impact of €16 million on the amount of the principal of tranches A_1 and A_2 and the associated financial charges.

Foreign exchange risks

Around half of the Eurotunnel Group's revenue is generated in sterling, while a larger proportion of expenditure (operating expense and investment) is in euros. Moreover, the Group's Term Loan is denominated in sterling for a notional amount of £1.467 billion, at 31 December 2014, and in euros for a total notional amount of €1.926 billion, at 31 December 2014. The Eurotunnel Group makes every effort to match more closely the currencies in which its revenues and expenses are denominated, and also uses currency hedging to manage its foreign exchange risk effectively. However, there is no guarantee that these measures will significantly reduce the risk borne by the Eurotunnel Group in the event of a fall in sterling against the euro, or ensure that the materialisation of this risk would not have a significant impact on the Eurotunnel Group's financial position and/or ability to service its debt.

(1) *Source: Collection of Studies and Documents, Department for Economics, Assessment and Integration of Sustainable Development (SEEIDD) of the Office of the Commissioner-General for Sustainable Development, Rail Freight: an analysis of factors affecting French and German traffic: July 2013.*

The Eurotunnel Group prepares its consolidated financial statements in euros. At 31 December 2014, its balance sheet exposure to trading currencies was as follows:

€ MILLION	**Assets**	**Liabilities**	**Foreign currency liabilities**	**Net position before hedging**	**Hedging instruments**	**Net position after hedging**
Euro	548	(2,969)	–	(2,421)	–	(2 421)
Sterling	567	(2,637)	–	(2,070)	–	(2 070)

The assets and liabilities in the above table do not include fixed assets or equity, which are carried at historical exchange rates.

Fluctuations in the sterling/euro exchange rate have an impact on the value in euros of revenue, costs, expenses and financial income, as well as on the Group's assets and liabilities. The following table summarises the exchange rate sensitivity of the Group's profits and equity at 31 December 2014 in relation to sterling exchange rate fluctuations:

€ MILLION	**2014**			
Exchange rate variation	**Actual rate**	**Published**	**+10%**	**– 10%**
Revenue	1.258	1,207	1,265	1,149
Operating margin (EBITDA)	1.258	498	530	465
Result before tax: profit	1.258	56	75	38
Total equity and shareholders' funds	1.284	1,758	1,556	1,943

In addition to the measures described above, the Group's Finance Department continually monitors movements in the sterling/euro exchange rate, while its Treasury Risk Management Committee receives monthly reports containing forecast and actual exchange rate fluctuations. A report on the work of the Treasury Risk Management Committee is submitted to GET SE's Audit Committee.

The Group's various business activities result in receivables and debt distributed among the different Group companies, sometimes in different currencies, particularly for GET SE and its subsidiaries. The Group arranges funding for its various business activities, but these intra-Group financing arrangements may generate currency imbalances which, as a result of exchange rate risk and depending on the direction of the funding flows, may automatically translate into losses in the consolidated financial statements.

Credit and counterparty risks

Customer credit risk

The Group's exposure to customer credit risk is limited to its customers in the United Kingdom and eurozone countries, with the exception of:

- the Railways, public institutions which accounted for 25% of the Group's revenue in 2014;
- the Group's Passenger Shuttle and MyFerryLink customers who pay for their tickets in advance, particularly via the internet; consequently the credit risk in relation to these customers is very limited.

The Group's maximum exposure to credit risk on trade receivables, as well as the ageing of those trade receivables and the provision for bad debts, is explained in detail in note P of the appendix to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

Credit risk is limited in view of the distribution of the portfolio and customer volumes. In fact, revenue from the Group's five largest customers, not including the Railways, only accounted for 6% of its total revenue in 2014.

The Group manages its customer credit risk through a policy requiring that every new customer undergo a credit check before being able to benefit from the Group's standard credit terms. The Group's credit risk exposure to account customers is managed by means of continuous monitoring of their financial situation and of their outstanding debt in relation to the credit limits and payment terms granted to them.

Suppliers

The Group's exposure to counterparty risk with its suppliers is managed by framework agreements that contain standard mechanisms based on third-party guarantees or prepayments and appropriate recovery procedures.

Short-term investments

The Group's maximum exposure to credit risk on short-term investments is set out in note W to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

The Group limits its exposure to credit risk by investing only in (i) term deposits and certificates of deposit with a maximum maturity of six months, and with counterparties with at least a P-1 short-term rating from Moody's, and (ii) funds and money market funds with a long-term rating of at least Aaa from Moody's or AAA from S&P.

The amounts invested by the Group in any one fund or money market fund should not exceed €120 million per fund or money market fund in euros or £100 million per fund or money market fund in sterling. Investments in term deposits or certificates of deposit with the same counterparty may not exceed €78 million or £65 million.

The Treasury Risk Management Committee monitors the Group's compliance with this investment policy.

Liquidity risk

A significant proportion of the Eurotunnel Group's operational cash flow is taken up by interest payments on the Term Loan and, since 2013, ongoing repayment of the principal, in instalments, until 2050. This expense could reduce the Group's capacity to finance its investments or possible external growth operations.

A breakdown of the Group's financial liabilities by contractual maturity is given in note W of the appendix to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

The terms and conditions of the Group's bank loans, particularly concerning defaults and early repayment, as well as the financial covenants that the Group must comply with in respect of debt servicing, are described in chapter 22 of this Registration Document and note U of the appendix to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

The contractual terms of the Group's hedging instruments (swaps) to cover its variable-rate loans are explained in note U of the appendix to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

The Group manages its liquidity risk exposure through centralised treasury management by its Finance Department, which continually monitors the Group's treasury position. The Group also prepares monthly short- and medium-term cash flow forecasts, which are presented to the Treasury Risk Management Committee composed of the Head of Financial Control, the Deputy Chief Executive Officer, and their main managers.

In this context, the Group acquired floating rate notes with a nominal value of €167 million in 2011 and 2012. These notes were issued by Channel Link Enterprises Finance (CLEF), the securitisation vehicle for the Group's debt. These notes have the same characteristics as the Group's tranche C debt, namely a maturity between 2041 and 2050 (see note P of the appendix to the consolidated financial statements in paragraph 20.3.1 of this Registration Document). This acquisition will in particular improve the Group's financial results.

As indicated in note W of the consolidated financial statements in paragraph 20.3.1 of this Registration Document, the company has carried out a specific review of its liquidity risk and considers that it is able to meet its future obligations.

As indicated in section 10.6 of this Registration Document, at 31 December 2014 the Group was in compliance with all its debt service cover ratios (financial covenants).

As indicated in section 10.1 of this Registration Document, GET SE received a Baa2 rating from Moody's in 2007, which is still valid at the date of this Registration Document.

Raw materials and energy risks

For the Fixed Link, the Eurotunnel Group uses electricity as its main source of energy, particularly for train traction. The supply of electricity represents a significant expense for the Eurotunnel Group (accounting for about 5% of overall operating expenditure in 2014) and a large general increase in the cost of raw materials and electricity could have negative repercussions on the Group's results.

In the light of the highly volatile energy market, the Group has introduced a risk management policy to hedge market price risk and volume risk.

Application of the French law on the New Organisation of Electricity Markets (NOME) helps reduce the Group's exposure to energy market volatility.

Volume purchases on the UK wholesale market are performed under annual contracts. Purchases are made in tranches to spread the risk, based on fundamental and technical market analysis.

To mitigate volume risk, the Group closely monitors its electricity use and regularly updates its forecasts.

The Group and its electricity suppliers negotiate the volume constraints in power supply contracts so as to reduce the Group's volume risk, by including the option of changing contractual volumes without penalty, or by adding a take-or-pay clause based on an annual rather than seasonal timeframe.

The Europorte entities favour the use of electrical power. When these subsidiaries use diesel locomotives, the cost price of traction may be affected by a change in the fuel price. Ways of mitigating this risk are being explored.

The maritime segment is exposed to risks related to the entry into force of the MARPOL marine pollution regulations mentioned in section 4.1.5 of this Registration Document, and their impact on the volatility of light fuel oil prices, which could have repercussions on the Group as a result of higher prices charged by SeaFrance SCOP on capacity buyback deals.

Risk on shares and other financial instruments

The Group's investments are governed by its treasury policy and are therefore limited to the list of financial instruments detailed in "Short-term investments" above and the floating rate notes mentioned in "Liquidity risk" above. The Group does not invest in equities, interest rate instruments or other derivatives.

4.1.4 RISKS RELATED TO RETIREMENT BENEFITS

In the United Kingdom, the Eurotunnel Group administers three defined benefit pension schemes:

- the main pension scheme, The Channel Tunnel Group Pension Fund, which changed in 2010 from a wholly defined benefit plan to a hybrid scheme (part defined benefit and part defined contribution);
- a pension fund for GBRf; and
- a defined benefit plan closed to new entrants (Senior Executive Pension Fund, open only to senior managers who joined prior to 2000).

An independent actuary values the schemes' assets and liabilities. The present value of the schemes' assets which are not due to be realised in the short term may undergo significant changes related to market developments.

Were the values of the schemes' assets and liabilities to reveal underfunding, the Eurotunnel Group could be asked to fund the shortfall within the framework of a plan extending over a period of up to 10 years.

Risks associated with the UK pension schemes are managed through a regular review process and meetings with the trustees, actuaries and other professional advisers.

4.1.5 RISKS RELATED TO THE REGULATORY AND POLITICAL ENVIRONMENT

Regulatory environment

The Eurotunnel Group operates in a highly regulated environment, which results in a high degree of dependency on decisions and measures over which the Group has very little or no influence. These regulations are subject to change and interpretation by administrative authorities and courts, and could be considerably tightened by national or European authorities, which would adversely affect the Group's business activities and financial results. Compliance with the rules, in their current form and as amended in the future, could result in increased operating and investment costs. The competent authorities could also adopt other stricter rules or rules in new areas that are not currently considered, with similar effect.

Fixed Link

This regulatory framework includes the European rail directives, particularly Directive 2001/14/EC which concerns both the division of rail infrastructure capacity and the pricing of rail infrastructure, and specifies certain operating rules applicable to rail infrastructure managers. This regulatory framework is constantly changing. The provisions of the recast Directive on the First Railway Package (2012/34/UE) need to be transposed by the Channel Tunnel authorities with an economic regulation enacted, henceforth, by two separate national authorities (*l'Autorité de regulation des activités ferroviaires* on the French side and the Office of Rail Regulation on the British side) which could potentially lead to dissonance. The interpretation of the Directive by these two separate national authorities may have an impact on the pricing of rail infrastructure and, consequently, on Fixed Link revenues. The draft Fourth Railway Package could affect the operation and financial position of Concessionaires as a result of the proposed separation of the activities of infrastructure manager and rail company. These measures could impose restrictions on the Eurotunnel Group's business activities and affect its revenue. These directives can also be subject to change and interpretation by administrative authorities and courts, and the associated regulations could even be significantly tightened by national or European authorities.

Operation of the Tunnel is subject to highly detailed regulations drawn up by the IGC and the Safety Authority. The Concession Agreement described in section 22 of this Registration Document may be terminated by the States in the event of force majeure, particularly in the event of war or a serious breach by the Concessionaires of their obligations under the Concession Agreement. Furthermore, if the Eurotunnel Group should be in breach of its obligations under the Concession Agreement, the IGC could impose significant daily penalties. The IGC has the power to make decisions (particularly in relation to the distance between trains using the Tunnel) that could lead to a reduction in Tunnel capacity. The regulatory authorities could also adopt new measures relating to safety or other matters, particularly concerning infrastructure access conditions or, more specifically, the development of more rigorous border controls. In accordance with the UK government's Immigration Act 2014, the Eurotunnel Group must control passports of passengers who leave the United Kingdom via its Folkestone terminal with effect from 8 April 2015. The Eurotunnel Group is working with the UK Government to minimise the impact of these new controls on the traffic flows on the Folkestone terminal. This could force the Eurotunnel Group to incur significant additional expenditure, or could impose restrictions on its business activities and impact its revenue.

The Public Affairs Department is responsible for ensuring compliance with the rights and obligations arising from the Concession, by both the States and the Concessionaires, and for monitoring relations with the IGC. The Eurotunnel Group has no control over the IGC, which represents the two governments, particularly the French *Ministère des Transports* and the British Department of Transport. Moreover, the Eurotunnel Group has no control over the French regulatory authority for rail business or over the corresponding British regulatory authority, which are responsible for economic regulation of the Fixed Link. That being the case, the obligations assumed under the Concession Agreement require the States to conduct themselves in a specific manner in the performance of their duties. The Concession Agreement grants the Concessionaires the option of requesting, before the arbitration tribunal, in accordance with the terms of the Treaty of Canterbury, compensation for breaches of contract by the States.

Europorte

In France, the costs of access to the national rail network are high. Their increase and/or a reduction of government funding could contribute to a worsening of Europorte's financial results. A termination of funding would give rise to a marked increase in the operating costs of rail operators, including EPF, which would be likely to significantly disrupt the market and the pricing policy, and to threaten the competitiveness of rail freight in the long term. In the area of transport, the public authorities are recommending the promotion and development of alternative modes of transport. Encouraging a modal shift from road to rail is one of the main levers of this policy. Yet, France's secondary rail network, which was historically very dense, has been neglected and, following a lack of maintenance and use, is gradually being dismantled. However, this network is essential to the survival of rail freight, since it allows a large part of freight flows to be channelled into the main network. Without political will on the part of the actors responsible for developing transport infrastructure and the implications of that lack of political will for the modal shift strategy, the progressive deterioration or eventual disappearance of the feeder networks could have a major impact on the revenue of EPF, which obtains a third of its business from the transportation of grain. The railway reform act of 4 August 2014 may compromise the independence of management of the French rail network and the impartiality of train paths.

In Great Britain, policies concerning financial assistance and subsidies have an impact on traffic, particularly in the fields of biomass and intermodal transport.

Europorte France, Europorte Channel and GBRf operate under rail freight operators' licences. These activities may only commence on the infrastructure after approval of the safety documentation and issuance of a safety certificate by the competent authority. Furthermore, in order to obtain authorisation to transport certain hazardous materials on a given infrastructure, a safety plan is submitted and validated by the manager of the infrastructure in question.

The plan to harmonise the conditions of employment of railway workers (both freight and passenger) is one of the objectives of the draft railway reform. It is anticipated that a "foundation" decree will set the common rules regarding organisation and working time, guaranteeing the "requirements of safety and continuity of public services", and that the decree will be supplemented by a sector-wide collective agreement, the drafting of which has been entrusted to a joint committee composed of the French Public and Rail Transport Union and seven trade union organisations. The establishment of a harmonised social framework for the whole rail sector could affect the social equilibrium of the company and adversely affect the competitiveness of Europorte.

MyFerryLink

Concerning the maritime sector, to be compliant with MARPOL regulation 73/78 "Regulations for the Prevention of Air Pollution by Ships" to be enacted in 2015, the Eurotunnel Group, as a ship owner, has chosen to use light fuel oil so that its ships will have International Air Pollution Prevention certification, in compliance with the MARPOL regulations. This decision exposes the company to the risk of price volatility affecting this type of fuel, which may be in greater demand.

Businesses within the Group are subject to different laws and regulations. An amendment or tightening of those regulations could result in additional investment or operating costs for the Group in order to bring itself into line with those regulatory developments. Changes in regulations or case law concerning the application of tax rules could also have an impact on the Group's results. Moreover, other measures, not directly related to the regulation of the Eurotunnel Group's business activities, could still affect them. By way of example, increased measures to enforce regulations relating to immigration, customs and excise duties could cause delays or affect customer satisfaction levels.

4.1.6 RISKS RELATED TO EXTREME WEATHER EVENTS

The Shuttle Service, unlike the ferries, is unaffected by sea conditions and is not dependent on the weather. However, the occurrence of events related to extreme weather conditions, such as major storms or heavy snowfall, can make road networks impassable, thus preventing customers from accessing the Fixed Link. Such events could also disrupt the functioning of the Fixed Link infrastructure, reducing its operating capacity or even leading to its temporary closure. Extreme weather events can also have an impact on the rail companies using the Fixed Link and on essential service providers or supply networks that are indispensable for the operation of the Fixed Link (electricity, water, roads, fuel, etc.). Finally, they can also affect rail freight transport activities or the financial situation of their customers, and could prevent the MyFerryLink ships from making sea crossings.

Thus, extreme weather events can affect the Group's business and impact its revenue.

For the Concession, the Eurotunnel Group has on-site weather stations to forecast these events. Moreover, operational continuity plans ensure the continuity of operations in degraded mode for a given period. In such cases, the Group also has management plans for road traffic in the vicinity of the terminals.

4.1.7 RISKS LINKED TO TERRORIST THREATS AND ATTACKS

Like other infrastructure operators, the Eurotunnel Group constantly faces the risk of a terrorist threat or attack on its installations, particularly the Fixed Link, or on neighbouring infrastructure required for circulation of the trains or Shuttles. This risk is all the greater in view of the general security threat now faced as a result of attempted terrorist attacks. The Eurotunnel Group carries out certain activities on behalf of the States and, consequently must implement security and public health measures along with specific measures for the application of national programmes (such as the Vigipirate security alert system) in accordance with the Concession Agreement. The Eurotunnel Group adapts its operational practices to meet these requirements and to deliver the required quality of service. It is not possible to rule out a change in these requirements that would make it necessary for the Group to adapt its business and commercial practices, leading to an increase in operating costs or deterioration in service quality. That could have an adverse effect on the Group's image, competitive advantages, activity, financial position and results. Irrespective of the insurance cover in place (see section 4.3 below) and government responsibilities, if this risk were to materialise, it could have a significant adverse impact on the business, revenue and image of the Eurotunnel Group. In addition, safety and security measures could be tightened, which could increase inconvenience caused to passengers, reduce capacity and substantially increase the Group's safety and security-related expenditure. Risk management procedures related to the risk of terrorism are described in section 17.2.4 of this Registration Document.

4.1.8 RISKS RELATED TO HEALTH EPIDEMICS

In the European and global health context, the outbreak of an epidemic or the fear of an epidemic are likely to have a negative impact on traffic, leading to a fall in revenue and/or an increase in costs linked to public health measures.

For the implementation of its operational continuity plans, particularly with regard to operation of the Concession, the Eurotunnel Group has a crisis management unit which decides on any operational adjustments that may be required, working closely and continuously with the competent authorities.

4.1.9 RISK OF HARM TO IMAGE AND/OR REPUTATION

The Group may be exposed to reputational risks, particularly when the Group's values or operational excellence are questioned, or when its legitimacy as an infrastructure manager or transport operator is challenged.

Through its organisation and procedures, the Eurotunnel Group makes every effort to prevent the occurrence of operational risks and disparaging attacks that could harm its image and/or reputation.

Furthermore, in relation to its development, the Group could face opposition from local communities or organisations to the installation or operation of certain types of equipment or the setting up of new activities. Deterioration in these conditions could result in permits and licences being refused or delayed, and have a negative impact on the Group's business. Therefore, the Eurotunnel Group engages in broad consultation upstream of its projects, builds partnerships with civil society and ensures that its activities generate economic benefits consistent with the expectations of the communities.

4.2. RISKS RELATED TO CONDUCTING THE BUSINESS OF THE EUROTUNNEL GROUP

4.2.1 RISKS RELATED TO EXTERNAL GROWTH, DEVELOPMENT AND INVESTMENT IN THE GROUP'S BUSINESS

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As part of its development strategy, the Eurotunnel Group has pursued in the past, and may pursue in the future, external growth through acquisitions. Such transactions involve a certain number of risks related to their implementation, the integration of the newly acquired activities and personnel, failure to generate expected synergies, maintaining uniform controls, procedures and policies, the appearance of unexpected costs or liabilities and applicable regulations. These risks could have a significant negative effect on the Group's business, financial position or results, or on its ability to achieve its objectives.

In order to maintain its quality of service, the Eurotunnel Group is planning large-scale maintenance and replacement of part of its rolling stock (three new Truck Shuttles have already been ordered in January 2015). Given the time required to maintain, build and commission these complex elements, the capital expenditure must be planned several years in advance. The length of the investment cycle carries risks for the expected return on past investments. The uncertainties linked to this type of long-term investment could cause significant budget overruns.

At the end of 2014, the Group announced its decision to seek a buyer for MyFerryLink and its three ferries. Divestiture transactions may not be completed in the anticipated timeframe, they may not achieve the desired disposal value, they may result in additional costs, or they may be unsuccessful.

4.2.2 OPERATIONAL RISKS

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Operational risks inherent in rail transport and infrastructure operation

- The Eurotunnel Group has more than 20 years of experience in maintaining its rolling stock, equipment and infrastructure. It has a standard maintenance programme, a long-term large-scale maintenance programme, as well as a rolling stock and equipment replacement plan, as indicated in section 6.2.4 of this Registration Document. However, given the specific nature of the rolling stock, equipment and infrastructure used for the Fixed Link, the particular conditions and intensity of their use and technological advances, these programmes and plans may prove insufficient or unsuitable, particularly in the event of premature obsolescence or an increase in technical faults. This would lead to unforeseen costs or partial or temporary service interruptions, which could affect Eurotunnel Group's business, financial position and results. The Eurotunnel Group has implemented standardisation and reconditioning programmes designed to reduce future maintenance needs and improve the availability of its rolling stock. The impact of the new industrial solutions introduced to improve operating performance may be hard to master or grasp and could lead to temporary disruptions to services.
- During the repair or maintenance of its systems, technical incidents/accidents may jeopardise the safety of Eurotunnel Group employees and subcontractors. The Eurotunnel Group is committed to implementing all safety plans necessary to ensure the wellbeing of all persons working on its sites.

- Risks related to safety and fire in the Tunnel are covered by the design of the System itself and by a series of principles, procedures and controls that have been validated by the IGC. With regard to past incidents, the occurrence of another major fire would result in a substantial increase in the insurance premium. The introduction and effective operation of the SAFE stations reduces the impact of this historical risk, but cannot reduce the possibility of recurrence. The Group regularly monitors innovations in fire detection and prevention systems. The Group also takes into account the fact that these risks could come from external entities using the Group's facilities and, therefore, as part of its policy to improve safety and service quality, it has two additional independent rescue locomotives.
- Concerning risks related to security, the Eurotunnel Group continues to implement intrusion prevention measures and continues to encourage the detection of concealed passengers on trucks transported. The flow of illegal migrants increased sharply in 2014. A continuing trend of increasing numbers of illegal migrants could require the investment of additional resources or result in poorer service quality which would consequently have an impact on the results of this activity.
- The current state of the rolling stock market requires Europorte in France to place orders to buy and/or lease long before they are produced and brought into service, creating the risk that the market offering may be inappropriate to Europorte's needs. When the time comes, this could affect Europorte's ability to fulfil its commitments in a timely manner. On the British side, rolling stock that meets European and national regulations seems to be increasingly difficult to obtain and this could hold back GBRf's development.

Lack of control by the Group over the activities of the Railways and Railway Companies
Network business, being the Group's principal customer, could have a significant impact on the Group's financial situation. The Tunnel is used by High Speed Passenger Train operators and Train Operators' Rail Freight Services, whose results could be affected by external events and circumstances beyond the control of the Eurotunnel Group. The Eurotunnel Group does not operate these services and cannot exert direct influence on the commercial operation of High Speed Passenger Train services or the Train Operators' Rail Freight Services. The performance, service level, capacities and prices offered by these operators to their customers, along with other factors that may be beyond the operators' control, influence the use of their services; in turn, these factors affect the revenue that the Eurotunnel Group receives from the Railways and Railway Companies. The Train Operators' Rail Freight Services face organisational problems relating to coordination of national operators, regulatory or labour constraints specific to the rail sector, technical constraints of the rail network lines used and the priority of freight versus passenger traffic on infrastructures within the European Union. These barriers to development could make it hard to achieve significant growth in the volumes transported by the Train Operators' Rail Freight Services, and could even lead to a substantial decline in traffic. A significant portion of the Eurotunnel Group's revenue therefore depends on the successful operation of these services by entities over which it has no control.

The railway facilities used by the High Speed Passenger Train services and rail freight trains are outside the Eurotunnel Group's Concession and could be subject to disruption from various sources. This could result in the stoppage or reduction of this traffic. Such events could have a negative impact on the Group's revenue derived from the usage of its Railway Network.

4.2.3 RISKS RELATED TO HUMAN RESOURCES

Skills
The Group's business encompasses a wide range of occupations, calling on a variety of skills. In the context of an inverted age pyramid for the Fixed Link, the replacement of some staff and potential retraining plans are areas managed by the Group's Human Resources Department. The Eurotunnel Group has therefore increased its forward planning in terms of skills management and the transfer of know-how.

Calling for a broad spectrum of requirements, particularly in terms of safety, technical expertise and psychological aptitude, occupations in the rail industry require lengthy training. Staff shortages and the difficulty of replacement within existing teams, including the management team, connected with stiff competition among the various operators, could affect certain developments. In order to anticipate the risk of the loss of key skills or the growing scarcity of workers for certain jobs, the Group is pursuing a human resources policy that is highly oriented towards forward-looking job management adapted to different contexts and on the encouragement of employability through the development of training, as indicated in chapter 17 below. Faced with the absence of government training programmes leading to qualifications in the rail sector, the Group has set up an organisation dedicated to rail industry training courses. In addition, in order to retain its key employees and motivate their performance, the Group has introduced long-term incentives and a bonus share scheme for all Group employees.

Labour relations
In the current economic downturn, the risk of deteriorating labour relations and staff disputes cannot be ruled out. Strikes, walkouts, industrial action or other forms of unrest could disrupt the activities of the Eurotunnel Group. Such events could occur not only within the Eurotunnel Group, but could also affect its customers, subcontractors or suppliers. Developments within the Group could mean that consultation and negotiation no longer effectively regulate relations between management and staff. In the event of a breakdown in the

negotiation process, those relations could deteriorate, leading to loss of motivation and trust among employees, and affecting the Group's external and internal image.

The Group has already implemented restructuring and reorganisation in the past. Further measures cannot be completely ruled out in the future. Reorganisation could affect the Group's relations with its employees, giving rise to labour disputes and specifically stoppages, strikes and other forms of disruption that could have a negative effect on the Group's business and results.

Labour-related risk management procedures are described in section 17.2 of this Registration Document.

Quality of working life
One of the Group's ambitions is to create the right conditions for employee engagement motivation and to prevent work-related stress. To help its managers cope with the growing complexity of their work, the Group has invested in the promotion of managerial practices that place an emphasis on staff development. The Group has implemented initiatives in the most appropriate areas of the organisation: listening to employees (telephone helpline, psychological support unit, etc.), strategic workforce planning, career ladder information, development of skills, optimisation of internal mobility and the annual deployment of a Personnel Management Cycle whose main objective is to identify, recognise and promote the Group's best talent, and also to spot potential talent that could develop towards certain roles of responsibility or prominent positions within the organisation. Details of the Group's strategy and its results are regularly shared through internal communication, which fosters cohesion.

4.2.4 RISKS RELATED TO DEFAULTING SUPPLIERS OR SUBCONTRACTORS

The Eurotunnel Group relies on subcontractors for parts of its business, particularly relating to security, cleaning (primarily industrial) and vehicle chocking. It is possible that some of these subcontractors might fail to fulfil their obligations, which could affect the Eurotunnel Group's results or financial position. Subcontractor default risk is managed through the Purchasing Department's careful supplier selection procedure, as well as through the monitoring of suppliers' financial positions and close contract management.

The rolling stock and some of the Fixed Link installations have been supplied in very small volumes by a very limited number of suppliers to meet highly specific operating requirements. The Eurotunnel Group believes that if its original suppliers were unable to supply replacement parts or whole Shuttles for any reason, or were unwilling to do so on acceptable terms, it would be able to obtain the necessary equipment from other manufacturers. However, the price or timeframe for such replacements could have an adverse impact on the Eurotunnel Group's financial position and prospects. For Europorte, the need to lease new locomotives in coming years brings an increased risk of reliance on key suppliers. Equipment and materials risk is managed through the purchase of reserve stocks, the dynamic (annual or six-monthly) review of suppliers, and research into alternative materials and technologies.

The allocation by the SNCF Network of poor quality train paths or the unavailability of train paths could harm Europorte's image and affect its business. On 22 January 2013, Europorte signed a framework agreement with Réseau Ferré de France on the infrastructure capacity required for the rail company to operate, in addition to a new agreement on train path quality. For the service timetable covered by the deal, the SNCF Network agreed to confirm or withdraw freight paths at least two months before the service is scheduled to run.

The ferries owned by the Group are operated exclusively by a worker cooperative which is external to the Group and could default.

4.2.5 ENVIRONMENTAL RISKS

The Concessionaires are subject to French, English and European environmental regulations, as well as local regulations that require them to either obtain authorisation for the disposal of certain waste materials or contract an accredited company to remove and dispose of the waste. Any breach of the environmental regulations would result in them being fined for causing pollution. The regulations also stipulate that the authorities may force the closure of any facility that does not comply with decisions requiring certain environmentally harmful activities to cease or be modified.

The Eurotunnel Group has an environmental protection and sustainable development policy which is described in chapter 17 of this Registration Document. However, there is no guarantee that United Kingdom, French, European, national or local authorities will not impose new regulations leading to additional expenditure which could have an adverse impact on the results or financial position of the Eurotunnel Group. Due to the nature of its activities and its potential new projects or developments, the Eurotunnel Group, while being attentive to compliance with the applicable environmental regulations, could experience delays in these developments because of possible constraints or claims.

These risks are managed through an environmental analysis, which identifies the various risks and assesses their potential impact. The resources required to minimise this impact can then be identified. The regulations outline the risks associated with some activities carried out at the terminals, and specify requirements for reducing and monitoring their impact.

In the United Kingdom, the Concessionaires, as managers of an infrastructure of major importance to the British economy, were required by the Department for Environment, Food and Rural Affairs (DEFRA), under the 2008 Climate Change Act, to carry out a study of the ability of its infrastructure to withstand the foreseeable effects of climate change.

4.2.6 SOCIAL ACCEPTABILITY

The industrial sites and areas in which Europorte operates, and the products transported, present a risk in terms of the environment and industrial safety

The main customers of Socorail, the Europorte subsidiary specialising in the provision of industrial logistical services, include actors from the chemical and oil industries subject to the SEVESO classification. These industries are subject to very strict safety regulations, therefore extremely stringent safety criteria are imposed on subcontractors. Although Socorail has, for several years, been engaged in a voluntary process of ISO 9001: 2008 quality certification and MASE (business safety improvement manual) safety certification, the danger, toxicity or flammability of some raw materials could cause risks, particularly risks of accidents, fires, explosions and damage to the environment and wildlife, and could harm the environmental image of Europorte and the Group. The same applies when Europorte's rail freight subsidiaries transport various hazardous, toxic or flammable products. Furthermore, the business of rail freight haulage may present environmental risks in the event of a rail accident, due to the materials transported or the zones crossed. The industrial safety and environmental risk prevention policy is described in section 17.4.2 of this Registration Document.

4.2.7 LEGAL RISKS

Risks related to specific terms of the Concession Agreement

The Concession Agreement under which the Eurotunnel Group operates may only be modified through amendments negotiated with the States. These negotiations could be long and complex. Were economic, financial or technical developments affecting the Eurotunnel Group to make rapid changes necessary, the specific terms of the Concession Agreement could limit the Eurotunnel Group's ability to adapt or to adjust its business to those developments, which could affect its results and financial position.

Risks related to competition regulation

The Eurotunnel Group's market, pricing practices and behaviour are governed by competition law, the application of which is supervised by the French and British competition authorities and the European Commission. This could give rise to the introduction of new regulatory measures concerning prices, penalties, third-party proceedings for damages and restrictions on the Group's business activities. These or other measures could have a significant negative impact on the Eurotunnel Group's financial position, particularly in the case of divergent interpretations of a given operation by the French authority and the British authority. As indicated in section 20.8 of this Registration Document, the French competition authorities did not come to the same conclusion as the British competition authorities concerning the purchase of certain ex-SeaFrance assets. The Group's management of legal risks is carefully monitored by several departments and, in particular, by the Group's Legal Department through a monitoring procedure and meetings with the relevant operational departments.

Risks related to failure to meet contractual obligations

Like any business, the Eurotunnel Group is, by definition, exposed to risks related to failure to meet its contractual obligations to its customers, suppliers, employees and financial partners.

Customers

The Concessionaires' obligations to the Railways under the Railway Usage Contract which ends in 2052, or to Railway Companies under the Network Statement, and the consequences of failing to meet those obligations are detailed in chapter 22 of this Registration Document. The Group did not see any significant reduction in the Railways' contributions to its fixed annual charges in 2014 as a result of unavailability of the Fixed Link. It cannot be ruled out that the Railways may wish, before the end of the Railway Usage Contract, to renegotiate it or dispute certain of its provisions.

As part of its transport activity, the Eurotunnel Group transports passengers and trucks on board its Shuttles. The Eurotunnel Group's commitments are governed by its general conditions of carriage.

Within its rail freight transport and industrial-site management business, Europorte, to secure its activity and reduce the risk of dependency on a few key customers, has identified possibilities for diversification and growth. Europorte's commercial policy seeks to mitigate risks of dependency on a few customers or sectors of activity by diversifying the customer portfolio and developing growth opportunities in the infrastructure management market.

Suppliers

The Group's purchasing procedures and general purchasing conditions set forth the terms of payment for supplier invoices. The conditions applied by the Group in France are compliant with the obligations defined in the French Economic Modernisation Act of 4 August 2008. The Group has established systems and procedures for processing supplier invoices to make sure that they are paid in accordance with the contractual terms and conditions.

The following table shows the payment schedule of the Group's accounts payable at 31 December 2014:

IN MILLIONS	**Total**	**Not yet due**	**0-30 days**	**31-90 days**	**Over 90 days**
France (€)	27.7	19.5	7.5	0.5	0.2
United Kingdom (£)	8.1	4.4	3.3	0.3	0.2

The following table shows the payment schedule of the Group's accounts payable at 31 December 2013:

IN MILLIONS	**Total**	**Not yet due**	**0-30 days**	**31-90 days**	**Over 90 days**
France (€)	28.6	21.7	5.7	0.4	0.8
United Kingdom (£)	9.4	6.1	2.6	0.4	0.3

Financial partners

The obligations related to the Group's Term Loan are described in chapter 22 of this Registration Document. These obligations, combined with the level of the Eurotunnel Group's debt, could affect its ability to obtain additional financing in the future and limit its ability to react to changes that affect its business or the markets in which it operates. The loans and other financing could become subject to early repayment in full should the Group fail to meet certain of its contractual obligations, or in the event of occurrence of the events or defaults mentioned in chapter 22 and note U to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

As part of the procedures for the management of these risks, the Finance Department continually monitors the Group's commitments and restrictions within the framework of the Treasury Risk Management Committee.

Significant legal proceedings

The Eurotunnel Group is now, and could be in the future, involved in certain administrative or judicial proceedings. The most significant current or potential proceedings are described in section 20.8 of this Registration Document.

More generally, it cannot be ruled out that, in the future, new legal proceedings, whether related to ongoing proceedings or not, could be brought against any of the Eurotunnel Group's entities; were such proceedings to have an unfavourable outcome, they could have an adverse impact on the business, financial position or results of the Eurotunnel Group.

The main shareholder of GET SE holds a significant percentage of the capital and voting rights

GS Infrastructure Partners (GSIP) holds, through various funds, a significant ownership interest in the capital of GET SE, as indicated in chapter 18 of this Registration Document.

Consequently, it could be in a position to exert influence at the general meeting on the Group's corporate decisions requiring shareholder approval (the election and dismissal of members of the board of directors, the distribution of dividends, changes to the articles of association and decisions to undertake important operations for the Group, including new issues of equity securities). However, the organisation of corporate governance within the Group (number of independent board members, board committees) as described in chapter 16 of this Registration Document is another way to moderate this risk.

4.2.8 RISKS RELATED TO INFORMATION SYSTEMS

With the arrival of new technologies, the information system is extending beyond the Group with the outsourcing of certain IT systems (cloud computing) and new uses by employees (Bring Your Own Device). Attacks via the internet are increasingly complex and numerous. At the same time, the Group's activities and processes are becoming increasingly dependent on information systems. Information system failures could result in losses or leaks of data, delays or additional costs, posing a risk to the Group's strategy or image.

These risks are addressed through functional, technical and legal security measures: securing smartphones, automatic detection of security vulnerabilities on Group servers, annual intrusion tests, and so on. System redundancy, contingency plans and recovery plans are in place for strategic systems. Moreover, the Concessionaires that generate a large part of their revenue online and are considered to be a critical infrastructure operator are subject to particular audit and control obligations in terms of information system security.

4.3. INSURANCE

The Eurotunnel Group's insurance programmes consist primarily of policies covering material damage and business interruption (including terrorism) and third-party liability.

For the Fixed Link, the material damage and business interruption policy (including terrorism) is composed of two layers of €400 million and €300 million respectively, providing total cover of €700 million. The first layer was renegotiated and renewed on 1 January 2015 for a period of three years ending on 31 December 2017. The second layer was renewed on 1 January 2015 for a period of one year ending on 31 December 2015. Premiums are paid annually.

The Eurotunnel Group's third-party liability policy (excluding specific programmes) was renewed on 1 January 2014 for two years, ending 31 December 2015.

The dedicated insurance programme for EPF, EPP and Socorail which was already in place, has been renewed for the period 1 December 2014 to 30 November 2015. It includes cover for material damage and business interruption, third-party liability and environmental damage.

In certain circumstances, payments by insurance companies under existing insurance guarantees may not be sufficient to cover all of the loss suffered. Losses in excess of the agreed indemnity limits or the application of deductibles or certain exclusion clauses could result in the Eurotunnel Group incurring unforeseen costs or could affect its business, financial position or results.

In addition, changes to the insurance market and the occurrence of operational incidents could lead to an adverse change in the Eurotunnel Group's insurance programme and the terms and conditions of such insurance, such as the level of premiums, the level of insurance deductibles and the scope of any exclusions which could have an adverse impact on the Eurotunnel Group's business, financial position or results.

As part of these risks management procedures, the Group constantly monitors the adequacy of coverage and actions to be undertaken.

5. INFORMATION ABOUT GET SE

5.1. HISTORY AND DEVELOPMENT OF GET SE

5.1.1 COMPANY NAME

Groupe Eurotunnel SE.

Since 26 December 2014, the effective date of the conversion of the company into a European company, the company name has been amended as follows: Groupe Eurotunnel SE.

5.1.2 REGISTRATION PLACE AND NUMBER

GET SE is registered at the Paris Trade and Companies Registry under registration number 483 385 142.

Its SIRET number is 48338514200052. Its NAF code is 6420Z.

5.1.3 DATE OF INCORPORATION AND DURATION

GET SE was incorporated on 6 July 2005 and was registered on 3 August 2005 for a fixed period of 99 years from the date of its registration in the Trade and Companies Registry, save for early winding-up or extension, i.e. until 3 August 2104.

5.1.4 REGISTERED OFFICE, LEGAL FORM AND APPLICABLE LAW

The registered office of GET SE is located at 3 rue La Boétie, 75008 Paris.

Telephone: +33 (0)1 40 98 04 60

GET SE is a European company with a board of directors. GET SE is governed by the relevant provisions of French and EC laws and regulations in force.

5.1.5 IMPORTANT EVENTS IN THE DEVELOPMENT OF THE BUSINESS OF GET SE

Maritime activity: procedure before the UK Competition and Markets Authority
SeaFrance was liquidated on 9 January 2012. In July 2012, Eurotunnel purchased three ferries as part of the asset disposal procedure conducted by the French Tribunal de Commerce, and sub-contracted the operation of the ferries to an independent company, SCOP SeaFrance. The ferries are owned by three subsidiaries of Euro-TransManche Holding SAS, and the commercial activity is carried out by another subsidiary of Euro-TransManche Holding SAS, MyFerryLink SAS.

On 9 January 2015, the Competition Appeal Tribunal rejected the appeal made by the Eurotunnel Group and SCOP SeaFrance and confirmed the decision of the Competition and Markets Authority that the Eurotunnel Group must cease operating these ferries out of the port of Dover within the next six months. The decision of the Competition and Markets Authority was based on the assumption that the Eurotunnel Group had acquired SeaFrance’s business, an interpretation that the Group has always contested.

The Eurotunnel Group decided not to appeal this decision and announced that it intends to seek a buyer for MyFerryLink and the three ferries. Due to the condition imposed by the Tribunal de Commerce at the time of their purchase in 2012 prohibiting the sale of the ferries within a period of five years, any such sale before 2017 would need to be authorised by the Tribunal.

These decisions, which were taken after the end of the 2014 financial year, do not impact the consolidated financial statements at 31 December 2014. Financial information relating to the MyFerryLink segment is presented in note D to the consolidated financial statements as set out in paragraph 20.3.1 of this Registration Document.

On 6 February 2015, SCOP was granted permission by the UK Court of Appeal to appeal the decision of the Competition Appeal Tribunal.

5.1.6 RECENT EVENTS

No significant event has occurred since the end of the 2014 financial year.

The SCOP hearings with the UK Court of Appeal relating to MyFerryLink took place on 11 and 12 March 2015. The date on which the decision will be issued is as yet unknown.

5.2. INVESTMENTS

5.2.1 SIGNIFICANT INVESTMENTS MADE BY THE EUROTUNNEL GROUP DURING THE LAST THREE YEARS AND SIGNIFICANT CURRENT INVESTMENTS

The total amount of the Eurotunnel Group's investments in the last three years is respectively €182,139,000 for the 2012 financial year, €74,382,000 for the 2013 financial year and €140,630,000 for the 2014 financial year.

Over the last three financial years, the Eurotunnel Group's main investments in the Fixed Link were:
- The installation of the GSM-R (approximately €28 million).
- The programme to renovate and increase the engine power of 18 locomotives from 5.6 to 7 MW, at a cost of around €22 million, which gave the Eurotunnel Group a 44-strong fleet of 7 MW locomotives at the end of 2013 in order to better able to handle the heavier loads that result from the lengthening of Truck Shuttles to 32 carriers and increased truck weights.
- The replacement of rails in the Tunnel (approximately €14 million).
- The entry into service of the GSM-P in the North tunnel which is an important element in improving the offer to customers by enabling them to use mobile communications services from French or British telecoms operators whilst in the Tunnel on Shuttles and passenger trains (approximately €12 million).
- The Terminal 2015 project, an ambitious programme to develop truck traffic which aims to increase capacity by improving the management of the flow of trucks by the addition of a buffer storage area to enable a quick transit, as well as an increased access at check-in. In Folkestone, the Terminal 2015 project includes the creation of new lanes before check-in and new check-in booths. The capacity to accommodate trucks will increase with the construction of a secured parking area for 350 vehicles at Coquelles (approximately €9 million).
- The decocooning of the ninth Passenger Shuttle and comprehensive periodic maintenance by rake (approximately €9 million).
- The floor renovations on the Arbel and Breda Truck Shuttles (approximately €8 million).
- Catenary power cut-off at platforms and installation of compressors under Passenger Shuttle double-deck loaders (approximately €4 million).

Over the last three financial years, the Eurotunnel Group's main investments in the Europorte segment totalled approximately €173 million, and consisted mainly of the purchase of rolling stock as part of the ongoing rationalisation of the locomotive fleet, notably locomotives for Europorte France and GBRf. To accompany its growth in activity, GBRf acquired 21 new Class 66 locomotives in 2014, of which 11 were subject to a sale and lease back transaction.

As indicated in chapter 6 of this Registration Document, on 2 July 2012 the Eurotunnel Group acquired certain assets from the former shipping company SeaFrance which was in liquidation, consisting mainly of the vessels Berlioz, Rodin and Nord Pas-de-Calais. The total investment to acquire and rehabilitate these vessels was €82 million, of which €65 million was for the initial acquisition.

In 2011 and 2012, the Group acquired variable rate notes with a nominal value of €167 million for €150 million. These notes were issued by Channel Link Enterprises Finance (CLEF), the securitisation vehicle for the Group's debt, and are identical in their characteristics to tranche C of the Group's debt, including their maturity of between 2041 and 2050. This acquisition improves the Group's financial results. These transactions do not modify the existing contractual obligations relating to tranche C of the debt. As a result, these notes are accounted for in other financial assets and the related interest income is accounted for in other financial income as described in note P to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

5.2.2 SIGNIFICANT FUTURE INVESTMENTS

Investment projects planned for 2015 fall into three categories: those undertaken in response to outside constraints, those to replace existing equipment before it becomes obsolete and those to improve the Group's performance. Each project has a level of flexibility in terms of scope and phasing which may be adjusted as circumstances change.

In the current economic environment and given the risk of increased competition in the cross-Channel market, these investments are for the most part essential to sustaining the competitiveness and market shares of the Eurotunnel Group's activities.

The project to equip the Tunnel with GSM-R continues and requires a total investment estimated at €48 million, of which €10 million is in 2015. This project is to meet obligations under the European directive on interoperability of the European networks and will allow the circulation of trains run by new entrants, including Deutsche Bahn.

Two major projects which are required to meet environmental regulations and which form part of the Group's sustainable development are currently being studied for 2015:
- the replacement of chillers for Tunnel cooling plant and air conditioning systems using R22 gas, the handling of which is prohibited from 1 January 2015, and
- the replacement of the fire-extinguishing gas Halon 1301, a contributor to the depletion of the ozone layer, used in firefighting systems on-board locomotives, in the service tunnel and in buildings on the terminals.

Replacement projects in 2015 include the continued replacement of rails in the Tunnel, some track switches, the floors of some Truck Shuttles and couplings on the Passenger Shuttles, locomotives and on Truck Shuttle loader wagons in order to allow them to operate under optimum conditions of reliability, safety and security.

Intensive use and the natural life cycle of rolling stock lead to deterioration in some of the wagon equipment. To remedy this, several programmes to study modernisation and replacement have been launched, such as on the Passenger Shuttle loader wagons, on the fire doors and on the air conditioning units.

Other projects are designed to boost the business' performance, capacity or productivity, notably including the development plan for the Shuttle activities:
- The comprehensive redevelopment of the French and British terminals including equipping and developing the parking used by customers of the Truck Shuttle Service from the summer of 2015.
- The purchase and commissioning of three new Truck Shuttles from the autumn of 2016. Following a European tender process, this order, which represents an investment of approximately €40 million, was awarded to WBN Waggonbau Niesky GmbH. This order is for the construction of three new Truck Shuttles each measuring 800 metres long and comprising 32 transport wagons, three loading wagons and a carriage for the transportation of truck drivers. These new Truck Shuttles will benefit from the latest technological advances in order to ensure both energy savings and also robustness and reliability. Delivery is expected from the end of 2016 and in 2017.
- The redevelopment of the allocation areas and the construction of new buildings to welcome Flexi-Plus customers on the French and UK terminals.

The ElecLink project, in which GET SE holds a 49% share, has received authorisations as described in section 6.4.2 of this Registration Document. The investment required for this project will be financed by equity and debt raised by Eleclink in accordance with terms and conditions which have not yet been determined.

6. DESCRIPTION OF THE EUROTUNNEL GROUP'S ACTIVITIES

6.1. INTRODUCTION

GET SE, the Group's listed holding company, controls the two Channel Tunnel Concessionaires and Europorte SAS in relation to rail freight transport activities and Euro-TransManche Holding SAS in relation to ship rental and sale of crossings.

The two Concessionaires operate the Tunnel in accordance with the Treaty of Canterbury and the Concession Agreement. The Treaty of Canterbury, signed on 12 February 1986, authorised the construction and operation of the Fixed Link by private concessionaire companies and established the framework of the Concession Agreement, which was signed on 14 March 1986.

Under the terms of the Concession Agreement, the States granted the Concessionaires the right and obligation to design, finance, build and operate the Fixed Link between France and the United Kingdom for an initial period of 55 years. This term was extended by 10 years in 1994 and by a further 34 years in 1999. The Concession Agreement thus extended will expire in 2086. The main provisions of the Treaty of Canterbury and the Concession Agreement are described in chapter 22 of this Registration Document.

The Concessionaires operate the System, which links France and the United Kingdom and comprises three tunnels, each approximately 50 kilometres long, which run mostly under the Channel, along with the Folkesotne terminal in the United Kingdom and the Coquelles terminal in France, the fixed equipment and related installations. Two of the tunnels are single-track rail tunnels, which in normal service are used by trains travelling in one direction only. The third tunnel, which for most of its length runs between the two main rail tunnels, provides a safe means of emergency evacuation and access for Tunnel maintenance. There are also four crossing points between the rail tunnels, so that when maintenance work is being done on a section of one tunnel, trains can switch to the other.

The System is directly linked to the British and French motorway networks with the Folkestone and Coquelles terminals the departure and arrival points for vehicles using the Shuttle Services. Shopping and catering facilities are available to customers at each terminal. The System is also linked to the French and British railway networks, in particular to their high-speed lines. All rail traffic in the System is controlled from railway control centres at the French and British terminals.

The holding company Europorte SAS groups all the rail freight transport subsidiaries (Europorte segment) providing a wide range of integrated rail freight services, including national and international haulage, local services for secondary lines, and services to industry (individual junction management, infrastructure maintenance, and wagon loading and unloading).

The holding company Euro-TransManche Holding SAS groups all the maritime subsidiaries (MyFerryLink maritime segment) owning three vessels, which are operated commercially using a series of charter agreements under which SCOP SeaFrance is responsible for the equipment and nautical management of the vessels on the sea route between the ports of Calais in France and Dover in the United Kingdom, and which are marketed by the subsidiary MyFerryLink SAS.

In 2014 Eurotunnel Group earned its revenue from three main sources:
- the Fixed Link activities, mainly:
  - the Shuttle Service (Le Shuttle) for both the transport of trucks and the transport of cars, motor homes, caravans, coaches, motorcycles and trailers on its Passenger Shuttles;
  - payments made for use of the Railway Network by High-Speed Passenger Trains (Eurostar) and by Train Operators' Rail Freight Services;
- the Europorte rail freight segment;
- the MyFerryLink maritime segment.

The breakdown of the Eurotunnel Group's 2014 revenue is as follows:

IN € MILLION	2014	2013 restated(*)	Variance	2013
Exchange rate €/£	1.258	1.258		1.187
Shuttle Services	527	491	+7%	477
Railway Network	305	298	+3%	289
Other revenues	15	13	+14%	13
Sub-total Fixed Link Concession	**847**	**802**	**+6%**	**779**
Europorte	267	247	+8%	239
MyFerryLink	93	74	+25%	74
Revenue	**1,207**	**1,123**	**+7%**	**1,092**

* *Restated at the exchange rate used for the 2014 income statement (£1= €1.258).*

Unless otherwise indicated, the information in this chapter 6 originates from sources within the Eurotunnel Group.

6.2. CROSS-CHANNEL ACTIVITIES

6.2.1 MAIN MARKETS

The Eurotunnel Group operates in the transport market between continental Europe and the United Kingdom. It offers (i) a Shuttle Service between Calais and Folkestone, and which competes directly with ferry operators between Dover and the Continent in the transport of passengers, cars, coaches and trucks, and (ii) a Railway Network on which Railway Companies can run rail freight trains and High-Speed Passenger Trains, and (iii) at the time of writing of this Registration Document, a maritime transport service between Dover and the Continent, under the MyFerryLink brand, in direct competition with other ferry operators and Shuttle Services between Calais and Folkestone.

a) Freight market

Freight traffic between continental Europe and the United Kingdom is commonly divided into four distinct modes:
- Roll-On/Roll-Off accompanied: trucks and trailers crossing the Channel or the North Sea on Shuttles or ferries at the same time as the road tractor and driver, mostly via the Short Straits;
- Roll-On/Roll-Off unaccompanied: trailers crossing the Channel or the North Sea independently of the road tractor, mostly via North Sea routes;
- Rail freight: conventional or intermodal trains running through the Tunnel; and
- Lift-On/Lift-Off: moveable containers or swap bodies loaded on Lift-On/Lift-Off container ships, mostly on the North Sea routes.

The market is based on three corridors:
- the Short Straits: all routes from continental Europe to Dover, Folkestone and Ramsgate (including the Tunnel);
- the English Channel: all routes from continental Europe to ports on the south coast of the United Kingdom to the south-west of Folkestone; and
- the North Sea: all routes from continental Europe to ports on the east coast of the United Kingdom to the north of Ramsgate (including the Thames Estuary).

The modal distribution varies by geographic zone. For accompanied trucks, the long trip across the English Channel or the even longer trip across the North Sea is costly. These routes are more suitable for Roll-On/Roll-Off unaccompanied and Lift-On/Lift-Off solutions.

By contrast, the shorter crossing times of the Short Straits are more appropriate to time-sensitive traffic, and attract a much larger share of Roll-On/Roll-Off accompanied traffic.

Short Straits

In the freight market, the Truck Shuttle Service is in direct competition with ferry operators on the accompanied road transport route across the Short Straits, including MyFerryLink.

Over the last 15 years, there has been a marked shift towards the use of accompanied trucks in the freight market between continental Europe and the United Kingdom. The trend in favour of accompanied trucks has now come to an end and market shares between the routes are now relatively stable.

However, the Roll-On/Roll-Off accompanied mode on the Short Straits routes still continues to grow because it provides the shortest and quickest route for crossing the Channel.

The Short Straits' (Truck Shuttles' and ferries') share of the freight market rose on the back of the success of the Roll-On/Roll-Off accompanied mode, reflecting:
- the lack of major development in cross-Channel rail freight, and
- capacity increases and changes in pricing policies by the various operators.

The freight market continued to grow in 2013 and 2014 with estimated growths respectively of 4.7% and of 7.9% compared with the previous year to achieve for the fiscal year 2014 a total Short Straits market at a level higher than that observed in 2007, before the economic crisis and in particular the economic slowdown in the United Kingdom.

Since 1st January 2015, pursuant to Directive 2005/33/EC of the Parliament and the Council of the European Union, which imposes controlled emissions areas for sulphur covering the English Channel, the North Sea and the Baltic, all ferry operators in the North Sea and the English Channel must meet stricter limits on sulphur emissions and for that, they have two alternatives:
- the first solution is to choose a fuel with low sulphur content, Marine Gas Oil (MgO), and

- the second is to continue using fuels with high sulphur content, such as heavy fuel oil (HFO), but to install equipment to clean pollutants from the exhaust gas (exhaust gas separator filters or scrubbers).

b) Passenger market

Until 2008, the international passenger transport market from and to the United Kingdom grew steadily. The impact of the global economic environment largely reversed this trend between 2009 and 2012. The passenger market achieved significant growth in 2013 and again in 2014 compared with the previous year, mainly during the summer period (source: International Passenger Survey estimates).

The Passenger Shuttle Service and the MyFerryLink maritime service transport passengers travelling with their vehicles between Calais, Folkestone and Dover. They are in direct competition with ferry operators in the Short Straits market. The transport services for passengers travelling without their vehicles provided by airlines or by High-Speed Passenger Trains constitute a marginal and indirect source of competition to these two services.

Eurostar services principally operate in the market for transporting passengers travelling without their vehicles between Paris and London and between Brussels and London. Eurostar's main competitors are airlines.

Short Straits

During the 1990s, this market was characterised in particular by a high proportion of day trips, with passengers attracted by duty-free purchases or other economic benefits. These advantages having disappeared, the number of day trips on the Short Straits route is on a sustained downward trend. However, both the number of long-stay (five days and over) and short-stay (fewer than five days) trips increased as a result of:

- the withdrawal of passenger services on other cross-Channel routes, which led to a transfer of traffic to the Short Straits;
- the adoption of dynamic pricing by some operators, particularly the Eurotunnel Group; for its maritime services and Shuttle Services;
- airline pricing policies and an end to the steady fall in air fares; and
- airport disruption and delays.

The car market declined significantly in 2012, partially offset by one-off events such as the Diamond Jubilee and the 2012 London Olympic Games in June, August and September. The market contracted by 2.4% in 2012 compared with 2011. In 2013, the car market significantly recovered by about 2.8% compared with 2012, mainly during peak periods, the summer and school holidays in the United Kingdom. In 2014, the Short Straits market grew by 1.5% compared to 2013.

c) Competitive position in the Short Straits market

The Shuttle Services and the MyFerryLink maritime service are in direct competition with the ferry services operated by P&O Ferries and DFDS Seaways. They compete indirectly with airlines and to a lesser extent with Eurostar.

i) Ferry operators

Cross-Channel ferry operators are using larger ships to handle greater volumes of traffic and to achieve economies of scale over the long term, looking for growth in the freight market rather than in the passenger market (cars).

The project Calais Port 2015 aimed at merging the ports of Calais and Boulogne-sur-Mer and the extension of the port of Calais, in particular the ferry terminal, was assigned a public service contract signed by the Nord Pas de Calais region on 19 February 2015 (source: Nord Littoral 19 February 2015). The Port of Dover plans to create a new terminal in the Western Docks to accommodate larger ferries.

Following the withdrawal of Hoverspeed in October 2005, SpeedFerries in November 2008, LD Lines in September 2010 and the liquidation of SeaFrance in January 2012, the Eurotunnel Group's main competitors are P&O and DFDS Seaways.

P&O

P&O Ferries ("P&O") is a subsidiary of DP World, a worldwide operator of port facilities.

P&O is the most important ferry operator on the Short Straits, with five vessels, and is in direct competition with Eurotunnel Group both in the freight market and in the passenger market.

P&O operates up to five vessels (*Pride of Kent, Pride of Burgundy, Spirit of Britain, Spirit of France* and *European Seaway*), two of which are new and, at 210 metres, are the longest ships deployed on routes to and from Dover.

DFDS Seaways
Norfolkline DFDS Seaways is owned by the Danish company DFDS.

In 2013, DFDS Seaways had three ships operating on the Dover-Dunkirk link, all delivered between 2005 and 2006. They have a lower passenger capacity than those traditionally used by P&O Ferries.

Once SeaFrance ceased trading, LD Lines' *Norman Spirit* was transferred from Le Havre to bolster DFDS's fleet on the Dunkirk-Dover route. Since 17 February 2012, DFDS Seaways has been running a service between Calais and Dover. In 2013 and 2014, DFDS Seaways operated two vessels on the Dover-Calais link (*Norman Spirit* and the former *Molière* of SeaFrance)[1].

MyFerryLink
The MyFerryLink maritime service is described in section 6.2.5.

ii) Shuttle Services
Competitive advantages of the Shuttle Service
The Eurotunnel Group considers that, under normal operating conditions, its Shuttle Service benefits from considerable competitive advantages over ferries even though certain market segments are inaccessible to it, notably out-of-gauge vehicles and certain dangerous goods. These competitive advantages are as follows:
- speed: the standard travel time between the French and British motorways is much shorter than via the ferries;
- departure frequency: the Eurotunnel Group's Shuttle Service runs more frequently than any of its competitors, and it runs every day of the year;
- reliability: the Shuttle Service, unlike the ferries, is unaffected by sailing conditions and is not dependent on the weather; and
- environmentally friendly: the electric power it uses for traction generates much lower greenhouse gas emissions than fossil fuels.

Eurotunnel's Shuttle Service also offers:
- a freight service that is independent of the passenger service, which has a peak tourist season;
- more efficient management of loading/unloading; and
- the direct management of its terminals, in contrast to the ferries, for which port operations are managed by third parties.

Eurotunnel Group considers that the maritime transport service under the MyFerryLink brand, while completely different from the Shuttle Service, offers its customers a lower-cost alternative with the same Eurotunnel Group standards in terms of security, safety and customer service.

iii) Airlines
Airlines, and particularly low-cost airlines, also have an indirect impact on the Short Straits market. These companies serve many destinations in continental Europe and thus compete with operators in the Short Straits, including the Passenger Shuttle Service in the short-stay leisure market. Many destinations in France are now served by low-cost airlines offering an alternative means of transport between France and the United Kingdom.

iv) Eurostar
To a lesser extent, Eurostar's High-Speed Passenger Trains compete indirectly with the Passenger Shuttle Service in the leisure market.

6.2.2 FIXED LINK: ACTIVITIES

The Eurotunnel Group operates and directly markets a Shuttle Service through the Tunnel and also manages the safe and efficient passage of High-Speed Passenger Trains and of the Train Operators' Rail Freight Services on the Railway Network.

a) Shuttle transport activities
The Eurotunnel Group's sales, marketing and operations strategy is focused on clearly differentiating its product from that of its competitors. This strategy aims to ensure outstanding service quality and optimum security, and involves the following key measures:
- constant alignment of supply with demand, to optimise revenue per Shuttle;
- commercial strategies providing a product offering even better suited to customers' needs; and
- cost control achieved through programmes to optimise maintenance and production management cycles and as well as the main sub-contracting agreements (the areas in which Eurotunnel Group uses sub-contractors are described in section 17.2.1 i) of this Registration Document).

(1) *www.dfdsseaways.fr*

This business model focuses on operating margins and seeks to maximise profitability rather than to increase volume and market share.

i) Truck Shuttle Service

Introduction

The Truck Shuttle Service carries trucks between France and the United Kingdom on Shuttle trains. In each terminal, drivers pass through dedicated check-in, security and border control facilities. Other facilities for trucks are located close to the terminals. Drivers and their passengers do not remain in their vehicles during the crossing, but travel in a separate carriage ("Club Car") specially designed for this purpose. These Club Cars have been completely refurbished in a campaign that ended in 2014: cosy atmosphere, more comfort and greater seating capacity.

The Eurotunnel Group has 15 Truck Shuttles (six of which have capacity for 31 trucks and nine have capacity for 32 trucks), thus enabling the Group to operate up to six departures per hour in each direction.

On 15 January 2015, Eurotunnel Group announced the order of three new Truck Shuttles which will be added to the 15 existing Shuttles. This enhanced fleet will enable Eurotunnel Group to increase its capacity by 20% and move to a frequency, at peak period, of eight departures per hour compared to the current six. It involves the construction of three new Truck Shuttles, with a capacity of 32 trucks. The new Shuttles will benefit from the latest technological developments to ensure both energy savings as well as robustness and reliability. Their delivery is scheduled for late 2016 to 2017.

Strategy

Truck service marketing strategy

The strategy is based on an optimisation of Truck Shuttle revenue and a pricing policy that reflects the value of the service provided by the Eurotunnel Group as well as its speed, ease and reliability.

Throughout the year, the Eurotunnel Group gives priority to customers under contract, only providing transport to occasional customers as available capacity allows. As part of the project Vision 2020, Eurotunnel Group is working on optimising the Truck Shuttle revenue with a project adjusting the pricing policy based on more flexible prices, adjustable according to demand and capacity available, in order to encourage an improved distribution of truck flows throughout the week and during the day, so that capacity and occupancy rate can be optimised while maintaining service quality during peak days.

Truck Shuttle Service market share

The Eurotunnel Group estimates that its share of the Truck Shuttle Service market on the Short Straits corridor has evolved as follows:

	2014		2013	
	Vehicles	**Market share (estimate)**	**Vehicles**	**Market share**
Accompanied trucks(*)	1,440,214	37.8%	1,362,849	38.6%

* *Number of accompanied trucks transported by the Truck Shuttle Service. The market share percentages are derived by calculating the Truck Shuttle Service's accompanied truck traffic as a proportion of the total of such traffic on the Short Straits market as reported by IRN Services Ltd.*

2012 was marked by the absence of the traditional operator SeaFrance and the resulting redistribution of traffic, as well as by additional traffic generated by the London Olympic Games. The market share of Truck Shuttles therefore continued to rise, reaching 43.5% for the year, a record since the Fixed Link was opened. The introduction of the MyFerryLink maritime service, as well as the new Calais-Dover service provided by DFDS, helped to re-establish at the Port of Calais a range of transport services comparable to that which existed before the departure of the traditional operator SeaFrance.

The resulting partial redistribution of traffic resulted in a significant fall in market share of the Truck Shuttle Service in 2013, which stood at 38.6% for the year, comparable to that of 2007. The 2014 financial year was marked by an increased competition from ferry operators based on prices which led to a slight decrease in the market share of the Truck Shuttle service business to 37.8% for the period.

ii) Passenger Shuttle Service (Le Shuttle)

Introduction

The Passenger Shuttle Service carries cars, motor homes, caravans, coaches, motorcycles and trailers between France and the United Kingdom on Shuttles. Tickets can be bought in advance at www.eurotunnel.com, by telephone from the customer service centre, from travel agents and on arrival at check-in. Customers remain in their vehicle throughout the crossing, which normally lasts approximately 35 minutes from platform to platform. Each Passenger Shuttle has two sections: a double-deck section mainly for cars and motorcycles and a single-deck section reserved for vehicles higher than 1.85 metres, mainly coaches, minibuses and cars with roof boxes or towing caravans.

The Eurotunnel Group has nine Passenger Shuttles able to carry up to 180 cars or 120 cars and 12 coaches. The Passenger Shuttle Service can operate up to five departures per hour in each direction.

Strategy

The business model aims to optimise Passenger Shuttle revenue by increasing the average revenue per Shuttle departure.

Pricing policy ("Dynamic Pricing")

The Group's pricing system calculates and adjusts ticket prices according to departure time and Shuttle load factor. This policy optimises passenger revenue and the average ticket price for passenger vehicles (cars, motor homes, caravans, motorcycles, etc.).

Currently Le Shuttle customer bookings made online represent more than 80% of bookings. A new booking module for Le Shuttle was deployed in November 2014 allowing, for example, smart phones applications and a new reservation module for tour and coach operators which will be deployed in the fourth quarter of 2015.

Adapting capacity to demand

The capacity of the Passenger Shuttle Service is constantly adjusted to improve loading rates and reduce costs. Several operational changes have been made to continuously improve this strategy, such as better distribution of Shuttle departures during the day, fewer Passenger Shuttles running at off-peak times and more during peak times, and the introduction of more flexibility in train crew management.

Over the medium term, this policy has allowed the Eurotunnel Group to optimise the load factor, which went from 45% in 2004 to 60% in 2014.

Customer experience

As a service business, Eurotunnel Le Shuttle puts the customer at the centre of its strategy and implements ways to enhance their satisfaction and loyalty. Two main areas of progress are being developed:

- real-time information (for each customer at every stage of their experience with Eurotunnel Group); and
- individualisation of the service, that is to say, consideration of the specific needs of customer segments, such as, for example, owners of electric vehicles and those travelling with their pets. Since autumn 2014 crew members scan the bar code printed on the hangers of each vehicle on board the Passenger Shuttle. This system identifies each customer on board the Passenger Shuttle and provides real-time personalised information. It enables Eurotunnel to have meaningful data on the service offered to customers, such as actual transit time, compliance with departure time, or position in the Shuttle.

As part of the Vision 2020 project described in section 6.2.4 of this Registration Document, one of the themes is customer information in real-time. This is made up of three goals: to provide any relevant information to each customer, to refine knowledge of customer expectations and to accurately measure the satisfaction of each customer.

Passenger Shuttle Service market share

The Eurotunnel Group estimates that its share of the car and coach passenger markets on the Short Straits were as follows:

	2014		2013	
	Vehicles	**Market share (estimated)**	**Vehicles**	**Market share**
Cars(*)	2,572,263	51.5%	2,481,167	50.5%
Coaches(**)	63,059	39.5%	64,507	41.6%

* *Number of vehicles transported by the Passenger Shuttle Service. The market share percentages are calculated by converting the number of vehicles transported into Car Equivalent Units ("CEU") and determining the Passenger Shuttle Service's share of total CEU transported on the Short Straits as reported by IRN Services Ltd.*

** *Number of vehicles transported by the Passenger Shuttle Service. The market share percentages are calculated by determining the Passenger Shuttle Service's share of the total number of coaches transported on the Short Straits as reported by IRN Services Ltd.*

In a market growing by 1.5 points compared to 2013, the constant increase in traffic has resulted in increased market share. The market share for the car business of the Passenger Shuttle service was 51.5% for the year, which is higher than in 2012.

b) Railway Network

In 2014, Eurotunnel Group earned 25% of its revenue (36% of Fixed Link revenue) from the use of the Railway Network by High-Speed Passenger Trains and Train Operators' Rail Freight Services. The Eurotunnel Group does not operate these trains but manages their safe and efficient passage through the Tunnel infrastructure.

The use of the Tunnel by the Railway Companies is governed by the Railway Usage Contract with the national Railways, which is in force until 2052. Under this charging framework, the Railways are obliged to pay to the Eurotunnel Group fixed annual charges and variable charges according to the number of passengers on High-Speed Passenger Trains. The variable charges are determined according to a toll formula that applies throughout the life of the Railway Usage Contract, and which takes into account the effects of inflation to a certain extent. In addition, the Railways are required to contribute to the operating costs of the System, as well as to investment costs relating to the modernisation of equipment.

A simplified pricing mechanism for freight trains has been put in place, with charging per freight train instead of charging per tonne of freight. This scale is published annually by the Eurotunnel Group in its Network Statement, which sets out access conditions to its Railway Network implementing the charging framework of the Railway Usage Contract for all Railway Companies for the operation of High-Speed Passenger Trains and freight trains.

The Eurotunnel Group's revenue for its Railway Network depends solely on receiving variable charges payable according to the number of passengers transported by the Eurostar High-Speed Passenger Trains and the number of freight trains, as well as the annual fixed charges as well as the contribution made by the Railways to operating costs.

In 2014, the Eurotunnel Group generated €305 million of revenue from the use of its Railway Network.

i) High-Speed Passenger Trains (Eurostar and new market entrants)

Market developments

The market for High-Speed Passenger Train services (Eurostar and future new market entrants) comprises business and leisure passengers travelling between the United Kingdom and continental Europe. The market is geographically diverse and includes passengers travelling between London and Paris or London and Brussels as well as passengers travelling between other points in the United Kingdom and France, Belgium, the Netherlands and Germany. Eurostar's High-Speed Passenger Trains connect London with the centre of Paris and Brussels and compete directly with airlines on travel time, frequency, comfort and price. For short-stay leisure travel, Eurostar also competes with low-cost airlines in terms of price, capacity and choice of destinations. Eurostar operates a direct service to Disneyland Paris, a winter service to Bourg Saint Maurice and a summer service to Avignon in the south of France.

Combined data on market growth for Eurostar and the airlines are presented below.

Paris-London and Brussels-London passenger market	2014 (estimated) Passengers (thousands)	2014 (estimated) Growth	2013 Passengers (thousands)	2013 Growth
Air and Rail				
Paris-London	9,401	4.6%	8,985	3.0%
Brussels-London	3,700	4.6%	3,538	1.7%

Sources: BRB, SNCF and CAA.

The combined volume of air traffic and rail traffic, in number of passengers, between Paris and London increased by 4.6% between 2013 and 2014. During this same period, the volume of Eurostar rail passenger traffic increased by 2.9%.

The combined volume of air traffic and rail traffic, in number of passengers, between Brussels and London increased by 4.6% between 2013 and 2014. During this same period, the volume of Eurostar rail passenger traffic increased by 2.0%.

Market share

The data below summarises the growth in Eurostar's share of the High-Speed Passenger Train market on the Paris-London and Brussels-London routes.

High-Speed Passenger Train market share (Eurostar)	2014 (estimated) Passengers (thousands)(*)	2014 (estimated) Market share(**)	2013 Passengers (thousands)(*)	2013 Market share(**)
Paris-London	7,370	78.4%	7,163	79.7%
Brussels-London	3,028	81.8%	2,969	83.9%

* *Sources: SNCF and BRB.*

** *Market share percentages are derived by calculating the volume of rail passengers as a proportion of the total volume of air and rail passenger traffic between Paris and London and between Brussels and London as provided by the CAA, BRB and SNCF.*

The share held by Eurostar High-Speed Passenger Trains in the passenger market for the Paris-London route has reduced slightly to 78.4% on average for 2014, compared to 79.7% for 2013. Over the same period, their market share on the London-Brussels route fell slightly from 83.9% to 81.8%.

The competitive environment of High-Speed Passenger Trains (Eurostar)

In the business travel market, Eurostar's High-Speed Passenger Trains compete with the traditional and low-cost airlines that offer regular flights between Paris and London and between Brussels and London. In the leisure travel market, Eurostar's main competitors are the low-cost airlines, not only on the routes served by Eurostar but also to other destinations. Eurostar has taken several successful initiatives in terms of marketing and special offers over the internet, targeting the leisure travel segment. The subsidiary of SNCF confirmed the schedule for the opening of new destinations in 2015 and 2016.

In this context of the liberalisation of the international rail passenger transport market on 1 January 2010, the Eurotunnel Group responded by publishing in its Network Statement its efficient and non-discriminatory conditions for access, and offers new entrants the option to operate cross-Channel High-Speed Passenger Train services in competition with Eurostar and the airline sector, to existing or new destinations.

High-Speed Passenger Trains (Eurostar)

Eurostar's High-Speed Passenger Train services are jointly operated by Eurostar International Limited, now 55% owned by SNCF, 40% owned by London and Continental Railways Limited (which is under the control of the British government, as is BRB) and 5% owned by SNCB. The British government announced that they had reached an agreement with a consortium of CDPQ, the Caisse de dépôt et placement du Québec and Hermes Infrastructure for the sale of the 40% holding they have in Eurostar.

Since 2007, when High Speed 1 and the London terminal at St Pancras International opened, the Eurostar High-Speed Passenger Train service has used a high-speed line between London and the Eurotunnel Group's UK terminal. This line improves service reliability and reduces the transit time between Paris and London or Brussels and London by around 20 minutes. In addition, St Pancras International station improves rail links with Northern England, due to the proximity of rail services from St Pancras, King's Cross and Euston stations. Ebbsfleet International station, located near the M25 London orbital motorway, also allows Eurostar's operators to expand their catchment area.

In 2014, Eurostar ran 14 to 18 departures in each direction between Paris and London and seven to ten trains in each direction between London and Brussels on business days, with adjustments depending on the day, the season and the destination. Some trains make intermediate stops at Ebbsfleet or Ashford International in the United Kingdom and at Calais-Fréthun or Lille-Europe in France. Eurostar also runs a service to Disneyland Paris five days a week and a seasonal direct service from London and Ashford to Bourg Saint-Maurice (from December to April) and to Avignon (from July to September).

In 2014, the number of Eurostar passengers going through the Tunnel rose by 2.6% to 10.4 million compared with 2013 (source: Eurostar).

In November 2014, Eurostar announced the order of seven additional trains from Siemens which, together with the ten trains already ordered in 2010, makes a total of 17 trains. The first of these 17 e-320 trains with distributed power will come into service in late 2015. More comfortable and faster than the existing trains with a top speed of 320 km/h, they can accommodate 900 passengers (i.e. 20% more). Eurostar International Limited has confirmed the launch of a new direct service from London to Lyon, Avignon and Marseille from May 2015, open for bookings since December 2014, and to be operated throughout the year at the rate of one to five round trips per week depending on the season. Eurostar International Limited has also announced its intention to operate a new service between London and Amsterdam from December 2016.

Additional opportunities exist for services to Germany, southern France and / or Switzerland.

Deutsche Bahn has also stated it intends to launch ICE passenger train services from London to Cologne and Frankfurt in a schedule still to be confirmed. Its operational outline for these services received approval from the IGC in June 2013.

ii) Train Operators' Rail Freight Services

Market developments

Train Operators' Rail Freight Services compete with most modes of sea and road freight transport between continental Europe and the United Kingdom.

The freight volume transported by the Train Operators' Rail Freight Services is summarised below.

Train Operators' Rail Freight Services	2014	2013
Cross-Channel rail freight (million tonnes)	1.65	1.36
Number of journeys	2,900	2,547

Sources: Eurotunnel, DB Schenker, SNCF/Captrain and Europorte Channel.

Competitive environment of Train Operators' Rail Freight Services

Rail freight through the Tunnel, originally developed by state-run Railways, initially had disappointing results and organisational difficulties which resulted in a drop in traffic from 3 million tonnes to 1 million tonnes between 1998 and 2007. International rail freight is also held back by inadequate national infrastructure (train gauge and length, quality and availability of paths), distortions that favour sea or road transport and excessive constraints (whether regulatory, social or technical).

In order to retain and relaunch Train Operators' Rail Freight Services, since 2007 the Eurotunnel Group has pursued a comprehensive competitive strategy aimed at addressing the specific challenges in the cross-Channel freight market through the implementation of certain measures in respect of open-access rail development, border restrictions and competitive pricing policies for rail freight services. Between 2007 and 2010, despite the revival of intermodal and conventional block trains, the demise of conventional isolated car services in France and in Great-Britain has resulted in the loss of more than a third of cross-Channel rail freight traffic, marking a low of 2,097 trains and 1.13 million of tonnes transported in 2010.

In May 2013, with the aim of promoting the development of the freight train traffic of Railway Companies in the Tunnel, Eurotunnel Group launched a program to help start new services (ETICA), extended in June 2014 following its positive results. Between 2010 and 2014, the establishment of ETICA contributed to the growth in traffic of around 40% (38% in number of trains and 46% in tonnage transported) compared to 2010.

Train Operators' Rail Freight Services

The Train Operators' Rail Freight Services between continental Europe and the United Kingdom are run by Railway Companies including DB Schenker (on behalf of BRB), SNCF (and its Captrain subsidiaries), Europorte, and potentially any freight train operator in open access. Three different types of freight trains use the Railway Network:

- intermodal trains, composed of platform wagons transporting containers or swap bodies;
- conventional trains (carrying goods on pallets in enclosed wagons or bulk loads in adapted wagons such as tankers, hoppers, platforms, etc.) making up a full train;
- trains with specialised wagons for transporting new cars.

Rail freight trains are in competition with most modes of freight transport in operation between continental Europe and the United Kingdom.

In order to revive cross-Channel rail freight, the Eurotunnel Group has adopted a strategy that is based on three policies: (i) development of open access for all operators of rail freight trains, (ii) dealing effectively with border restrictions, and (iii) a simplified and competitive pricing policy:

- an average toll charge of £3,000 (€4,500) per train (in 2007 values), for a train travelling at 120 km/h during an average busy period;
- a simplified pricing structure (one toll charge per train, taking account of speed and peak and off-peak transit) allowing operators to optimise their trainloads;
- real and effective open access and the capping at €600 (in 2007 values) of essential cross-Channel service costs (dealing with border restrictions and specialised Class 92 locomotives); and
- competitive total costs compared with the road transport sector in order to encourage rail freight development.

After 2010, with its repeated disruptions to rail freight and the end of single wagonload services, the development of new services between 2010 and 2014 drove an increase in traffic of 38% in the number of trains (and 46% in tonnage transported) compared with

2010, including the creation of new intermodal services and an increase in the transportation of steel, aluminium and vehicle components.

Originally set up in May 2013, the success of the ETICA growth plan led in June 2014 to the intensification of initiatives to promote rail freight, with the expansion of the program for assistance to ETICA start-ups both over time (opening extended until 2018) and by expansion of eligible categories, along with a 25% reduction of access charges during off-peak night periods for rail freight services. So that these growth efforts can produce their full effect, Eurotunnel Group has also drawn the attention of authorities to the need to address the barriers to development (size, length, capacity, etc.) on existing national networks, which considerably weaken the competitiveness and development of cross-Channel rail freight.

c) Other revenues

The Fixed Link generated €15 million in other revenues in 2014, representing 1% of the Eurotunnel Group's total revenue (2% of Fixed Link revenue). These other revenues consist mainly of (i) revenue from third-party retail businesses in the terminals on both sides of the Tunnel, (ii) revenue paid for telecommunication lines in the Tunnel, (iii) revenue related to the property business, (iv) the sale of travel insurance products in the United Kingdom, and (v) revenue related to CIFFCO training.

i) Revenue from third-party retail businesses

The Eurotunnel Group has built facilities for its customers on its two terminals in France and the United Kingdom, including shops and other retail outlets.

Access to the shops, bars and restaurants is available only to customers travelling on the Shuttle Services. They are located inside the terminals, after check-in. These facilities are operated by third parties under three- to ten-year concession agreements on the French side and under leases on the British side.

The Eurotunnel Group's strategy is to offer travellers who choose to stop before making the crossing a choice and level of service consistent with the overall quality and value of service offered by the Eurotunnel Group. In 2013, the Victor Hugo passenger terminal building in Folkestone and the Charles Dickens building in Coquelles were refurbished to the highest international airport standards in order to welcome customers in a pleasant environment.

In 1994, a contract was signed for 30 years for the operation of three petrol stations located at the entrance and exit of the two terminals.

The Eurotunnel Group also earns modest revenue from renting advertising boards on both terminals and around the terminal exit routes.

ii) Property business

The Eurotunnel Group owns and manages plots of land near its French and British terminals.

As an extension of its mission to design, build and operate the Fixed Link, the Eurotunnel Group was also given responsibility for local land development. The Fixed Link is not just a transport infrastructure: it was also designed as a platform for the future economic development of the Kent and Calais regions. The Eurotunnel Group, in the interests of sustainable development, has restored the site of the former factory where the tunnel lining segments were made, which was later used as a shelter for illegal immigrants ("Red Cross Centre"). This restoration work has paved the way for a major commercial and tourism development project to stand alongside the Cité de l'Europe shopping centre in Coquelles.

As part of efforts to strengthen its partnership with the town of Sangatte-Blériot and the Conseil Général of the Pas-de-Calais, the Eurotunnel Group signed an agreement with the Conseil Général of the Pas-de-Calais on 6 January 2009 covering measures to support this ambitious tourism development project.

As part of the responsibility for local land development given to it by the French authorities at the beginning of the Fixed Link project, and in order to further boost the appeal of the Pas-de-Calais region as a tourist destination, Euro-Immo GET, a Groupe Eurotunnel SE subsidiary, submitted a successful bid for the land development concession for the integrated seaside eco-village and golf course project at the Porte des Deux-Caps. The concession agreement was signed on 18 February 2013.

In general terms, the development of the area entrusted to Euro-Immo GET, the project supervisor, encompasses all the work relating to roads, networks, open spaces and various facilities designed to meet the needs of the future occupiers, owners, inhabitants and users of the new buildings. The concessionaire will manage the assets acquired until they are transferred to the builders. The concession will last for 10 years.

iii) Training activity: CIFFCO, the Opal Coast International Railway Training Centre

CIFFCO is a subsidiary 100% owned by Eurotunnel Group, expert in railway operations. The CIFFCO centre notably makes it possible for other rail and industrial operators to train their staff in rail and industrial trades.

CIFFCO provides:

- an experienced teaching team;
- a building entirely devoted to training, located near the French Eurotunnel terminal in Coquelles;
- the latest technology high-performance simulators essential for learning to drive trains and modern computing resources notably allowing distance learning;
- accreditations required to run its railway training centre activity. To this end, on 8 September 2014, CIFFCO obtained the renewal for five years of its accreditation from the French public rail safety authority EPSF. CIFFCO is also approved as a body responsible for examinations of general professional knowledge related to train driving.

In 2014, the train driver training issued by CIFFCO officially entered the French national directory of professional certifications "Répertoire national des certifications professionnelles français". This will therefore allow a recognised professional qualification to be issued. CIFFCO is now the first, and only, private training organisation with the capacity to deliver this qualification alongside the French public operator.

6.2.3 FIXED LINK: CAPACITIES

a) The System

i) The Tunnel

The number of trains or Shuttles that can pass through the Tunnel every hour is limited. The Tunnel capacity is expressed in terms of the number of standard paths per hour in each direction. A standard path is defined as the time it takes a Shuttle train operating at 140 km/h to cover that part of the System which, under normal operating conditions, is used by all other trains travelling through the Tunnel.

One of the key factors determining the Tunnel's capacity is the signalling system. At the date of this Registration Document, the System permits 20 standard paths per hour in each direction. Under the Railway Usage Contract, trains belonging to the Railways have the right to use up to 50% of the hourly capacity in each direction. High-Speed Passenger Trains and Train Operators' Rail Freight Services, because of their faster or slower speeds relative to the Eurotunnel Group's Truck and Passenger Shuttle Services, use more than one standard path to travel through the Tunnel. At peak times, speeds can be adjusted to maximise the number of trains and Shuttles travelling through the Tunnel. In 2014, the maximum number of standard paths used by Passenger and Truck Shuttle Services was ten per hour in each direction.

At the date of this Registration Document, the Tunnel's capacity under normal operating conditions does not constitute a significant constraint limiting growth in the different types of traffic.

As part of its five year strategic thinking for the Fixed Link, project Vision 2020, and as indicated in section 6.2.4 of this Registration Document, the Group is working on optimising Tunnel availability itself, notably by spending no more than one night per week (instead of the two at present) on the maintenance of the two rail tunnels, thanks to predictive maintenance tools and "big data" analysis. A dedicated Tunnel measurement train will circulate each week to deliver a very accurate assessment of the condition of the track, catenary and other equipment, eliminating long on-foot visual inspections.

In the medium or long term, the Eurotunnel Group believes that it will be possible to increase the Tunnel's capacity by the following means:

- setting uniform operating speeds for all trains, which would allow more trains to run on the same number of standard paths. At the date of this Registration Document, goods trains travel in the Tunnel at a speed of 100 or 120 km/h, while High-Speed Passenger Trains can reach a speed of 160 km/h in the Tunnel. These speed differentials use a large part of the System capacity, because they require the Eurotunnel Group to leave greater intervals between trains than would be necessary if they all travelled at the same speed. Use of the System's capacity could therefore be improved by shifting slow or infrequent freight trains to off-peak times, and by scheduling trains that travel at speeds higher (160 km/h) or lower (120 km/h) than the standard path (140 km/h) so that they run in flights during peak hours;
- increasing the power of the locomotives pulling the Shuttles to allow the use of longer trains or reduce transit times;
- reducing the space between trains using the Tunnel (to 2 minutes 30 seconds instead of 3 minutes currently) so as to raise System capacity to 24 standard paths per hour in both directions, although this would mean improving the fixed equipment; and
- improving the signalling system, notably with ERTMS (this initial phase creates no additional capacity).

Some of these measures require approval by the IGC, which has supervisory authority over Tunnel operation.

A dedicated optical relay system using 2G and 3G telephone and GSM-P mobile internet networks enables passengers on Shuttle Services and High-Speed Passenger Trains to use their mobile phones to make calls and access the internet. This was put in place in the north tunnel in 2013 and in the south tunnel in 2014.

ii) Terminals

Currently, ten boarding platforms are in service at the French terminal and ten at the British terminal.

Both terminals were designed so that the number of boarding platforms could be increased to 16. In order to maintain traffic fluidity and to increase the number of hourly Truck Shuttle departures, capacity at the terminals will be expanded. As stated in section 6.2.4 of this Registration Document, the Terminal 2015 project notably includes the development of a secure parking area for approximately 370 trucks in Coquelles and an increase in the number of toll booths and in the number of access lanes to the check-in barriers.

The terminals have self check-in lanes for all customers, along with an automatic number plate recognition system. These systems improve traffic flow and reduce operating costs. In a constant drive to improve the quality of service, the Coquelles and Folkestone terminal buildings have been refurbished. A play area with a variety of play equipment and a digital display screen was created in the Charles Dickens building in Coquelles. Meanwhile, the Victor Hugo building in Folkestone was given award-winning sanitary facilities, a prayer room and special facilities for severely disabled people.

b) Rolling stock

Plans to develop the Shuttle fleet are described in section 6.2.4 of this Registration Document.

c) Railway Services (passenger and rail freight)

Under the Railway Usage Contract, trains using the Railway Network are entitled to use up to 50% of the total capacity of the Tunnel that is allowed by the signalling system. This currently amounts to ten standard paths per hour in each direction for High-Speed Passenger Trains (Eurostar and new entrants) and Train Operators' Rail Freight Services. Goods trains currently transport an average load of about 500 to 600 tonnes each, although some of them can transport up to 1,000 tonnes of freight, and travel at speeds varying between 100 and 120 km/h. An increase in the average load or the travel speed of goods trains would allow the Railway Companies to increase freight train traffic without additional use of the Tunnel's capacity. Similarly, increasing load factors on High-Speed Passenger Trains (those of Eurostar and new market entrants) and synchronising them so that they run in flights would enable more passengers to be transported without using additional Tunnel capacity. Under the terms of the Railway Usage Contract, the Eurotunnel Group may use any surplus capacity not used by the Railway Companies if they have not confirmed their capacity requirement by the previous day. Use of this surplus capacity provides the Eurotunnel Group with additional flexibility in optimising the flow of traffic and scheduling passenger and freight trains and Shuttle Service departures.

6.2.4 FIXED LINK: SYSTEM RELIABILITY

a) Tunnel availability and maintenance

Scheduled weekly maintenance of the Tunnel is planned and structured so as to promote efficient use of the Tunnel and cause minimal disruption to commercial operations.

The Eurotunnel Group has set itself an objective of limiting service disruptions due to fixed equipment failure to less than 0.75% despite continual traffic growth. In 2014, Tunnel availability was 99.77% compared with 99.71% in 2013.

The operational plan aiming to restrict fire risk (Salamander Plan), along with the creation of fire fighting stations (SAFE) help to protect the infrastructure in case of fire on board a Truck Shuttle. This plan proved effective on 17 January 2015 when the teams had to deal with a small fire on a truck and a section of catenary that had fallen. The implementation of the Salamander Plan enabled the fire to be rapidly contained and damage to be limited.

b) Rail replacement

Rails on the terminals are replaced as part of the routine maintenance programme, without major disruption to commercial services. The strategy implemented has reduced costs without harming the quality of the track. This strategy aims to avoid systematically replacing both lines of rails, but only those rails that are worn or that present defects.

The third in Tunnel rail replacement campaign began in 2014 and will be completed early 2016. The first 33 kilometres were laid in 2014, the laying of 67 additional kilometres will take place in 2015 and 2016. This work is taken advantage of to inspect the hammer beams, concrete parts on which the rail rests. Thirty-three kilometres of track will be replaced each year, on Friday, Saturday and Sunday nights over 11 weekends at the start of each year. It is intended that resin rails will be installed along the 11 km of the Tunnel which are most susceptible to corrosion.

c) Maintenance and availability of rolling stock

The Eurotunnel Group has also set itself the objective of achieving better utilisation of its transport capacity by improving load factors on its rolling stock. This is in addition to improving the availability of the rolling stock by modifying maintenance procedures in order to optimise periods of operation between maintenance visits.

The repair and maintenance programmes implemented by the Eurotunnel Group have helped to improve the reliability of the electric locomotives and Truck and Passenger Shuttles. In planning its maintenance programmes, the Eurotunnel Group's objectives are the following:

- ensure that safety requirements are met;
- avoid rolling stock being out of service for prolonged periods; and
- maximise the number of Shuttles available at peak hours.

Under current maintenance programmes, light maintenance and safety inspections are carried out every 44 days or 30,000 km for the locomotives, Truck Shuttles and Passenger Shuttles. Every 600 to 1,200 days, depending on the vehicle and the number of kilometres it has covered, each Shuttle is taken out of service for six weeks to undergo an extensive preventive maintenance programme.

The departure cancellation rate for Passenger Shuttle Services due to faults in rolling stock was 1.4% in 2014, stable compared to 2013. The departure cancellation rate for Truck Shuttle Services due to faults in rolling stock was 1.4% in 2014, while it was 1.6% in 2013. The number of stops in the Tunnel due to faults in rolling stock was 26 in 2014, compared with 37 in 2013. The Eurotunnel Group is implementing simplification and renovation programmes aimed at further reducing future maintenance requirements and improving reliability.

The goal of the LSM (Large Scale Maintenance) programme is to:

- meet safety requirements (bogie, brake, coupling, batteries, etc.);
- restore and improve the reliability of systems that have reached about a third or half of their overall potential (canopy, SDL hydraulic, etc.);
- extend the life of wagons (Breda floors, Arbel floors, etc.); and
- ensure customer comfort (air conditioning, toilets, interiors, etc.).

d) Maintenance strategy

The TIME (Tunnel Infrastructure Maintenance Excellence) programme has led to a reduction in overnight maintenance from three to two nights per weekend since September 2012, as a result of reduced sub-contracting costs, optimisation of maintenance times and efficient working methods. This optimisation is ongoing and, since early 2013, maintenance work on the terminals on Friday and Saturday nights has been limited and is now transparent for commercial operation and all of the Tunnel's capacity is fully available for customers.

The process of optimising the rolling stock maintenance strategy has continued. Its aims are:

- to improve the availability, performance and quality of the Shuttles,
- to increase processing capacity and so minimise the total cost of maintenance, and
- to rationalise technical choices and industrial resources.

This process is based on several lines of work:

- the extension of the light and in-depth preventive maintenance cycles, both for Truck Shuttles and for Passenger Shuttles, which has a significant impact on the availability of Shuttles and processing capacity;
- the technical redesign of maintenance on systems with a high impact on performance and quality, focusing on the relevance of maintenance instructions and the implementation of appropriate LSM programmes; and
- the optimisation of key processes such as corrective maintenance, re-profiling and axle replacement, with improvement in the efficiency of human, industrial and IT resources.

e) Projects

In 2014, the Eurotunnel Group finished its locomotive renovation and power-increase programme with 18 additional units, which brings the fleet of 7 MW locomotives to 44.

Various projects are planned in the short or medium term to further improve System reliability and efficiency, including the project Terminal 2015, work on which began in the summer of 2014 on the two terminals and will be completed during the summer of 2015.

Concerning the French side of the terminal, the work first focuses on the creation, before registration, of a "buffer storage" area, equipped with five lanes from the entrance onto the site up to the tolls, where the number of lanes will increase to six instead of the four at present. Second major investment in the French terminal: the construction of a secure parking for 370 trucks. Featuring a rest area, restaurant and a petrol station, this equipment will be managed by the operator of the adjacent motorway.

Concerning the British side of the terminal, the infrastructure developments are designed to separate the flow of trucks from that of the cars that will run on the ten existing lanes. The trucks will have five new lanes before check-in.

More broadly, as part of a collaborative dynamic, Eurotunnel Group decided to define and orientate the Fixed Link strategy for the next five years, identifying issues and challenges and deciding on goals to be achieved by 2020 (project Vision 2020).

As part of this improved performance over the long term, seven working groups have been set up to bring together seven large transverse and collaborative themes, including:

- Fluidity of the terminals: the project aims to increase the hosting capacity of the terminals while reducing transit time between the arrival of a customer on the site and their boarding a Passenger or Truck Shuttle.
- Improving the availability of rolling stock: the three third generation Truck Shuttles ordered in early 2015, will benefit from the latest technical advances. On the Shuttle side, the loss of capacity due to the departure on mid-life maintenance of a Passenger Shuttle in 2017 will be offset by developments on the other eight Passenger Shuttles.
- Customer experience: as indicated in Section 6.2.2, ii of this Registration Document.
- Improvement of the availability of the infrastructure as specified in Section 6.2.3 a) i of this Registration Document.
- Human resources, as indicated in chapter 17 of this registration Document.

6.2.5 MYFERRYLINK: MARITIME ACTIVITIES

The Eurotunnel Group's MyFerryLink maritime subsidiaries own three ships. They lease their ships to a SCOP (an operating company outside the Eurotunnel Group) and market the cross-Channel crossings for freight and passenger vehicles.

The Eurotunnel Group has entered into lease agreements with the SCOP which operates the ferries on the Short Straits route. In turn, the Eurotunnel Group, via its subsidiary MyFerryLink SAS, purchases capacity from the SCOP and sells the crossings under the MyFerryLink brand. These contractual relationships are described in chapter 22 of this Registration Document.

The status of these activities as regards the French and British competition authorities is presented in section 20.8 of this Registration Document.

The *Berlioz* and *Rodin* ferries can carry from 1,200 to 1,900 passengers and 120 trucks or 700 cars. The freight ferry *Nord Pas-de-Calais* can transport up to 85 trucks. With the SCOP that are operating them, the three vessels in service make up to 24 crossings a day.

In 2014, this activity generated revenue of €93 million for the Group, compared with €74 million in 2013.

i) MyFerryLink maritime freight activity

The Eurotunnel Group considers that the market share of maritime freight transport under the MyFerryLink brand across the Short Straits is as follows:

	2014		2013	
	Units	Market share (estimated)	Units	Market share
Accompanied and unaccompanied freight(*)	399,453	10.3%	326,274	9.1%

* *Accompanied and unaccompanied freight transported under the MyFerryLink brand. The market share percentages are calculated by determining MyFerryLink's share of the total number of units transported on the Short Straits as reported by IRN Services Ltd.*

MyFerryLink's share of the cross-Channel Short Straits freight market in 2014 was 10.3% compared with 9.1% in 2013.

ii) MyFerryLink passenger maritime activity

The Eurotunnel Group considers that the market share of maritime passenger transport under the MyFerryLink brand across the Short Straits is as follows:

	2014		2013	
	Vehicles	**Market share (estimated)**	**Vehicles**	**Market share**
Cars(*)	337,654	6.9%	316,811	6.5%
Coaches(**)	1,570	1.0%	721	0.5%

* *Number of vehicles transported under the MyFerryLink brand. The market share percentages are calculated by converting the number of vehicles transported into Car Equivalent Units ("CEU") and determining MyFerryLink's share of the total CEUs transported on the Short Straits as reported by IRN Services Ltd.*

** *Number of vehicles transported under the MyFerryLink brand. The market share percentages are calculated by determining MyFerryLink's share of the total number of coaches transported on the Short Straits as reported by IRN Services Ltd.*

In 2014, MyFerryLink's share of the cross-Channel Short Straits car market was 6.9%.

6.3. ACTIVITIES GROUPED WITHIN EUROPORTE

6.3.1 EUROPORTE'S MAIN MARKETS

a) UK rail freight market

Rail freight is growing and is set to take an even larger share of the UK's freight market in future. The UK rail freight market is valued at circa £900 million with GB Railfreight having a current market share of approximately 17%, in the following sectors:

- bulk: coal, construction, petrochemicals, steel and waste,
- intermodal: international and domestic,
- automotive,
- infrastructure: Network Rail/London Underground/rail services.

The volume of freight moved by rail between 1993/94 and 2013/14 has increased by around 65% to 23,000 million tonne-kms. Rail's share of overland freight movement is 13%, up from 8% in 1993. Approximately 35% of the coal consumed by UK power stations is transported by rail. Around 30% of rail freight is intermodal container traffic. This number is forecast to grow subject to government grant support.

In the United Kingdom, the sensitivity and behaviour of customers in response to environmental issues is already influencing purchasing criteria and has led companies to pursue or prove their commitment in this field. Thus, for example, two large British supermarket chains, Tesco and Sainsbury's, are making increasing use of rail freight in their supply chains to reduce their carbon footprint.

The environmental advantages of rail freight are clear: 26% of the UK's CO_2 emissions come from transport, 90% of this being road transport[(1)], while rail freight produces three to four times less CO_2 per tonne transported than road transport, and up to ten times fewer polluting emissions[(2)].

The UK's three main political parties are in favour of freight distribution by rail, recognising its role as a green alternative to road transport. This support is obvious when we consider the following points:

- promotion of the growth of rail freight – 2007 White Paper on rail transport[(3)] which included the launch of the Strategic Rail Freight Network and supported a doubling in rail freight volumes,
- promotion of the efficiency and capacity of the railway network, as specified in the publication from the Department for Transport in September 2009 entitled: "Strategic Freight Network: The Longer-Term Vision"[(4)], and
- the strategic funding of the freight programme: through the Transport Initiatives Fund, the Department for Transport has contributed funding to Network Rail specifically for investments focused on rail freight.

(1) *www.freightonrail.org.uk*

(2) *www.freightonrail.org.uk*

(3) *www.dft.gov.uk*

(4) *www.dft.gov.uk*

b) French rail freight market

In the first three quarters of 2014, French rail freight volumes reached 24.15 billion t/km, remaining at a similar level as in 2013 (24.14 billion t/km). In the same period, Europorte in France transported 0.97 billion t/km, a decrease of 17.2% compared with the first three quarters of 2013 following the re-internalisation of services subcontracted to the Group.

6.3.2 EUROPORTE'S ACTIVITIES IN FRANCE

Thanks to its denser coverage in France, Europorte is positioned as a growth vehicle for the Group, present across the entire rail freight transport logistical chain, from the collecting and routing on primary and secondary networks (Europorte France) or loading and unloading of wagons on private branch lines on industrial sites (Socorail), to running freight trains in the Channel Tunnel and managing rail infrastructure (ports, private and public/private industrial sites) in France and Belgium. Europorte is developing its various complementary activities concurrently in order to offer its customers complete and customised solutions that meet their expectations in terms of integrated logistical chains and high quality of service.

Despite a decrease in volume transported, the turnover generated by Europorte activities in France in 2014 has increased, from €110 million in 2013 to €115.7 million in 2014.

a) Europorte France (EPF)

Europorte France is a private rail company that offers its customers a service hauling freight trains throughout the railway network. Every day, EPF carries out main line rail haulage operations 24 hours a day and seven days a week throughout France with connections to neighbouring European countries, in partnership or as an open-access operator, particularly in Belgium where EPF has railway authorisations (licence and certificate).

For its operations, which averaged around 200 trains per week in 2014, EPF has a fleet of approximately 70 main line electric and diesel locomotives interoperable with neighbouring European countries. They are used on average by 265 drivers and operators authorised for safety operations on the French railway network and, in some cases, in Belgium.

EPF has designed its operating model based on six key parameters, specifically with a view to serving its private industrial customers:

- optimising transport plans based on regular paths,
- organisation of the rail businesses through regional hubs,
- guaranteed service through the provision of human and other reliable resources dedicated to traffic,
- regular and punctual delivery of goods,
- safety on customers' private branch lines and on the national railway network, and
- communication on the status of customers' freight traffic.

Europorte transports all types of goods, with the exception of explosive, nuclear and biological materials. Its entire operating system is designed in accordance with the rules on transporting dangerous goods, to maximise the safety of its operations. A major feature of 2014 was the start of an important business of ammonia transportation and the continued development of the grain business from a production centre based around Dijon and the Champagne region of Burgundy, making Europorte the main rail operator in this sector in Bourgogne Champagne.

EPF has continued to diversify the goods it transports and its customers, to balance out the risk of seasonal fluctuations in the volumes transported; therefore, no customer exceeds 10% of turnover. Europorte France also continued to consolidate its rail business along France's north/south corridor through its hubs at Lérouville, Dijon Lyon, Fos/Marseille and Toulouse. EPF has also developed its range of "spot" trains, started in 2013, to meet growing demand from rail freight customers for one-off transport requirements.

All main line locomotives are equipped with GPS positioning and exchange all relevant technical data with the operating and maintenance teams. The command post agents are able to display on their tablet the position of the train, its schedule in relation to its paths, battery condition, amount of fuel in its tank. In turn, drivers are gradually being equipped with tablets incorporating driving documents, traffic information, alert reports etc.

b) Socorail

For more than 40 years, Socorail has been providing internal logistical services on industrial sites: wagon handling operations, track maintenance, loading/unloading wagons and trucks, and operations on ships. Socorail's activities cover a range of services to industry, mainly involving dispatch and reception of basic, semi-finished or finished products, and management of rail infrastructure:

- the management of branched terminal installations including reception, handling and dispatch of loaded or unloaded wagons and the associated administrative processing,

- loading or unloading wagons, particularly tank-wagons,
- terminal rail services in port zones and on the French railway network,
- the provision of rail haulage engines on a full-service basis,
- track maintenance,
- traffic management of rail networks at various ports,
- the management of front offices and loading tracks for tank-wagons,
- the operation of the port terminal for an oil refinery, and
- ancillary activities.

Socorail works on 40 industrial sites and the infrastructure of seven ports, including around 20 sites classified as SEVESO II in the oil, chemicals, steelmaking, automotive and construction materials sectors. Socorail is MASE and ISO 9001 certified. Present throughout France, Socorail manages wagons, trucks, operations on ships and port infrastructure.

Since 2011, with the integration of Europorte Services, Socorail has developed a service offering for rail infrastructure managers, consisting of traffic management and railway maintenance. Over the last few years, these activities have expanded considerably since Socorail was awarded the delegated management contracts for the ports of Dunkirk, Nantes Saint Nazaire, Bordeaux, Strasbourg and La Rochelle, in addition to the maintenance contract for the ports of Le Havre and Rouen. In 2014, Socorail continued its expansion with wagon maintenance services. This new business complements its logistics activities on industrial sites and local services.

The delegated port infrastructure management sector is Socorail's main business, accounting for 36% of its 2014 revenue, followed by oil/hydrocarbon refining with 25%. The contributions from chemicals and services to the French railway network and port terminals were 13% and 9%, respectively.

c) Europorte Proximité (EPP)

Europorte Proximité operates 80 km of lines around the branch at Gray, in eastern France, where there is also a maintenance workshop for diesel locomotives. EPP maintains its own rolling stock and that of Europorte France.

d) Bourgogne Fret Service

Europorte has set up a local railway operator in partnership with its customer Cerevia (a union of agricultural cooperatives) to offer other customers or train operators a way to collect grain along secondary lines. Bourgogne Fret Services, which began operations in July 2013, is designed to make better use of Europorte's resources while offering Cerevia a logistics system that will allow it to form strategic alliances and increase its zone of influence. In 2014, Bourgogne Fret Service expanded its freight forwarder offering to include inland waterway barges on the axis Saone/Rhone.

e) Europorte Channel

Europorte Channel was created to provide cross-Channel integrated operations, including freight train traction between the two tunnel terminals of the Tunnel, the multimodal transport of goods through the Tunnel and the ground operations of rail freight passing through Fréthun. Then, with the Group's development and in the interests of the organisation's rationalisation, these activities have been taken up, over time, by various entities of the Group and continue to be provided by these entities.

6.3.3 EUROPORTE'S ACTIVITIES IN THE UNITED KINGDOM

GB Railfreight (GBRf) is the United Kingdom's third largest rail freight operator employing some 626 staff and generating turnover of €151 million in 2014. Its activities cover all rail freight service segments, both short and long haul: intermodal combined transport, bulk traffic (including coal), infrastructure equipment, rail industry services, construction materials, petrochemicals and metals, and general commodities.

As a result of the business relationship established with energy suppliers Drax Power and more recently with E-On Energy, GBRf is the first company to transport biomass as an alternative to coal in the United Kingdom. It has also been a major supplier to the Crossrail project, the suburban rail network of more than 100 km which will serve London and its environs from 2018.

The company has long-term contracts in place for the majority of its customers. During 2014, the company renewed several of its existing contracts, most notably with British Gypsum, Drax Power, PetroChem Carless, EDF Energy and Rio Tinto Alcan. The company has also secured a major new contract with Aggregate Industries for the transport of aggregates.

Serco, the future operator in 2015 of the sleeping car night service, the Caledonian Sleeper, between London (Euston station) and five Scottish cities, entrusted train traction to GB Railfreight.

The main sectors of GBRf's activity are summarised below:

Bulk transport

Bulk transport services represented 49% of GBRf's revenue in 2014. The transport of coal between ports and power stations represents half of this activity and is complemented by a service transporting biomass.

Intermodal transport

The transport of containers is the second largest sector of activity for GBRf (21% of revenue) after bulk transport. This sector is largely concentrated on services out of the Port of Felixstowe, the UK's major container port. GBRf is the main rail operator from the port.

This sector is particularly susceptible to the economic environment since it is linked to the level of imports and exports to and from the United Kingdom. The planned extension to the Port of Felixstowe represents an opportunity to develop GBRf's container services.

Infrastructure services

Infrastructure maintenance activities whereby the company transports equipment to and evacuates waste material from infrastructure construction sites represented 25% of revenue in 2014.

GBRf's long-term strategy is based on differentiating itself from its competitors in terms of quality of service and safety management, and has three main strands:

- Organic growth: the company's strategy is to continue developing its business in the infrastructure modernisation and bulk transport sectors, by building on existing contractual agreements and winning new business. In particular, GBRf is looking to expand its business of transporting biomass and to benefit from the development of this product as an alternative to coal in the UK power generation sector.
- Rolling stock: GBRf continues to invest in new material, and in 2014 acquired 21 new class 66 locomotives in order to support its growth and maintain service quality. At the end of 2014, 11 of these Class 66 locomotives had been refinanced.
- GBRf seeks to offer optimal working conditions to its employees, thereby ensuring that it retains the expertise needed to maintain the high level of service quality expected by its customers.

Furthermore, in conjunction with Europorte France, GBRf continues to promote cross-Channel rail freight traffic.

6.4. OTHER ACTIVITIES

6.4.1 EURO CAREX

The Eurotunnel Group is involved in the Euro Carex project via its subsidiary London Carex Limited. Faced with ever stricter environmental constraints and rising fuel prices, Paris CDG, Amsterdam Schipol, Lyon St Exupéry and Liège airports linked up with logistics companies including FedEx, TNT and La Poste to try to encourage a transfer of air freight onto the European high-speed railway network. London Carex is part of this umbrella organisation, the Euro Carex Association, tasked with developing the British end of the network. The Carex concept is similar to a cargo aircraft running on rail: high-speed trains that have been modified to carry air freight containers. A full-scale trial was carried out in March 2012 with a Carex TGV carrying parcels from Lyon St-Exupéry to London St Pancras with a stop at Roissy-CDG. The trial proved the concept to the satisfaction of all Carex partners. In 2013, London Carex continued its studies into setting up a branched terminal on HS1 and, under the aegis of Euro Carex, coordinated the drafting of specifications, notably examining the conversion of high-speed passenger wagons that have reached the end of their commercial life into freight wagons, as is the case in the aviation industry. In 2014, Euro Carex (Liège) carried out a detailed survey (financed by the European Commission) relating to terminal settings, including air security. Euro Carex (Lyon) also published the results of a survey concerning handling on the terminal.

6.4.2 ELECLINK

Via its subsidiary GET Elec Limited, the Eurotunnel Group joined forces with European venture capital company Star Capital Partners in 2011 to create ElecLink Limited, a joint venture 49% owned by GET SE and 51% by Star Capital. The ElecLink project aims to lay a new electricity interconnector between the French and British grids by running two direct current cables through the Tunnel. The project fits in with the European policy to develop infrastructure between member states and will provide a completely secure way to optimise electricity transmission.

After having signed in 2013 the connection offers with the two electricity transmission public network, the British National Grid and the French Réseau de Transport d'Electricité, the company obtained in 2014, from the regulatory authorities in both countries and from the European Commission, the regulatory exemption allowing it to trade for 25 years and offer long-term contracts, of a 20-year maximum duration. ElecLink therefore launched in November 2014, a phase of expression of interest during which almost 40 market players expressed interest in being awarded long-term interconnection capacity. These long contracts represent up to 80% (800 MW) of the interconnection. The remaining 20% will be marketed in the form of short-term contracts to electricity transmission networks, trading or investment companies. As soon as the construction contracts for the two converter and cable installation stations have been awarded, work will begin in 2015. The interconnection is expected to be in service in 2018.

This project represents an investment as described in Chapter 5 of this Registration Document.

6.5. DEPENDENCY

Other than the material agreements described in chapter 22 of this Registration Document, the Eurotunnel Group's business activity is not dependent on any industrial, commercial or financial contract. Furthermore, the Eurotunnel Group's business is not dependent on any patent or licence agreement.

7. ORGANISATIONAL STRUCTURE

The Group, of which Groupe Eurotunnel SE (GET SE) is the parent company, is organised around the following three business sectors:
- the Fixed Link segment;
- the Europorte segment; and
- the MyFerryLink maritime segment.

7.1. FIXED LINK

France Manche SA (FM) and The Channel Tunnel Group Limited (CTG) are the Concessionaires of the Tunnel. These two companies, whose shares are twinned, have formed a partnership operating under the Eurotunnel name. FM and CTG are the borrowing entities under the current bank financing agreements.

Eurotunnel Services GIE (ESGIE) and Eurotunnel Services Limited (ESL) employ and manage the personnel of the Eurotunnel Group, essentially for the activities of the Concession. The Centre International de Formation Ferroviaire de la Côte d'Opale (CIFFCO), provides professional training services in the rail sector and undertakes any activity leading directly or indirectly to the development of the business of a provider of professional training.

Eurotunnel SE heads the distribution in Continental Europe (excluding France) of the Truck Shuttle Service activity.

Eurotunnel Financial Services Limited is authorised by the Financial Services Authority to resell insurance products offered to passengers when they make their reservations. CTG acts as a representative of Eurotunnel Financial Services Limited for these requirements.

Gamond Insurance Company Limited, a subsidiary entirely controlled by CTG, is registered in Guernsey and its sole purpose is to provide the Eurotunnel Group with insurance against acts of terrorism. Gamond Insurance Company Limited takes out reinsurance with Pool Re. Eurotunnel Trustees Limited is no longer active.

7.2. EUROPORTE

The subsidiaries of the holding company Europorte SAS are as follows:
- The French subsidiaries of Europorte SAS: Europorte France (EPF), Europorte Proximité (EPP), Socorail and Europorte Channel (EPC);
- EuroSco, incorporated to optimise management of the rolling stock belonging to the Europorte companies;
- GB Railfreight Limited (GBRf), a freight operator in the United Kingdom; and
- Bourgogne Fret Services, jointly owned with Cérévia.

7.3. MARITIME ACTIVITIES

The maritime activity comprises the hiring out of the ship and the marketing of cross-Channel crossings. It is headed by Euro-Transmanche Holding SAS and includes:
- the entities that own the boats (Euro-TransManche, Euro-TransManche 3Be, Euro-TransManche 3NPC); and
- MyFerryLink SAS which deals with the marketing activity.

As mentioned in section 20.8.2 of this Registration Document, the Eurotunnel Group has decided to find a buyer for MyFerryLink SAS and the Euro-TransManche companies following the decision by the CAT on 9 January 2015.

7.4. OTHER

The corporate purpose of Euro-Immo GET SAS, a subsidiary of Société Immobilière et Foncière Eurotunnel (SIFE), is the management and development of property assets, and the performance of associated activities.

Eurotunnel Developments Limited and its subsidiary Orbital Park Limited were responsible for the development of all property in the United Kingdom which was not used in connection with the operation of the System. These companies are no longer active.

The Cheriton Resources companies are finance or investment companies, mostly inactive. London Carex Limited is involved in a potential project for the development of rail freight in the United Kingdom, as explained in section 6.4 of this Registration Document.

GET Elec Limited acts as holding company for the Group's stake in the ElecLink project, as indicated in section 6.4 of this Registration Document.

The transactions to buy floating rate notes described in note P.1 to the consolidated financial statements in paragraph 20.3.1 of this Registration Document, were carried out by Eurotunnel Agent Services Limited.

7.5. FLOWS BETWEEN THE COMPANIES OF THE GROUP

Various agreements have been entered into between GET SE and its subsidiaries (provision of services and financing) to structure the following operational and financing flows:

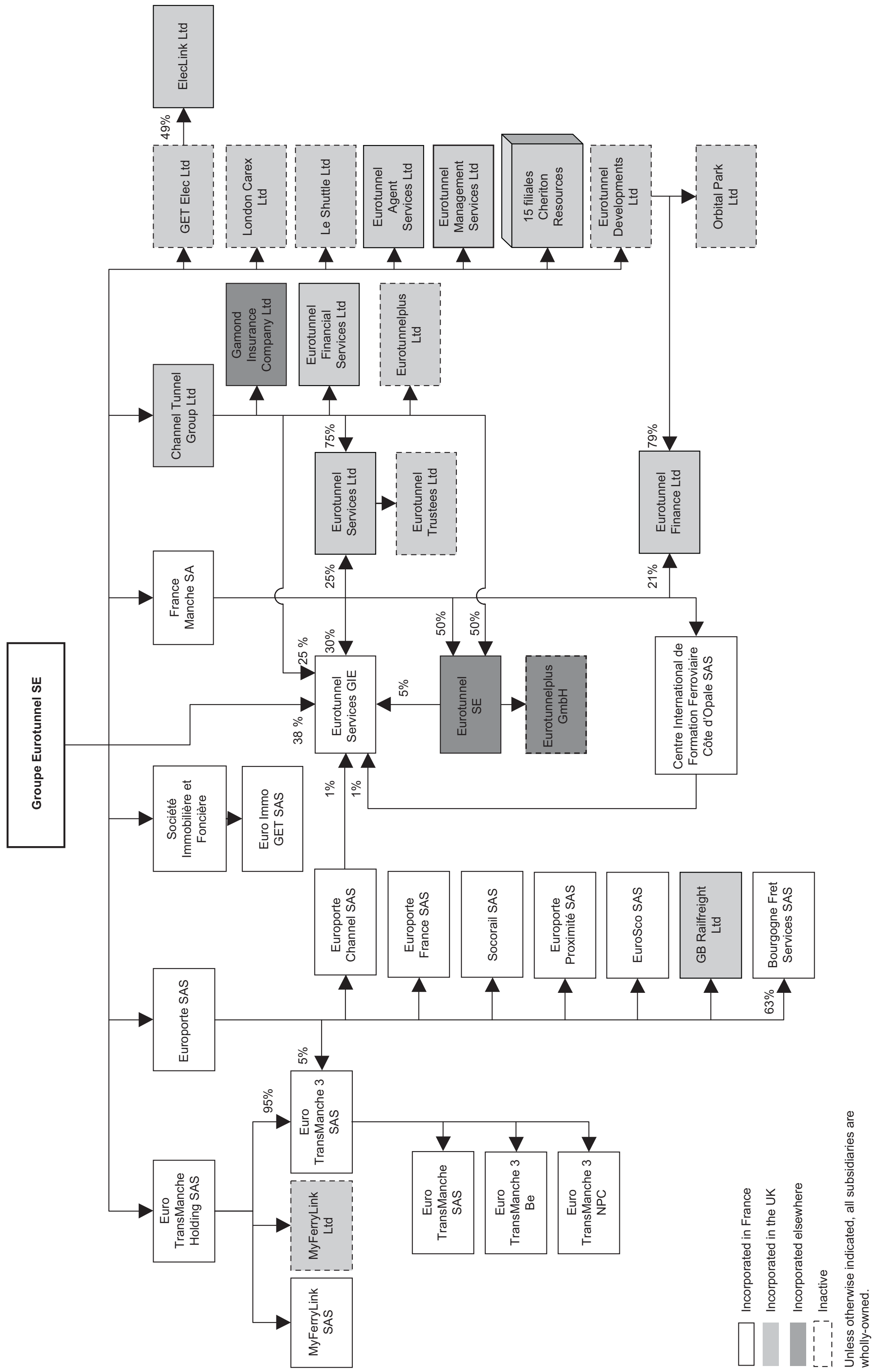
Concerning operational flows, GET SE undertakes, on behalf of its subsidiaries, various services which include financing and administrative management or general strategy. The cost of these services is equally shared between FM and CTG, in accordance with article 19 of the Concession Agreement under which the two Concessionaires share equally at cost price, all expenses and all revenues from the Fixed Link for the period during which they operate. GET SE also charges its services to the other operating subsidiaries of the Group (Euro-TransManche Holding SAS and Europorte SAS), as "management charges" which correspond to head office charges and services provided for the needs and the development of its subsidiaries.

The financial flows between GET SE and its subsidiaries fall within three categories:
- flows resulting from debts and receivables created under the 2007 financial restructuring of the Group, as governed by the Master Intra group Debt Agreement (MIGDA) as described in chapter 22 hereafter;
- flows relating to the financing of GET SE's activities by the Concessionaires;
- flows put in place in order to finance new businesses.

Specific loans have also been set up for the purposes of financing the business of GET ElecLink Ltd and EASL.

7 ORGANISATIONAL STRUCTURE

Simplified organisational structure of the Eurotunnel Group



8. PROPERTY, PLANT AND EQUIPMENT

8.1. EUROTUNNEL GROUP'S PROPERTY, PLANT AND EQUIPMENT

On 31 December 2014, the Eurotunnel Group owned or was using the following property, plant, equipment and other moveable assets:

Gross value *(€000)*	**2014**	**2013**
Concession property, plant and equipment		
Tunnels	6,549,501	6,549,501
Terminals, and related land and buildings	2,071,925	2,071,725
Fixed equipment and machinery	3,258,580	3,283,923
Rolling stock	2,018,928	2,012,800
Office equipment	107,649	108,709
Assets in the course of construction	69,597	52,970
Other property, plant and equipment		
Property, plant and equipment	273,822	234,587
Total	**14,350,002**	**14,314,215**

The net book value of property, plant and equipment is set out in note N to the consolidated financial statements contained in paragraph 20.3.1 of this Registration Document.

The Eurotunnel Group's Concession property, plant and equipment comprised the land and works required for the operation of the Tunnel pursuant to the Concession Agreement in France and the United Kingdom. It includes the railway infrastructure (tunnels, tracks, fixed equipment, rolling stock, roads, networks etc.), the Passenger and Truck Service terminals and the office buildings in Coquelles and Folkestone, as well as various maintenance buildings and workshops.

In France, all immoveable property, plant and equipment cited in the Concession Agreement is the property of the French State and will revert to it upon expiry of the Concession period in 2086. In the United Kingdom, the government has required CTG to transfer to it the title to freehold land and property acquired for the purpose of construction and operation of the Tunnel and in exchange has granted leases for the duration of the Concession Agreement.

Upon expiry of the Concession Agreement, the interests of CTG and FM (in their capacity as Concessionaires) in all moveable property and intellectual property rights necessary for the operation of the Tunnel pursuant to the Concession Agreement will become, without consideration, the joint property of the two States.

Other property, plant and equipment is principally composed of the rolling stock fleet belonging to Europorte and its subsidiaries and the ferries owned by the Euro-Transmanche companies.

In addition, the Eurotunnel Group owns various plots of land as part of its property development activities, described in chapter 6 of this Registration Document.

Moveable assets owned by the Eurotunnel Group comprised mainly office equipment, IT equipment, vehicles and furniture.

Investments are described in section 5.2 of this Registration Document.

The security interests in the Eurotunnel Group's fixed and moveable property granted in connection with the Term Loan are described in paragraph 22.4.2 of this Registration Document and in notes U and Z to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

8.2. ENVIRONMENTAL CONSTRAINTS

Environmental constraints are described in chapter 17 of this Registration Document.

9. REVIEW OF FINANCIAL RESULTS

Pursuant to EC Regulation 1606/2002 of 19 July 2002 on the application of international accounting standards, the consolidated financial statements of GET SE for the financial year ended 31 December 2014 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union at 31 December 2014.

Pursuant to article 28-1 of EC Regulation 809/2004, the comparison of the results of the Eurotunnel Group for the financial years ended 31 December 2012 and 31 December 2013 as found in chapter 9 of the 2012 and 2013 Registration Documents respectively, and the financial statements relating to the years ended 31 December 2012 and 31 December 2013 as found in paragraph 20.3.1 of the 2012 and 2013 Registration Documents respectively, are included by way of reference in this Registration Document.

The following information relating to Groupe Eurotunnel SE's financial situation and consolidated results must be read in conjunction with the consolidated financial statements contained in paragraph 20.3.1 of this Registration Document.

9.1. SIGNIFICANT FACTORS THAT HAVE OR COULD HAVE A MATERIAL INFLUENCE ON THE GROUP'S OPERATING REVENUE

The main factors with an impact on revenue are described in chapters 4 and 6 of this Registration Document.

9.2. COMPARISON OF FINANCIAL YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2014

In order to enable a better comparison between the two years, the 2013 consolidated income statement presented in this section has been recalculated at the exchange rate used for the 2014 income statement of £1=€1.258.

9.2.1 SUMMARY

The Group's consolidated revenues in 2014 amounted to €1,207 million, an increase of €84 million (+7%) compared to 2013. Operating costs totalled €709 million, an increase of €52 million (+8%). EBITDA reached €498 million, an improvement of €32 million (+7%) compared to 2013, €26 million of which was generated by the Fixed Link segment and €10 million by the MyFerryLink segment whilst the Europorte segment reduced by €4 million. The operating profit increased by €32 million to €334 million. The Eurotunnel Group's result before tax for the 2014 financial year was a profit of €56 million, an improvement of €26 million compared to 2013, of which €8 million was generated by the Fixed Link, €13 million by MyFerryLink and €5 million by Europorte.

The net result after tax for 2014 was a profit of €57 million, compared to €111 million in 2013 which included a net tax credit of €81 million arising from the initial recognition of a deferred tax asset at 31 December 2013.

Free Cash Flow[(1)] of €155 million was generated in 2014 compared to €129 million in 2013, an increase of €26 million. At 31 December 2014, the Group held cash balances of €385 million (€277 million at 31 December 2013).

(1) *The calculation of Free Cash Flow is shown in section 10.9 of this Registration Document.*

€ MILLION	2014	2013 restated(*)	Variance	2013 published
Exchange rate €/£	**1.258**	**1.258**		**1.187**
Fixed Link	847	802	+6%	779
Europorte	267	247	+8%	239
MyFerryLink	93	74	+25%	74
Revenue	**1,207**	**1,123**	**+7%**	**1,092**
Fixed Link	(353)	(334)	+6%	(327)
Europorte	(251)	(227)	+11%	(220)
MyFerryLink	(105)	(96)	+9%	(96)
Operating costs	**(709)**	**(657)**	**+8%**	**(643)**
Operating margin (EBITDA)	**498**	**466**	**+7%**	**449**
Depreciation	(166)	(166)	=	(166)
Trading profit	**332**	**300**	**+11%**	**283**
Other net operating income	2	2	=	2
Operating profit (EBIT)	**334**	**302**	**+11%**	**285**
Share of result of equity-accounted companies	(1)	(1)	=	(1)
Net finance costs	(272)	(277)	−2%	(269)
Net other financial (charges)/income	(5)	6		5
Pre-tax profit	**56**	**30**	**+89%**	**20**
Income tax income/(expense)	1	81		81
Profit for the year	**57**	**111**		**101**

* *Restated at the rate of exchange used for the 2014 income statement (£1 =€1.258).*

The evolution of the pre-tax result by segment compared to 2013 is presented below:

€ MILLION *Improvement/(deterioration) of result*	Fixed Link	Europorte	MyFerryLink	Total Group
Pre-tax result: 2013 restated at the 2014 exchange rate	**+53**	**+8**	**(31)**	**+30**
Improvement/(deterioration) of result:				
Revenue	+45	+20	+19	**+84**
Operating expenses	(19)	(24)	(9)	**(52)**
EBITDA	**+26**	**(4)**	**+10**	**+32**
Depreciation	(2)	–	+2	**–**
Trading result	**+24**	**(4)**	**+12**	**+32**
Other net operating income/(charges)	(8)	+8	–	**–**
Operating result (EBIT)	**+16**	**+4**	**+12**	**+32**
Net financial charges and other	+7	(1)	(1)	**+5**
Net other financial charges	(15)	+2	+2	**(11)**
Total changes	**+8**	**+5**	**+13**	**+26**
Pre-tax result for 2014	**+61**	**+13**	**(18)**	**+56**

9.2.2 FIXED LINK CONCESSION SEGMENT

The Group's core business is the Channel Tunnel Fixed Link Concession which operates and directly markets its Shuttle Services and also manages the circulation of High-Speed Passenger Trains (Eurostar) and the Train Operators' Rail Freight Services through its Railway Network. This segment also includes the Group's corporate services.

€ MILLION	2014	2013	Variance
Exchange rate €/£	**1.258**	**1.258**	
Shuttle Services	527	491	+7%
Railway Network	305	298	+3%
Other revenue	15	13	+14%
Revenue	**847**	**802**	**+6%**
External operating costs	(196)	(186)	+6%
Employee benefits expense	(157)	(148)	+6%
Operating costs	**(353)**	**(334)**	**+6%**
Operating margin (EBITDA)	**494**	**468**	**+5%**
EBITDA/revenue	*58.2%*	*58.4%*	*– 0.2pts*

a) Fixed Link Concession revenues

Revenue generated by this segment, which in 2014 represented 70% of the Group's total revenue, increased by 6% compared to 2013, to €847 million.

i) Shuttle Services

Traffic (number of vehicles)	2014	2013	Change
Truck Shuttle	1,440,214	1,362,849	+6%
Passenger Shuttle:			
Cars(*)	2,572,263	2,481,167	+4%
Coaches	63,059	64,507	– 2%

* *Includes motorcycles, vehicles with trailers, caravans and motor homes.*

Shuttle Services' revenue for 2014 amounted to €527 million, up 7% (€36 million) compared to the previous year.

Truck Shuttle

The cross-Channel Short Straits truck market grew strongly in 2014, up by an estimated 8% compared to 2013, and passed the pre-economic crisis level of 2007. In a market in which competition has increased, the Fixed Link's truck traffic increased by 6% and its market share was at 37.8% for the year.

Passenger Shuttle

The cross-Channel Short Straits car market grew by approximately 1.5% in 2014. Due to the stronger increase in the number of cars transported by the Passenger Shuttles (+4%), the market share for the car activity increased by one point to 51.5%.

The cross-Channel Short Straits coach market recorded growth of approximately 3% compared to 2013, and the Fixed Link's share of the coach market reduced by two points to 39.5%.

ii) Railway Network

Traffic	2014	2013	Change
High-Speed Passenger Trains (Eurostar):			
Passengers(*)	10,397,894	10,132,691	+3%
Train Operators' Rail Freight Services(**):			
Number of tonnes	1,648,047	1,363,834	+21%
Number of trains	2,900	2,547	+14%

* *Only passengers travelling through the Channel Tunnel are included in this table, excluding those who travel between Paris-Calais and Brussels-Lille.*

** *Rail freight services by train operators (DB Schenker on behalf of BRB, the SNCF and its subsidiaries, and Europorte) using the Tunnel.*

The Eurotunnel Group earned revenues of €305 million in 2014 from the use of its Railway Network by Eurostar's High-Speed Passenger Trains and by the Train Operators' Rail Freight Services, an increase of 3% compared to 2013.

In 2014, the number of Eurostar passengers using the Tunnel increased by 3% compared to 2013.

The number of rail freight trains increased by 14%, mainly due to an increase in intermodal transport and to the favourable impact of ETICA (Eurotunnel Incentive for Capacity Additions), the financial assistance scheme to start up new services.

b) Fixed Link Concession operating costs

The Fixed Link segment's operating costs amounted to €353 million in 2014, an increase of 6% compared to 2013. Of the €19 million increase, approximately two-thirds was directly related to the increase in the Concession's operational activity and the remainder was due to expenditure on non-recurring projects.

9.2.3 EUROPORTE SEGMENT

The Europorte segment covers the entire rail freight transport logistical chain in France and the UK. It includes GBRf in the UK, Europorte France and Socorail.

€ MILLION	2014	2013	Variance
Exchange rate €/£	**1.258**	**1.258**	
Revenue	267	247	+8%
External operating costs	(155)	(140)	+11%
Employee benefits expense	(96)	(87)	+10%
Operating costs	**(251)**	**(227)**	**+11%**
Operating margin (EBITDA)	**16**	**20**	**– €4m**

a) Europorte revenues

The increase of €20 million in Europorte's revenues (8%) has been generated mainly by new contracts started in 2014 and by the extension of the Network Rail contract in the United Kingdom.

b) Europorte operating costs

Operating costs increased by 11% reflecting both the growth in activity as well as the additional costs resulting from the start-up of several new contracts during 2014.

9.2.4 MYFERRYLINK SEGMENT

The Eurotunnel Group's maritime subsidiaries "MyFerryLink" lease their three ships to SCOP (an operating company outside the Eurotunnel Group) and market the cross-Channel crossings for tourist and freight vehicles. The Group's three ferries operate on the cross-Channel Short Straits market between Dover and Calais.

€ MILLION	2014	2013	Variance
Revenue	93	74	+25%
Operating costs	(105)	(96)	+9%
Operating margin (EBITDA)	**(12)**	**(22)**	**+€10m**

a) MyFerryLink revenues

Traffic	2014	2013	Change
Freight	399,453	326,274	+22%
Cars(*)	337,654	316,811	+7%
Coaches	1,570	721	+118%

* *Includes motorcycles, vehicles with trailers, caravans and motor homes.*

The segment generated revenues of €93 million in 2014 (of which €12 million was from the lease of the ferries), an increase of 25% compared to 2013. MyFerryLink's freight activity increased its market share to 10.3% for the year and the market share for the car activity was 6.9%.

b) MyFerryLink operating costs

Operating costs of €105 million for 2014 mainly comprise the purchase of ferry crossings from SCOP, port fees linked to traffic transported (€19 million) and commercial and administrative costs.

The segment's operating margin improved by €10 million (47%) compared to 2013, reflecting the improved load factors.

9.2.5 OPERATING MARGIN (EBITDA)

EBITDA by business segment evolved as follows:

€ MILLION	Fixed Link	Europorte	MyFerryLink	Total Group
EBITDA 2013	468	20	(22)	**466**
Improvement/(deterioration):				
Revenue	+45	+20	+19	**+84**
Operating costs	(19)	(24)	(9)	**(52)**
Total	**+26**	**(4)**	**+10**	**+32**
EBITDA 2014	**494**	**16**	**(12)**	**498**

At €498 million in 2014, the Group's operating margin improved by €32 million compared to 2013: an improvement of €26 million for Fixed Link and €10 million for MyFerryLink whilst Europorte decreased by €4 million.

9.2.6 OPERATING PROFIT (EBIT)

Depreciation charges remained stable at €166 million in 2014.

Net other operational income of €2 million includes charges of €8 million mainly relating to legal and advisory fees and income of €10 million which consists essentially of the receipt of a severance payment on a property contract for the Europorte segment (€9 million).

The operating profit for the 2014 financial year was €334 million, an improvement of €32 million compared to 2013.

9.2.7 PRE-TAX PROFIT

At €272 million in 2014, net finance costs decreased by €5 million compared to 2013 as a consequence of the decrease in inflation rates and the resulting effect on the nominal value of the index-linked tranche of the debt.

"Net other financial income and charges" in 2014 included net exchange losses of €12 million compared to a net loss of €1 million in 2013 principally arising from unrealised exchange differences generated by the impact of the appreciation of sterling against the euro on the revaluation of intra-group balances in sterling held by French subsidiaries. These intra-group balances arise primarily from funding flows between the Concessionaires and GET SE where a deterioration of latent exchange losses would arise from an increase in sterling. This line also includes interest receivable on the floating rate notes of €7 million (2013: €7 million).

The Eurotunnel Group's consolidated result before tax for the 2014 financial year was a profit of €56 million, an increase of €26 million compared to 2013 at a constant exchange rate.

9.2.8 NET RESULT

In 2014, income tax expense included a charge of €2 million relating to tax on dividends (3% of the €81 million dividend paid in 2014), an income tax charge of €2 million and a net deferred tax credit of €5 million.

The consolidated result after tax for the Eurotunnel Group for the 2014 financial year was a profit of €57 million. At 31 December 2013 the Group accounted for the initial recognition of deferred tax in its consolidated accounts which gave rise to a credit for a net deferred tax asset of €83 million.

10. CASH FLOW AND SHARE CAPITAL

10.1. INFORMATION CONCERNING THE EUROTUNNEL GROUP'S SHARE CAPITAL

Information concerning the Eurotunnel Group's share capital is set out in note Q of GET SE's consolidated financial statements contained in paragraph 20.3.1 of this Registration Document.

In 2007, the Moody's credit rating agency assigned a rating of Baa2 to GET SE which remains in effect at the date of this Registration Document.

10.2. CASH FLOWS IN 2014 AND 2013

In order to enable a better comparison between the two years, the 2013 cash flow presented in this section has been recalculated at the exchange rate used for the statement of financial position at 31 December 2014 of £1=€1.284.

€ MILLION	2014	2013 restated(*)	Variance	2013 published
Exchange rate €/£	**1.284**	**1.284**		**1.199**
Net cash inflow from trading	498	467	+31	459
Other operating cash flows and taxation	4	(6)	+10	(6)
Net cash inflow from operating activities	**502**	**461**	**+41**	**453**
Net cash outflow from investing activities	(77)	(48)	(29)	(49)
Net cash outflow from financing activities	(329)	(389)	+60	(380)
Increase in cash in year	**96**	**24**	**+72**	**24**

* *Restated at the rate of exchange used for the statement of financial position at 31 December 2014 (£1=€1.284).*

In total, the net cash inflow in 2014 was €96 million, compared to a net cash inflow of €24 million in 2013, an improvement of €72 million.

a) Cash flow from operating activities

Net cash inflow from trading in 2014 increased by €31 million at a constant exchange rate compared to 2013, to €498 million. After net other operating receipts and taxation payments of €4 million, the net cash inflow from operating activities increased by €41 million to €502 million in 2014. This is explained mainly by:

- a net increase of €25 million for the Fixed Link activity (increase of €44 million in receipts and €19 million in operating costs);
- a net increase of €2 million in Europorte's operating cash flows; and
- a net operating cash outflow from the MyFerryLink segment's activity of €14 million in 2014 compared to the net cash outflow of €18 million in 2013.

b) Cash flow from investing activities

Net cash flow from investing activities increased from €48 million in 2013 (restated at 2014 exchange rate) to €77 million in 2014. The net cash flow from investing activities in 2014 included:

- €40 million relating to the Fixed Link (2013: €35 million) of which €9 million was spent on replacing rail in the Tunnel and €8 million on the GSM-R project,
- net payments of €31 million for Europorte as part of the acquisition new locomotives in the UK and France to develop the activity. This investment of €87 million was financed by sale and lease back transactions totalling €56 million, and
- net payments of €5 million relating to the Group's investment in ElecLink Limited.

c) Cash flow from financing activities

Net cash outflow from financing activities in 2014 amounted to €329 million compared to €389 million in 2013. During 2014, it comprised mainly:

- €247 million of interest paid on the Term Loan and associated hedging transactions (2013 restated: €249 million),
- €34 million paid in respect of scheduled repayments on the Term Loan (2013 restated: €47 million),
- €81 million paid in dividends (2013: €65 million),
- €22 million received from the drawdown of the loan taken out for the partial refinancing of locomotives purchased by Europorte,
- €3 million received in relation to the exercise of share options,

- interest received totalling €9 million of which €6 million was in respect of the floating rate notes owned by the Group (2013: €8 million of which €6 million was in respect of the floating rate notes).

10.3. BORROWING CONDITIONS AND FINANCING STRUCTURE OF THE EUROTUNNEL GROUP

The financing structure of the Eurotunnel Group is set out in section 22.4 of this Registration Document.

10.4. RESTRICTIONS ON THE USE OF CAPITAL RESOURCES

The restrictions resulting from the financial covenants provided in the Term Loan are described in section 22.4 of this Registration Document.

10.5. SOURCES OF FUNDS FOR FUTURE INVESTMENTS

Significant future investments for the Fixed Link are expected to be self-funded. Acquisition of rolling stock for Europorte may be funded by external loans or sale and leaseback operations.

With a view to financing Terminal 2015 works and the purchase of three new Shuttles, as described in chapter 5 of this Registration Document, the Group decided in 2014 to place €23 million in an account for investment expenses called the "Capex Reserve" which is referred to in section 22.4.1 of this Registration Document, bringing the balance of this account to a total of €45 million.

10.6. DEBT SERVICE COVER RATIOS

Pursuant to the terms of the Term Loan, the Eurotunnel Group is required to meet the following financial covenants:

- At each half-year closure, the debt service cover ratio may not be less than 1.10. For the purposes of this test, the ratio is calculated, on a rolling 12 month period, on a consolidated basis taking into account (i) as regards the calculation of available cash flow for the servicing of debt, the borrowers and guarantors in connection with the Senior Facilities, and (ii) as regards the calculation of debt servicing, the Eurotunnel Group. Failure to meet this financial covenant amounts to one of the events of default and accelerated payment as described in note U of the consolidated financial statements contained in paragraph 20.3.1 of this Registration Document.
- At each six-monthly test date after 31 December 2007, the ratio of operating cash flow to the total synthetic debt service on the Term Loan may not be less than 1.25. For the purposes of this test, the ratio is calculated taking into account the hypothetical amortisation on the Term Loan and on the basis of a rolling 12 month period prior to the date of the test. Failure to meet this ratio on a six-monthly testing date would lead to restrictions on the use of the Group's excess available cash flow on the date of the next interest payment on the Term Loan until such time as the test is met once again. These restrictions include, in particular, the ability of the Eurotunnel Group to pay dividends and to finance new activities. Failure to meet this test on three consecutive six monthly testing dates would trigger a prepayment event, under which the Group's excess available cash flow would have to be used towards prepayment of the Term Loan until the testing date on which the ratio is met once again.

The debt service cover ratio and the synthetic service cover ratio for Groupe Eurotunnel SE at 31 December 2014 were 1.76 and 1.58 respectively, and thus the financial covenants for the period were respected.

10.7. LONG TERM DEBT TO ASSET RATIO

The Group defines its Long Term Debt to Asset Ratio as the ratio between long-term financial liabilities less the value of the floating rate notes held by the Group as a percentage of tangible fixed assets. At 31 December 2014, the ratio was 60.2% compared to 59.3% at 31 December 2013 (restated at the exchange rate at 31 December 2014).

€ MILLION		31 December 2014	31 December 2013 restated	31 December 2013 published
Exchange rate €/£		**1.284**	**1.284**	**1.199**
Long-term financial liabilities	A	4,040	4,026	3,890
Other financial assets: floating rate notes	B	156	156	151
Long-term financial liabilities less other financial assets	**A-B=C**	**3,884**	**3,870**	**3,739**
Tangible fixed assets: property, plant and equipment(*)	D	6,450	6,531	6,529
Long-Term Debt to Asset Ratio	**C/D**	**60.2%**	**59.3%**	**57.3%**

* *Concession fixed assets are converted using historic exchange rates.*

10.8. NET DEBT TO EBITDA RATIO

The Group defines its Net Debt to EBITDA Ratio as the ratio between financial liabilities less the value of the floating rate notes and cash and cash equivalents held by the Group, and consolidated EBITDA. At 31 December 2014, the ratio was 7.1 compared to 7.8 at 31 December 2013.

€ MILLION	31 December 2014	31 December 2013
Non-current financial liabilities	4,040	3,889
Current financial liabilities	44	40
Total financial liabilities	**4,084**	**3,929**
Floating rate notes	(156)	(151)
Cash and cash equivalents	(385)	(277)
Net Debt	**3,543**	**3,501**
EBITDA	498	449
Net Debt/EBITDA	**7.1**	**7.8**
Statement of financial position exchange rate €/£	*1.284*	*1.199*
Income statement exchange rate €/£	*1.258*	*1.187*

10.9. FREE CASH FLOW

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 debt service plus interest received (on cash and cash equivalents and other financial assets).

At €155 million in 2014, the Group's Free Cash Flow increased by €27 million compared to 2013 (restated at the exchange rate at 31 December 2014) mainly as a result of the increase in operating cash flow (see paragraph 10.2 above for more details).

€ MILLION	31 December 2014	31 December 2013 restated	31 December 2013 published
Exchange rate €/£	**1.284**	**1.284**	**1.199**
Net cash inflow from operating activities	502	461	453
Net cash outflow from investing activities	(77)	(48)	(49)
Adjustment for the acquisition and rehabilitation of the maritime assets	–	6	6
Interest paid on loans and hedging instruments	(248)	(250)	(242)
Scheduled debt repayments	(35)	(49)	(47)
Interest received	13	8	8
Free Cash Flow	**155**	**128**	**129**

11. RESEARCH AND DEVELOPMENT, TRADEMARKS, PATENTS AND LICENCES

11.1. RESEARCH AND DEVELOPMENT

The high traffic volumes in the System have led the Eurotunnel Group to focus its research and development strategy on the investigation of materials, designs, tools and systems with the potential to extend the life of rails and of the track in the Tunnel and to improve rolling stock performance. The Eurotunnel Group has launched a programme of study for the design of a wind deflector that would combine the functions of the protection provided by the pagodas with energy savings by improving aerodynamics.

Moreover, in order to deal with issues specific to it, the Eurotunnel Group has mobilised its own resources and those of external partners for the purposes of research and development in order to make further improvements and solve the technical uncertainties and obstacles associated with operating outside standard criteria. A number of innovative projects were carried out, such as the installation of catenary infrastructure and automation that allow catenaries to be turned off at the loading platforms without affecting Shuttle operations, the reinforcement of the floors and chassis of Truck Shuttles and a design study for a new generation of Truck Shuttles.

The Group is also a founding member of the Railenium Scientific Cooperation Foundation's board of directors. Railenium is an Institute for Technological Research in the rail industry, selected within the framework of France's economic stimulus plan ("le Grand Emprunt"). It is composed of a Foundation for Scientific Cooperation and a test centre. Railenium's mission is to provide a platform for rail infrastructure research and development, testing, engineering and training. The Foundation pools the work of research bodies and companies to develop research and development programmes in the field of rail infrastructure and systems, which may go as far as industrial prototyping. The Institute's partners include seven research and training organisations, fifteen industrial companies involved in construction, services and engineering, and three infrastructure operators (SNCF Réseau, SNCF and the Eurotunnel Group).

11.2. TRADEMARKS, PATENTS AND LICENCES

11.2.1 TRADEMARKS AND DOMAIN NAMES

The Eurotunnel Group's main trademarks are the nominative, figurative and semi-figurative trademarks that protect the "Eurotunnel" name and the design of the logo. The other trademarks used are registered mainly to protect the corporate names of the Eurotunnel Group companies, such as "France Manche", "Europorte" or "MyFerryLink", and certain brand names, such as "Le Shuttle".

At the date of this Registration Document, the Eurotunnel Group also owns approximately 420 domain names, including "eurotunnel.com".

11.2.2 PATENTS

The Eurotunnel Group has also filed for patents relating to specific aspects of its business.

At the date of this Registration Document, three systems, including that relating to the SAFE stations, are the subject of patents in force filed by FM. Europorte's patent application for a system for transferring sand to train sandboxes was published in 2013, but as the system was not used, the patent protection has been abandoned.

11.2.3 LICENCES

The Eurotunnel Group has no licence granted by a third party allowing it to use a third party's trademark. It has granted a non-exclusive licence to use a patent for an auto-convergent maintenance system for complex high-volume equipment.

12. INFORMATION ABOUT TRENDS

The Eurotunnel Group has been pursuing a development strategy based on long-term value creation for several years now. This strategy, built into various competitiveness improvement plans, is based on the major strengths of the Group:

- a unique expertise as concessionaire of the Fixed Link, a factor that offers great credibility in front of partners;
- an continuously improving service offer;
- an economic model based on solid foundations.

The economic recovery in the United Kingdom accelerates the growth of the trading of goods across the Channel. In 2014, the Short Straits market regained its 2008 pre-crisis levels. This refound momentum opens up prospects for Shuttle Services.

This momentum shall also be sustained in the medium term through investments that aim to increase the number of Truck Shuttles and the availability of rolling stock and to improve traffic flows.

The Group has the means, through the Terminal 2015 project (an investment of €30 million) and the order of three new Truck Shuttles (€40 million), to cope with the expected growth in truck traffic. The projects for the expansion of the Coquelles and Folkestone terminals are progressing in line with the allocated budgets and with the schedule for an opening expected in 2015.

Beyond the short or medium term, the Group is preparing for its future and, as part of a collaborative long-term approach, the Vision 2020 project is organising the Fixed Link's teams in preparation for 2020. The challenges ahead are grouped into seven themes on which seven working groups are working in order to bring innovative solutions to make this ambitious project a success. Within the context of this collaborative Vision 2020 approach, the Group has set itself the objective of receiving, by 2020:

- 2 million trucks, compared with 1.4 million in 2014;
- 3 million cars, compared with 2.5 million in 2014;
- 5,000 rail freight trains, compared with 2,900 in 2014;
- 13.5 million high-speed train passengers, compared with 10.4 million in 2014.

The Eurotunnel Group shall focus on strengthening its growth drivers in 2015, while at the same time reaffirming the priorities of safety and service quality. The leading private rail freight operator in France and the UK, the Europorte segment operates across the entire rail transport logistics chain. Five years after it was established, the subsidiary of Groupe Eurotunnel SE relies on the quality of its service, its reliability and its punctuality, to develop its business at a steady pace. Following the decision of the Competition Appeal Tribunal on 9 January 2015 confirming the decision that prohibited Eurotunnel from operating a ferry service out of Dover, the Group has decided to put its maritime business up for sale.

Since the Group does not limit its view of success to economic performance, through the introduction of its CSR policy taken to the highest levels of the business and the introduction of a composite index, the Eurotunnel Group is committed to the environmental, social and societal dimension of its activity. The Eurotunnel Group's objective is overall value creation. The performance of its operations is not limited to the technical field but can also be seen in terms of security, upholding ethical principles, dialogue with stakeholders, environmental added value, social integration and contribution to local development.

The anticipated evolution of the Group's business, together with the implementation of its investment policy, enables the Group to set the financial objective of an EBITDA of €535 million for 2015 and €580 million for 2016 (based on an exchange rate of £1=€1.3 and excluding MyFerryLink).

This objective is based on data, assumptions and estimations deemed reasonable. They are nevertheless susceptible to change or modification due to uncertainty linked particularly to the economic, financial, competitive and regulatory environment. In addition, the occurrence of certain risks described in Chapter 4 "Risk Factors" of this Registration Document would have an impact on the Group's activities and its ability to achieve its objectives. Furthermore, achieving the objectives implies the successful implementation of the strategy presented in Chapter 6 "Description of the Eurotunnel Group's activities" of this Reference Document. The Eurotunnel Group does not therefore make any commitments nor does it give any guarantee that the objectives will be met and the forward-looking information contained in this chapter cannot be used to make profit forecasts.

13. FORECASTS

The Group does not publish forecasts.

14. BOARD OF DIRECTORS, MANAGEMENT AND SUPERVISORY BOARDS AND GENERAL MANAGEMENT

14.1. BOARD OF DIRECTORS

As at the date of this Registration Document, the members of the board of directors of GET SE are as follows:

Name	Position	Gender	Nationality	Date of Appointment	Date term expires
Jacques Gounon	Chairman and Chief Executive Officer	M	French	29 April 2014	General meeting called to approve the financial statements for the year ending 31 December 2017
Philippe Camu	Director	M	Belgian	29 April 2014	General meeting called to approve the financial statements for the year ending 31 December 2017
Patricia Hewitt	Director	F	Australian	29 April 2014	General meeting called to approve the financial statements for the year ending 31 December 2017
Peter Levene	Director	M	British	26 April 2012	General meeting called to approve the financial statements for the year ending 31 December 2015
Colette Lewiner	Director	F	French	26 April 2012	General meeting called to approve the financial statements for the year ending 31 December 2015
Colette Neuville	Director Chairwoman of the Remuneration and Nomination Committee Senior Independent Director	F	French	26 April 2012	General meeting called to approve the financial statements for the year ending 31 December 2015
Perrette Rey	Director	F	French	20 March 2013	General meeting called to approve the financial statements for the year ending 31 December 2015
Robert Rochefort	Director Chairman of the Audit Committee	M	French	29 April 2014	General meeting called to approve the financial statements for the year ending 31 December 2017
Jean-Pierre Trotignon	Director Chairman of the Safety and Security Committee	M	French	26 April 2012	General meeting called to approve the financial statements for the year ending 31 December 2015
Philippe Vasseur	Director	M	French	29 April 2014	General meeting called to approve the financial statements for the year ending 31 December 2017
Tim Yeo	Director Chairman of the Strategy and Sustainable Development Committee	M	British	29 April 2014	General meeting called to approve the financial statements for the year ending 31 December 2017

The ordinary and extraordinary general meeting of 29 April 2014 which approved, in its eighteen resolution, the transformation project and the decision to transform the company into a European company confirmed, as far as necessary, that the appointment of Directors exercising their functions at GET SE will continue under the same conditions for the remainder of the current term, as stipulated by the general meetings which appointed or renewed them in their functions.

The table below sets out the appointments held by members of the board of directors of GET SE in French and foreign listed companies outside of the Eurotunnel Group, as at the date of this Registration Document.

Name	Office	Company	Listed on
Jacques Gounon	Director, Chairman of the audit committee	Aéroports de Paris	Euronext Paris
Philippe Camu	*Partner-Managing Director*	The Goldman Sachs Group, Inc	New York Stock Exchange
Patricia Hewitt	None	None	None
Peter Levene	Director	China Construction Bank (Asia) Corporation Limited	Shanghai
Colette Lewiner	Director	Bouygues/Colas	Euronext Paris
	Director	Nexans (S.A.)	Euronext Paris
	Director	Crompton Greaves	Mumbai
	Director	TGS Nopec Geophysical Company (ASA)	Oslo Börse
	Director	EDF	Euronext Paris
Colette Neuville	Director	ATOS	Euronext Paris
	Director	Numéricable-SFR	Euronext Paris
Perrette Rey	None	None	None
Robert Rochefort	None	None	None
Jean-Pierre Trotignon	None	None	None
Philippe Vasseur	Director	CIC	Euronext Paris
Tim Yeo	Chairman of the board of directors	AFC Energy PLC	AIM London

The table below lists the companies outside the Eurotunnel Group in which members of the board of directors of GET SE have held office (other than in private asset management structures) as a member of a board of directors, or management or supervisory board, or in which they have been a partner with unlimited liability during the last five years, and the companies in which they still hold a position of this nature, as at the date of this Registration Document.

Name	Other positions held outside the Eurotunnel Group	Company	Dates
Jacques Gounon	Director, chairman of the audit committee	Aéroports de Paris	2008 to date
Philippe Camu	*Partner Managing Director*	The Goldman Sachs Group, Inc	2010 to date
	Member of the Investment Committee	Goldman Sachs Infrastructure Partners, the Goldman Sachs infrastructure investment fund (GSIP)	2006 to date
	Director	Associated British Ports Holdings Limited	2006 to date
	Member of the remuneration committee	Associated British Ports	2006 to date
	Director	ABP Subholdings UK Ltd	2006 to date
	Director	ABP Acquisitions UK Ltd	2006 to date
	Director	ABP Bonds UK Ltd	2006 to date
	Director	ABP Mezzanine Holdco UK Ltd	2006 to date
	Alternate Director	ABP Finance Plc	2011 to date
	Director	ABPA Holdings Ltd	2011 to date
	Director	Redexis Gas S.L (formerly Endesas Gas T&D)	2010 to date
	Director	Distribuidora Regional del Gas, S.A.U.	2010 to 2014
	Director	Redexis Gas Distribución (formerly Endesa Gas Distribución, S.A.U.)	2010 to 2014
	Director	Redexis Gas Transporte (formerly Endesa Gas Transportista, S.L.U.)	2010 to 2014
	Director	Redexis Gas Baleares SA (formerly GESA Gas, S.A.U.)	2010 to 2014
	Director	Transportista Regional de Gas, S.A.	2010 to 2014
	Director	LNi Group Oy	2012
	Director	LNi Verkko	2012

Name	Other positions held outside the Eurotunnel Group	Company	Dates
Patricia Hewitt	*Senior Independent Director*	BT Group plc	2008 to 2014
	Chair	UK India Business Council (UKIBC)	2009 to date
	Chair	UK India Business Council India (Pvt) Ltd	2013 to date
	Chair	Katha Children's Trust	2010 to 2014
	Member of the Asia-Pacific Advisory Committee	Barclays Group plc	2009 to 2012
Peter Levene	Chairman of the board	General Dynamics UK Limited	2001 to date
	Director	Haymarket Group Ltd	2006 to date
	Vice Chairman of the board	Starr International Company, Inc.	2011 to date
	Chairman of the board	Starr Underwriting Agents Ltd	2011 to date
	Director	China Construction Bank (Asia) Corporation Limited	2013 to date
	Chairman of the board	Tikehau Investments Limited	2013 to date
	Director	China Construction Bank	1997 to 2012
	Chairman	NBNK Investments plc	2010 to 2012
	Director	Total SA	2005 to 2011
	Chairman	Lloyd's	2002 to 2011
Colette Lewiner	Independent Director, chairwoman of the remuneration committee	Bouygues (S.A.)	2010 to date
	Independent Director, member of the strategic committee	Nexans (S.A.)	2004 to date
	Independent Director, member of the accounts committee	Colas (S.A.)	2011 to date
	Independent Director, member of the audit committee	TGS Nopec Geophysical Company (ASA) – Norway	2006 to date
	Director, member of the audit committee and chairwoman of ethics committee	EDF	2014 to date
	Chair of the board of directors	TDF (SAS)	2010 to date
	Independent Director, chairwoman of the remuneration and appointment committee	Crompton Greaves	2013 to date
	Independent Director	Lafarge SA	2010 to 2014
	Independent Director	La Poste (S.A.)	2005 to 2011
Colette Neuville	Founder and chair	Association de Défense des Actionnaires Minoritaires (ADAM)	1991 to date
	Director	Faider (Federation of Independent Defence Associations for Retirement Savers)	2008 to date
	Director	ATOS	2012 to date
	Director	Numéricable-SFR	2014 to date
	Censeur	ATOS	2010 to 2012
	Member of the governing body	Ecole de droit et management, Paris II-Assas	2009 to date
	Director	ARCAF (Defense Association for Public Servant Retirement Savers)	2011 to date

Name	Other positions held outside the Eurotunnel Group	Company	Dates
Perrette Rey	None	None	None
Robert Rochefort	Director	ObSoCo	2013 to date
	Director	BNP Paribas Personal Finance (CETELEM)	2003 to date
Jean-Pierre Trotignon	Member of the supervisory board	Plastic Omnium Environnement SAS (extension of scope of Compagnie Signature SAS)	2000 to date
	Director	BG Bonnard et Gardel Holding SA (Switzerland)	2011 to date
Philippe Vasseur	Chairman of the supervisory board	Banque Commerciale du Marché Nord Europe	2000 to date
	Director	Bonduelle SAS	2008 to date
	Chairman of the board of directors	Caisse de Crédit Mutuel Lille Liberté (société coopérative de crédit à capital variable)	2005 to date
	Chairman of the board of directors	Caisse Fédérale du Crédit Mutuel Nord Europe (société anonyme coopérative)	2000 to date
	Director	Caisse Solidaire du Crédit Mutuel Nord Europe (société coopérative de crédit à capital variable)	2005 to date
	Director	Caisse Centrale du Crédit Mutuel	2014 to date
	Director	CIC SA	2001 to date
	Permanent representative – CFCMNE (Director)	Groupe des Assurances du Crédit Mutuel	2005 to date
	Chairman of the board of directors	Chamber of industry and commerce of the Nord-Pas-de-Calais Region (public body)	2011 to date
	Chairman of the supervisory board	Groupe La Française	2006 to date
	Director	Holder SAS	2005 to 2013
	Permanent Representative – CFCMNE (Censeur)	LOSC Lille Métropole	2005 to date
	Chairman of the supervisory board	Nord Europe Assurances SA	2006 to date
	Director	Nord Europe Partenariat	2009 to date
	Chairman of the board of directors	Société de Développement Régional de Normandie	2001 to 2013
	Director	BKCP Immo IT SCRL (ex BKCP SCRL) (Belgium)	2001 to date
	Director	BKCP Securities (SA) (Belgium)	2005 to 2013
	Chairman of the board of directors	Crédit Mutuel Nord Europe Belgium (SA) (Belgium)	2000 to date
	Director	BKCP Banque (ex Crédit Professionnel SA) (Belgium)	2000 to date
	Member of the supervisory board	La Française AM Private Bank (SA) (Luxembourg)	2011 to 2014
	Permanent representative – CMNE Belgium	Mobilease (SA) (Belgium)	2009 to date
	Vice-chairman of the board of directors	Beobank	2012 to date
	Permanent Representative – CMNE Belgium	Alverzeele (SA)	2009 to 2011
Tim Yeo	Chairman of the board of directors	AFC Energy PLC	2006 to date
	Chairman of the board of directors	TMO Renewables Limited	2010 to 2014
	Director	TMOTMO Renewable Energy Group Limited	2013 to 2014
	Director	TMO Bio Tech Limited	2013 to 2014
	Director	Anacol Holdings Limited	1979 to date
	Director	Adeptt Ltd	2013 to 2014
	Chairman of the board of directors	Eco City Vehicles PLC	2007 to 2012
	Director	General Securities Register, Limited	1979 to date
	Director	ITI Energy Limited	2006 to 2013
	Director	Locana Corporation (London) Limited	1979 to date
	Director	First London PLC	2008 to 2010

For the purposes of their corporate appointments within the Eurotunnel Group, the service address of the board members is the registered office of GET SE, 3 rue La Boétie, 75008 Paris.

Biographical details for each of the members of the board of directors of GET SE as at the date of this Registration Document are set out below:

Jacques Gounon

Jacques Gounon, 61, is a graduate of the Ecole Polytechnique and chief engineer of the Ponts et Chaussées. He started his career in public service in 1977 and later became Chief Executive of the Comatec group (1986-90), Director of development for the Eiffage group (1991-93), Industry advisor to the French Employment Minister (1993-95), Principal Private Secretary to the French Secretary of State for Transport (1995-96), Deputy Chief Executive of Alstom (1996), Chairman of the business sector and Member of the Executive Committee of Alstom (2000), Deputy Chairman and Chief Executive of the Cegelec group (2001). He became Chairman and Chief Executive of Eurotunnel in 2005, and then of Groupe Eurotunnel SE in 2007. He is a director of Aéroport de Paris and the French association of companies limited by shares (ANSA).

Philippe Camu

Philippe Camu, 47, a graduate of the French HEC is Partner – Managing Director of Goldman Sachs, London. He manages the European activity of Goldman Sachs Infrastructure Partners, the Goldman Sachs fund for investment in infrastructure. Philippe Camu began his career with Goldman Sachs in 1992 in the Corporate Finance department and joined the Real Estate Principal Investment department in 1997. He is a member of the Goldman Sachs Infrastructure Partners investment committee and a director of Associated British Ports companies, and Redexis Gas (formerly Endesa Gas). He became a member of the board of Groupe Eurotunnel SE on 26 May 2010.

Patricia Hewitt

Patricia Hewitt, 66, a graduate of Cambridge University and Labour Member of Parliament for 13 years until 2010, Patricia Hewitt first worked for Age Concern (the largest UK charity working with the elderly). She was Economic Secretary at the Treasury (1998-1999), then Minister for e-Commerce and Small Business at the DTI (1999-2001) and subsequently Secretary of State for Trade and Industry and Cabinet Minister for Women (2001-2005) before becoming Secretary of State for Health (2005-2007). She became a member of the board of directors of Groupe Eurotunnel SE on 26 May 2010.

Peter Levene

Peter Levene, 73, a Foundation Shareholder of Eurotunnel, joined the defence group United Scientific Holdings in 1963, and rose to the post of group chairman in 1981. Subsequently, he was asked by Secretary of State for Defence to act as his Personal Advisor in the MoD, and then as Permanent Secretary in the role of Chief of Defence Procurement, a position which he held for six years. He thereafter held the post of Advisor to the Secretary of State for the Environment, to the President of the Board of Trade and to the Chancellor of the Exchequer. He was appointed as Advisor to the Prime Minister on Efficiency and Effectiveness from 1992 to 1997. During this period, he also served as Chairman of the Docklands Light Railway and then Chairman and Chief Executive of Canary Wharf Ltd. He served as a member of the Board of Directors of J. Sainsbury plc from 2001-2004 and of Total SA from 2005-2011. He is currently Chairman of General Dynamics UK Ltd, Starr Underwriting Agents Ltd and vice-president of Starr International Company, Inc, and a member of the boards of Haymarket Publications. He is a member of the House of Lords economic affairs committee. He served as Sheriff of London from 1995-96 and as Lord Mayor of London for the year 1998-99. He received a knighthood in 1989 and became a Life Peer in July 1997 as Lord Levene of Portsoken. Previously, he served as Chairman of Lloyd's of London, the world's leading specialist insurance and reinsurance market from 2002-2011, after having been Vice Chairman of Deutsche Bank. Prior to this, he held the position of Chairman of Bankers Trust International, Morgan Stanley and Wasserstein Perella. Peter Levene's appointment as a director of the board of GET SE was ratified by the general meeting held on 26 April 2012.

Colette Lewiner

Colette Lewiner, 69, is a graduate of the Ecole Normale Supérieure and holds a degree and doctorate in physics. She is a director of Nexans, TGS-Nopec, Groupe Bouygues EDF and Compton Greaves and is non-executive chair of TDF. Colette Lewiner began her career as a university lecturer, conducting research into electrical and magnetic phenomena in new semi-conductors. In 1979, she joined EDF in the research and development directorate and then established the development and commercial strategy division. In 1992, she became chair and chief executive of SGN-Reseau Eurisys, a subsidiary of Cogema, and then joined Capgemini to set up the Utilities sector, which she then managed. In 2000, following the merger of Capgemini and Ernst and Young, Colette Lewiner was appointed managing director of GSU (Global Sector Unit). In 2004 she took on responsibility for the group's Global Marketing unit (which she headed until 2008) alongside responsibility for the global Energy, Utilities and Chemicals sector. In July 2012, Colette Lewiner left this post to become energy adviser to the chairman of Capgemini. Colette Lewiner is the author of a textbook on nuclear power stations and of numerous scientific papers. She is a Commander of the Légion d'Honneur and of the Ordre National du Mérite. Colette Lewiner's appointment as a director of the board of GET SE was ratified by the general meeting held on 26 April 2012.

Colette Neuville

Colette Neuville, 78, is a law graduate and a graduate of the Paris Institute of Political Studies, and holds a post-graduate degree in economics and political science. She has worked as an economist for NATO, for the national office for irrigation (ONI) for the government of Morocco and for the Loire-Bretagne agency. Colette Neuville is founding Chairman of ADAM (the French association for the defence of minority shareholders). She is a member of the board of directors of ATOS and Numéricable-SFR and of two defence associations of savers (Faider and ARCAF). She is also a member of the commission on retail investors and minority shareholders of the AMF. Since 2009, she is a member of the governing board of the MBA school of the Panthéon-Sorbonne university and since 2011, the club of the Chairmen/women of remuneration committees at IFA (French institut of Directors). She became a director of TNU on 15 December 2005. She has been a director of GET SE since 9 March 2007 and chairs the nomination and remuneration committee. She is also a member of the audit committee. She has been appointed as Senior Independent Director by the board of directors on 14 February 2014.

Perrette Rey

Perrette Rey, 72, 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. From 2008 to 2013, she was a member of the French state shareholding commission. Perrette Rey was appointed by the board of directors of GET SE and her appointment was ratified by the general meeting on 15 May 2013.

Robert Rochefort

Robert Rochefort, 59, has been a member of the European Parliament representing a constituency in southwest France since July 2009. He is a graduate of the French Ecole Nationale de la Statistique et de l'Administration, and holds a post-graduate degree in economics and a masters degree in mathematics. He is an economist and sociologist, and was chief executive of CREDOC (French research centre for the study and observation of living conditions) from 1995 to 2009. He was a member of the French Economic Analysis Council and a director of the French Red Cross. His is a director at BNP Paribas Personal Finance (Cetelem). He is a director of the ObSoCo (consumption and society observatory) (SAS) and vice-chairman of the consumption of european centre in Kehl (Germany) (Association German-French) since July 2014. He has been a director of GET SE since 9 March 2007 and chairs the audit committee.

Jean-Pierre Trotignon

Jean-Pierre Trotignon, 64, is a graduate of Ecole Polytechnique and of the Ponts et Chaussées engineering school, and holds a masters degree in Science from the University of Berkeley. He became Deputy Chief Executive Officer of Autoroutes du Sud de la France (1987-1992) and Chief Executive Officer of Compagnie Signature SA from 1992 to 1998. He joined the Caisse des Dépôts Développement (C3D) group in 1998, where he was in turn Chief Executive Officer of Egis Projects S.A. (1998-2000), Chairman and Chief Executive Officer of ISIS SA (1998-2001), Amministratore Delegato of Egis Italia S.p.A. (2000-2001) and deputy director for continental Europe of Transdev SA (October 2001 to January 2003). Between 1999 and 2003, alongside his appointments with C3D and Ubifrance, he was Chairman of the Port Autonome of Dunkirk. After two years as Chief Executive Officer of Ubifrance, he joined Eurotunnel in August 2005 as Chief Operating Officer in charge of all commercial, operational and technical aspects of the business, in France and in the UK before being appointed as Deputy Chief Executive from 2008 to 2009. He became a member of the board of GET SE in 2010 and chairs the safety and security committee. On 30 June 2011, he became a director of a Swiss company, BG Bonnard et Gardel Holding SA.

Philippe Vasseur

Philippe Vasseur, 71, former Minister for Agriculture, Fisheries and Food from 1995 to 1997, has been the member of French Parliament for the Pas-de-Calais area several times between 1986 and 2000. He has been a member of the Finance Commission for the French Parliament throughout his parliamentary career, regional councillor for the Nord-Pas-de-Calais between 1992 and 1998 and mayor of Saint-Pol-sur-Ternoise (Pas-de-Calais). A former economics journalist, he resigned from all his political appointments in 2000 in order to return to the private sector in which he holds the position of Chairman of Crédit Mutuel Nord Europe as well as various other positions in companies controlled by Crédit Mutuel Nord Europe (BCMME, Caisse de Lille-Liberté, La Française AM, Nord Europe Assurances). He is also director of Bonduelle and Chairman of Réseau Alliances, which brings together 200 Nord-Pas-de-Calais businesses involved in social and environmental responsibility. In 2011, he was elected chairman of the Chamber of Commerce and Industry of the Nord de France. He has been a director of GET SE since 20 June 2007.

Tim Yeo

Tim Yeo, 69, is a graduate from Cambridge University, Member of the House of Commons representing Suffolk South and Chairman of the House of Commons Energy and Climate Change Select Committee. He was government minister for the environment and rural affairs between 1990 and 1994, and a member of the shadow cabinet between 1998 and 2005, with roles including shadow Secretary for Trade and Industry, and Transport and the Environment. Tim Yeo is Chairman of Sheffield University Energy 2050 Industrial Advisory Board and Chairman of AFC Energy PLC. He was also the founding Chairman of The Children's Trust, a charitable organisation which took over the management of a hospital for disabled children. He has been a director of GET SE since 20 June 2007 and chairs the strategy and sustainable development committee.

14.2. COMPOSITION OF THE COMMITTEES OF THE BOARD OF DIRECTORS

The board of directors has put in place an audit committee, a nomination and remuneration committee, a security and safety committee, a strategy and sustainable development committee as well as an ethics and governance committee. The composition and terms of reference of each committee are set out in paragraph 16.2.3 of this Registration Document.

14.3. GENERAL MANAGEMENT

Chief Executive Officer

Jacques Gounon is Chief Executive Officer of GET SE and Chairman of its board of directors.

In 2014, the supervision of businesses and support functions between the executive and operating officers was as follows:

- Jacques Gounon, Chairman and Chief Executive Officer, keeps the supervision of strategy, communication, safety and ethics, public affairs, internal audit, shareholder relations, investor relations, investment policy and the company secretariat; and
- The two Chief Operating Officers, Michel Boudoussier, Chief Operating Officer in charge of the Concession/Channel Tunnel and Pascal Sainson Chief Operating Officer in charge of the rail freight business, continue to manage their respective current fields of activity, under the supervision of Emmanuel Moulin.

In 2014, Emmanuel Moulin, Deputy Chief Executive Officer, supervised the activities managed by the two Chief Operating Officers (Concession and rail freight) and also supervised the finance department, the legal department, business services, treasury and the Group human resources department. The term of appointment of Emmanuel Moulin, Deputy Chief Executive Officer, ends on 31 March 2015.

The supervision of business and support functions between the executive and operating officers will be as follows:

- Jacques Gounon, Chairman and Chief Executive Officer, will keep the supervision of strategy, communication, safety and ethics, public affairs, internal audit, shareholder relations, investor relations, investment policy and the company secretariat; and
- The two Chief Operating Officers, Michel Boudoussier, Chief Operating Officer in charge of the Concession and Pascal Sainson Chief Operating Officer of Europorte, will continue to manage their respective current fields of activity, under the supervision of the Chairman and Chief Executive Officer.

Michel Boudoussier is Chief Operating Officer in charge of the Concession business. In this capacity, the directors in charge of each of the following areas report to him: industrial matters, commercial, human resources in France and in the United Kingdom, safety and sustainable development, railways and all operational teams.

Pascal Sainson is Chief Operating Officer in charge of the rail freight business development.

Composition of the Executive Committee

Name	Position
Jacques Gounon	Chairman and Chief Executive Officer
Michel Boudoussier	Chief Operating Officer – Concession
Philippe de Lagune	Safety and Ethics Director
Patrick Etienne	Business Services Director
Emmanuel Moulin	Deputy Chief Executive Officer
Pascal Sainson	Chief Operating Officer – Europorte
John Smith	Managing Director – GBRf
Jo Willacy	Commercial Director – Concession

The Executive Committee ensures the coordination between GET SE and its subsidiaries and between the subsidiaries themselves. Under the authority of the general management, the executive committee ensures the conduct of Group activities and the implementation of its main policies.

The table below sets out the list of companies, other than subsidiaries of GET SE, in which the members of the Executive Committee of GET SE have held office as members of a management or supervisory board or in which they have been a partner during the last five years, and the companies in which they still hold a position of this nature:

Name	Position	Company	Dates
Jacques Gounon	Jacques Gounon's appointments are given in section 14.1 of this Registration Document		
Michel Boudoussier	–	–	–
Philippe de Lagune	–	–	–
Patrick Etienne	–	–	–
Emmanuel Moulin	–	–	–
Pascal Sainson	Chairman	Calais Développement	2004 to 2010
	Vice-chairman	Calais Promotion	2009 to 2010
	Chairman	Association pour la Promotion du Développement Economique Territorial	2009 to 2010
John Smith	–	–	–
Jo Willacy	–	–	–

Biographical details for each member of the Executive Committee members appear below.

Jacques Gounon

Jacques Gounon's biographical details are given in section 14.1 of this Registration Document.

Michel Boudoussier

Michel Boudoussier, 51, studied at the Ecole Normale Supérieure and subsequently became an Engineer at the Corps des Mines. He joined the Eurotunnel Group on 3 May 2010 as Chief Operating Officer in charge of the Channel Tunnel Operations. Following several appointments in the French Ministry for Industry, in 1995, Michel Boudoussier, a specialist of the railway industry, joined the French Ministry for Town and Country Planning. Michel Boudoussier spent a large part of his career with SNCF, starting as manager for freight in the Lorraine region. In 2003, he became SNCF Regional Director for Normandy, before becoming, in 2006, SNCF Regional Director for the Nord-Pas-de-Calais region. From September 2008, Michel Boudoussier was Human Resources Director for the Infrastructure arm of SNCF.

Patrick Etienne

Patrick Etienne, 54, joined the Eurotunnel Group in 1992 after 10 years with SNCF Armement Naval. Manager of the control of sales systems, from 2000 he managed the Group's internet business. In 2004, he was appointed operational restructuring director, and became purchasing director in 2005. In 2009, he was appointed Business Services Director which currently includes purchasing and IT. He also manages the property development department of the Group. He is chairman of EuroSco SAS, Euro-Immo GET and SIFE (Société Immobilière et Foncière Eurotunnel). He was appointed as a director of GET Elec Limited and ElecLink Limited on 28 November 2011. He is also chairman of all the Euro-TransManche companies and in particular MyFerryLink SAS.

Emmanuel Moulin

Emmanuel Moulin, 46, is a graduate of ENA, the Institut d'Etudes Politiques of Paris and of ESSEC. He joined the Eurotunnel Group on 28 August 2012 as Chief Financial and Corporate Officer. He started his career in the Transport Department of the French Treasury in 1996 and moved to the office of Treasury and Monetary policy between 1998 and 2000 before taking up the role of deputy director at the World Bank in Washington. Between 2003 and 2005 he was general secretary of the Club de Paris before joining Citigroup Global Markets in 2006 with responsibility for France and Belgium. In 2007, he was appointed deputy private secretary to the French Finance, Industry and Economy Minister, Christine Lagarde, before taking on the role of economic advisor to the French President between 2009 and 2012. He has been appointed as deputy Chief Executive Officer of GET SE on 1 January 2014. His term of appointment ends on 31 March 2015.

Pascal Sainson

Pascal Sainson, 57, is a civil aviation engineer. He started his career at the Direction Générale de l'Aviation Civile from 1983 to 1986, he was Head of Programming and Development at Air Littoral from January 1987 until August 1988, then Manager of Air Operations and Manager of Programming and Planning at TAT European Airlines. He joined TNU in 1996 as Service Delivery Director. Appointed to the management committee in April 2001, he has held successively the positions of Business Services Director, Shuttle Services Director, Divisional Operations Director and Director of Operations. He is chairman of the French companies of Europorte.

Jo Willacy

Jo Willacy, 51, holds an MA in Modern History and Economics from the University of Oxford. She was Commercial Director of Hummingbird Helicopters from 1992 to 1994 and Managing Partner of Quadrant Consultants Ltd. from 1994 to 2003. She joined Eurotunnel in April 2003 as Senior Marketing Manager and was appointed Director of the Commercial Passenger Division in November 2004 and Commercial Director in 2007.

John Smith

John Smith is 53 and graduated from Loughborough University of Technology with an honours degree in Mechanical Engineering. John is also a Chartered Mechanical Engineer. John joined the nationalised British Railways in 1977 and has spent 18 years in the nationalised industry followed by 18 years in the private sector. He set up GB Railfreight in 1999 exploiting the open access arrangements that were facilitated by the privatisation of the UK railway industry. Since this date he has led the business as Managing Director. John Smith joined the Executive Committee of the Eurotunnel Group on 9 September 2013.

Philippe de Lagune

Philippe de Lagune is 66. He joined the Eurotunnel Group as Security and Ethics Director on 9 September 2013. Philippe de Lagune, Prefect, has exercised various senior roles within public service and was previously the French coordinator for security at the London Olympics in 2012. He is in charge of high-level relations with the French and British public authorities in respect of security. He is the designated director for ethics as referred to in the Group's Charter of Ethics and Behaviour.

14.4. CONFLICTS OF INTEREST WITHIN THE BOARD OF DIRECTORS, THE MANAGEMENT AND SUPERVISORY BOARDS AND IN GENERAL MANAGEMENT

To GET SE's knowledge, there are no potential conflicts of interest between the duties owed to GET SE by any of the persons referred to in sections 14.1, 14.2 and 14.3 of this Registration Document, and their private interests or other obligations.

GET SE has measures in place to prevent potential conflicts of interest between the directors and GET SE which are described in paragraph 16.2.1 of this Registration Document.

14.5. DIRECTORS' INTERESTS IN GET SE'S SHARE CAPITAL AS AT THE DATE OF THIS REGISTRATION DOCUMENT

Name	Position	Number of GET SE Ordinary Shares
Jacques Gounon	Chairman and Chief Executive Officer	9,743
Philippe Camu	Member of the board of directors	1,000
Patricia Hewitt	Member of the board of directors	1,000
Peter Levene	Member of the board of directors	2,000
Colette Lewiner	Member of the board of directors	1,000
Colette Neuville	Member of the board of directors	5,182
Perrette Rey	Member of the board of directors	1,000
Robert Rochefort	Member of the board of directors	5,800
Jean-Pierre Trotignon	Member of the board of directors	2,017
Philippe Vasseur	Member of the board of directors	1,000
Tim Yeo	Member of the board of directors	*1,024

* *Tim Yeo also holds 5,981 share CDIs.*

As recommended by the Afep/Medef Code, it is proposed to the general meeting of 29 April 2015, to amend the article 16 of the by-laws to increase the minimum number of Shares that directors must hold from 1,000 to 5,000.

14.6. STATEMENTS REGARDING DIRECTORS AND OFFICERS

As at the date of this Registration Document, there are no family connections between any of the members of the board of directors or the Executive Committee.

In addition, as at the date of this Registration Document, no member of the board of directors or Executive Committee has been:
- convicted of fraud during the past five years;
- implicated in any bankruptcy, receivership or liquidation proceedings during the past five years; or
- charged with any offence or any official public sanction by any statutory or regulatory authority during the past five years.

To GET SE's knowledge, no director has been banned by a court to act as a member of a board of directors, a management or supervisory board of an issuer or from participating in the management or conducting the business of an issuer during the past five years.

14.7. CONCESSION COORDINATION COMMITTEE

The Concession Coordination Committee performs the functions of the common body specified in Article 18 of the Concession Agreement. As set forth in the Concession Agreement, the Concession Coordination Committee is responsible for:
- coordinating the operation and maintenance of the Fixed Link; and
- representing the Concessionaires at the IGC with respect to all matters concerning the operation of the Fixed Link.

The members of the Concession Coordination Committee are:
- Jacques Gounon;
- Michel Boudoussier; and
- Emmanuel Moulin.

15. REMUNERATION AND BENEFITS

15.1. REMUNERATION POLICY FOR EXECUTIVE OFFICERS

The remuneration policy for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer is decided by the board of directors based on the work and recommendations of the Nomination and Remuneration Committee.

Following the recommendation of the Nomination and Remuneration Committee, the board of directors wanted the remuneration policy for the Chairman and Chief Executive Officer, as well as the Deputy Chief Executive Officer and other executive officers, to be simple, to offer continuity over time and to be consistent with the Group's remuneration policy, including for the management. The remuneration for executive officers is linked to mid and long term growth, to the intrinsic value of the company and to the share performance. It is set in line with the average remuneration per employee, the dividend and the results.

The board of directors decided that the remuneration policy should encourage long-term performance in all key areas of the business, whether they be strategic, workforce-related, social or environmental, and not only financial issues. In line with the European recommendation of 30 April 2009, the performance criteria for the executive officers' variable remuneration have been designed to encourage long-term performance.

Following a proposal of the Nomination and Remuneration Committee, the board of directors ensures that the remuneration of the executive officers is consistent with the long-term interests of the company and its shareholders, and that the different components of the remuneration of the executive officers (fixed and variable remuneration, possible granting of additional retirement benefits and share options) are commensurate and in keeping with the principles set out in the Afep/Medef Code.

In particular, the board of directors strives to adhere to the following guidelines:

- Completeness: all the elements that make up the remuneration of executive officers are reviewed each year: the fixed and variable elements and share options or preference shares, benefits in kind, attendance fees and retirement conditions.
- Intelligibility of the rules and balance: the rules are simple, stable, transparent and, where possible, enduring; each element of the remuneration is clearly substantiated and is in keeping with the general interest of the business: the variable part intended to reflect the actual contribution of the executive officers to the success of the Group changes according to criteria representing the results of the Group as well as the operational targets set for the year.
  At the start of each financial year, the board of directors, on the recommendation of the Nomination and Remuneration Committee, defines each of the targets set for the executive officers for the year in question and determines what proportion of the overall variable part each of them may obtain. After the close of the financial year, the Nomination and Remuneration Committee evaluates the achievement of said targets and, based on that assessment, the board of directors decides the variable part to be awarded to each executive officer. The variable remuneration awarded for a given financial year is therefore paid in the following year:
  - the part based on the achievement of targets linked to the Group's intrinsic annual performance is based on financial indicators determined according to Group objectives;
  - the part based on the achievement of operational targets is based on criteria set taking into account the capacity to achieve certain strategic objectives;
  - the share options include internal performance criteria (EBITDA target and payment of dividends) and/or, as the case might be, external performance criteria to ensure their financial alignment with the long-term interests of the shareholders.
- Measurement: remuneration is determined taking into account the general interests of the business, market practices and the performance of the executive officers. Therefore, in line with the Group's remuneration policy, the fixed part of the Chairman and Chief Executive Officer's remuneration was not revised in 2014. In addition, given that the overall performance of the business depends on good management of relations with all the stakeholders, the labour relations performance criterion included in the calculation of the Chairman and Chief Executive Officer's remuneration two years ago was strengthened, not in percentage terms, but through the introduction of a composite CSR index in the business.
- Consistency and benchmarking: in its recommendations to the board of directors, the Nomination and Remuneration Committee ensures that the remuneration policy proposed is adapted to each individual's responsibilities and consistent with the remuneration policy for the employees of the Group and in line with comparable groups. In order to compare the consistency of the remuneration of the Chairman and Chief Executive Officer with market practice, the committee carried out its own analyses and to appraise the results, also commissioned a specialised consultancy (Mercer) to undertake a study of the positioning of the Chairman and Chief Executive Officer's remuneration in relation to remuneration paid by other similar groups of companies.

The remuneration sums shown in this chapter 15 cover all remuneration due or allocated to the executive officers, for all of their terms or functions within the Group.

15.2. REMUNERATION AND BENEFITS PAID BY GET SE AND ITS SUBSIDIARIES TO EXECUTIVE OFFICERS OF GET SE (INCLUDING ALL CONDITIONAL OR DEFERRED REMUNERATION)

15.2.1 REMUNERATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The remuneration of the Chairman and Chief Executive Officer, Jacques Gounon, as determined by the board of directors on the recommendation of the Nomination and Remuneration Committee, is composed of:

- a fixed remuneration;
- an annual variable remuneration subject to performance criteria;
- attendance fees;
- benefits in kind;
- a supplementary defined contribution retirement plan;
- a long-term variable remuneration in the form of company share options or preference shares convertible into ordinary Shares, granted subject to performance criteria.

The Chairman and Chief Executive Officer is not entitled to any severance or non-competition payments. He is not eligible to benefit from the collective schemes for the allocation of free shares that are in place within the Group.

The arrangements for Jacques Gounon's remuneration, as described above in relation to his position within the Eurotunnel Group companies, will remain in place until a subsequent decision is taken by the board of directors of GET SE, on the recommendation of the Nomination and Remuneration Committee.

Annual fixed remuneration

The fixed part of the gross annual remuneration of the Chairman and Chief Executive Officer has been fixed at €500,000 since 1 April 2013. It was not amended in 2014, and on 17 March 2015, the board of directors decided, in accordance with the recommendation of the Nomination and Remuneration Committee, not to modify the fixed part of the Chairman and Chief Executive Officer's remuneration for 2015.

Annual variable remuneration for 2014

The annual variable remuneration is capped at 100% of the fixed part, i.e. €500,000, and is subject to meeting performance criteria.

For 2014, the board of directors approved the proposal made by the Nomination and Remuneration Committee to set the following two financial criteria, with each representing 25%:

- net result for the year compared to the net result stated in the budget: 25%;
- published target for EBITDA in 2014: 25%. In 2014, this second financial criterion replaced the budgeted operating cash flow making the target more visible for the sake of consistency and transparency.

The board of directors also defined the following three operational criteria:

- Consolidation of long-term growth prospects for the Group: 30%;
- Innovation: capacity for technological innovation: 10%;
  The achievement of this objective was appraised using different indices, such as the renewal in 2014 of club car carriages (television... etc.), the use of new technologies to optimise operational and business processes and launching the GSM-P in the north service tunnel in 2014 (public telephony);
- Improvement in business performance while complying with social and environmental responsibility: 10%;

The achievement of this objective was appraised using different tangible indices but framed by three quantified indicators, including the rate of staff turnover, which for 2014, must not exceed 5 and the rate of vocational training, calculated based on the ratio below:

$$\frac{\text{Number of training hours provided}}{\text{Average headcount} \times 30} > 1$$

The financial data are adjusted for exceptional external factors (such as exchange rate differences) in order to neutralise their impact and keep genuinely comparable data.

On 2 March 2015, the Nomination and Remuneration Committee examined these criteria.

The Committee examined the quantitative criteria (financial and operational) and quantified the degree to which they had been met. The Committee found that the EBITDA target had been exceeded, but had not reached the 110% band, and therefore remained limited to 25%, while the net result criterion reached the 120% band. The Committee found that the target of consolidation of long-term growth prospects for the Group and the technical innovation criteria had been achieved. The Committee also considered the criterion of quality of social dialogue to enhance performance. The Committee undertook a qualitative evaluation, which was nonetheless guided by three quantified indicators of the quality of social dialogue. The Committee found that with a staff turnover rate of 5.2, compared with the target of 5, the quality of social dialogue objective had only been two-thirds achieved.

Criteria	Target	Performance
Net result: in line with the budget	25%	30%
Published 2014 EBITDA target objective	25%	25%
Consolidation of long-term growth prospects for the Group	30%	30%
Innovation: capacity for technological innovation	10%	10%
Improvement in business performance regarding the respect of social and environmental responsibility	10%	6%

At its meeting on 17 March 2015, the board of directors considered the performance of the Chairman and Chief Executive Officer by reference to the performance indicators set out above. Taking into account both quantitative and qualitative criteria as set out by the board of directors, the results achieved for the variable part of the remuneration would have amounted to €508,333, or 101% of the gross annual fixed remuneration. Following the recommendations of the Nomination and Remuneration Committee, the board of directors fixed the Chairman and Chief Executive Officer's variable remuneration for the year ended 31 December 2014 at €500,000 or 100% of the target gross annual fixed remuneration, compared with 98% (€490,625) in 2013.

Annual variable remuneration for 2015

For 2015, the board of directors, following the recommendations of the Nomination and Remuneration Committee, decided to encourage the over-performance of the Chairman and Chief Executive Officer and to that purpose, after having considered the relative competitiveness of the remuneration granted to the Chairman and Chief Executive Officer, decided, while maintaining a target bonus of 100% of the basic annual salary should the targets be met, to increase the maximum to 120% of the annual basic salary in the event of over-performance.

The board of directors decided to maintain two financial criteria, including the net result criterion, which has been applied since 2010 and the choice of published EBITDA as a target for the Chairman and Chief Executive Officer's remuneration, to ensure consistency and transparency of the disclosure. As in previous years, the board of directors decided to retain a proportion of 50% to be based on operational criteria, in order to have performance criteria that cover all key business issues.

Financial objectives:
- Consolidated net result for the year compared with the net result estimated in the budget: (25%);
- EBITDA target: €535 million in 2015 at an exchange rate of £1=€1.3 and excluding MyFerryLink (25%);

Operational objectives:
- 20%: key strategic investments;
- 20%: consolidation of the Group's long-term growth prospects;
- 10%: composite CSR index.

For 2015, the Nomination and Remuneration Committee wished that some work be undertaken on a composite CSR index, which would be tightened, stable, relevant and balanced. The Group instructed an external advisor to carry out a benchmark of the best practices of companies within the CAC 40 index, and commissioned a qualitative survey with both its internal and external stakeholders. This approach identified four themes that are directly related to the Group's business: health/safety, social climate, greenhouse gas emissions and client satisfaction. Indicators and targets have been determined for each of these items, so as to calculate the level of achievement of the composite index, in accordance with the criteria set out for each item.

The budgetary targets for 2015 were determined according to the Group's budget, as considered by the board of directors. The performance levels required to attain these quantitative targets were established accurately and may not be disclosed for confidentiality reasons.

The financial data is adjusted for exceptional external factors in order to neutralise their impact and keep genuinely comparable data.

With regard to quantitative criteria, the variable remuneration of the Chairman and Chief Executive Officer is adjusted as follows, depending on the degree of attainment of the budgetary or financial target concerned:

- 50% of the maximum if 80% of the target is attained;
- 60% of the maximum if 85% of the target is attained;
- 80% of the maximum if 90% of the target is attained;
- 90% of the maximum if 95% of the target is attained;
- 100% of the maximum if 100% of the target is attained;
- 110% of the maximum (exceptional bonus) if 110% of the target is attained;
- 120% of the maximum (exceptional bonus) if 120% of the target is attained.

This scale enables the over-performance of some criteria to be taken into account, without however the total amount exceeding the maximum set by the board of directors for the variable part of the remuneration.

Given the cross-border nature of the functions of the Chairman and Chief Executive Officer, the payment of the annual remuneration to the Chairman and Chief Executive Officer is made by GET SE (50%), ESL (30%) and ESE (20%).

Benefits in kind and attendance fees

For 2014, Jacques Gounon received an allowance of £540 per month for the use of his personal vehicle, i.e. €8,152 for the year (2013: £6,480 or €8,888 based on the exchange rate used for the 2013 income statement).

Jacques Gounon receives attendance fees for his role as a director of GET SE (see the table in paragraph 15.2.3 below).

Supplementary defined contribution pension plan, and death and disability insurance

The Chairman and Chief Executive Officer does not have a defined benefit pension plan. The Chairman and Chief Executive Officer benefits, with respect to the French part of his remuneration, from the same supplementary pension plan available to any other senior manager employed by ESGIE above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a defined contribution plan, which would currently grant the Chairman and Chief Executive Officer an estimated pension of €3,826 per year (non-commutable annuity), assuming he retires at the age of 65.

With respect to the French and British parts of his remuneration, he benefits from basic retirement benefits and supplementary retirement benefits. In 2014, employee contributions to this supplementary pension scheme totalled €18,605 (2013: €18,230) and employer contributions totalled €30,142 (2013: €29,538). In 2014, employee contributions to the supplementary pension scheme totalled €1,502 (2013: €1,481), out of a total of €13,530 for all employees concerned (2013: €12,606), while employer contributions totalled €6,008 (2013: €5,925), out of a total of €56,971 (2013: €50,424) for all employees concerned.

The Chairman and Chief Executive Officer is covered by the staff private death and disability insurance and the personal accident policy available to employees of GET SE.

Long-term variable benefits

Within the framework of partnership governance, where the interests of all partners in the business are taken into account, Groupe Eurotunnel SE has introduced performance-linked benefits for employees and executive officers, in order to align employees' and executive officers' interests with those of shareholders and to maximise shareholder value.

The first component of the mechanism, designed to combine the development of the business' non-executive employees, through collective plans for the free allocation of shares to employees. These are collective plans for the benefit of all employees of Groupe Eurotunnel SE and of all its French and British subsidiaries, except for executive officers and employees on the Executive Committee.

The second component aims to promote management performance over the long term, with purchase option plans for Shares or for preference shares convertible into ordinary Shares.

Pursuant to the authorisation granted by resolution 25 of the combined general meeting of 26 May 2010, on the recommendation of the Nomination and Remuneration Committee, the board of directors approved the terms of a share option scheme and proceeded to grant options on 16 July 2010, 21 July 2011 and 20 July 2012.

Pursuant to the authorisation granted by resolutions 14 and 15 of the combined general meeting of 29 April 2014, on the recommendation of the Nomination and Remuneration Committee, the board of directors proceeded on 29 April 2014 to grant free preference shares convertible into ordinary Shares.

For each of these grants, the board of directors ensured that the options granted to the Chairman and Chief Executive Officer did not exceed 10% of all options or preference shares granted.

The Chairman and Chief Executive Officer formally undertook not to hedge use stock options or preference shares which he receives from the company.

In accordance with Article L. 225-185 of the French Commercial Code, the board of directors decided that Jacques Gounon, executive officer, should keep 50% of the Shares resulting from the exercise of options granted under the various plans throughout the term of his mandate.

The Chairman and Chief Executive Officer was excluded from the list of employees eligible to benefit from the 2011 and 2012 collective free share allocation as authorised by the general meeting of 28 April 2011 and by the general meeting of 29 April 2014.

In addition to legal requirements, the board of directors resolved, for each of the stock option plans, that the exercise price could not be less than:

- the average share price of the company's share price on NYSE EURONEXT during the 20 last trading days preceding the date on which the options to purchase shares are granted;
- the average of the last three months preceding the date on which the share options are granted;
- the average of the buyback price for the shares where they are held by the company as of the grant date, in accordance with articles L. 225-208 and L. 225-209 of the French Commercial Code.

2010 conditional share option scheme

On 16 July 2010, under the said scheme, the board of directors granted Jacques Gounon, Chairman and Chief Executive Officer, 116,000 conditional options.

The exercise price is set at €6.42.

In its meetings on 21 July 2011 and 20 July 2012, the board of directors noted that the performance criteria for options granted on 16 July 2010 had been met. Consequently, under article 4.1 of the scheme rules, only continuing employment on the fourth anniversary of the grant remains to be determined.

The internal and external performance criteria were as follows:

- 50% of the options: (i) the decision of the general meeting of shareholders of GET SE to distribute a dividend, and (ii) the EBITDA in the consolidated annual financial statements, for the relevant financial year, being at least equal to that in the scheme rules:
  - with respect to 25% of the options, this condition being measured against the 2010 financial statements submitted for approval by shareholders at the 2011 general meeting,
  - with respect to 25% of the options, this condition being measured against the 2011 financial statements submitted for approval by shareholders at the 2012 general meeting.
- 50% of the options: GET SE's Share price performance against the SBF120® share index, such performance being at least equal to the performance of the said index, to be measured over a period starting with the opening share price on the grant date (16 July 2010) and ending 12 months later:
  - with respect to 25% of the options, this condition being measured on the basis of actual Share price for the period 16 July 2010 to 15 July 2011,
  - with respect to 25% of the options, this condition being measured on the basis of actual Share price for the period 16 July 2011 to 15 July 2012.

In total, the four performance conditions have been met and therefore 100% of the options are acquired.

2011 conditional share option scheme

Pursuant to the said scheme, on 21 July 2011, the board of directors granted Jacques Gounon, Chairman and Chief Executive Officer, 130,000 conditional options.

The exercise price is set at €7.52.

The board of directors decided on the internal and external performance criteria, which reflect those of the 2010 share option scheme, and are as follows:

- 50% of the options: (i) the decision of the general meeting of shareholders of GET SE to distribute a dividend, and (ii) the EBITDA in the consolidated annual financial statements, for the relevant financial year, being at least equal to that in the scheme rules:
  - with respect to 25% of the options, this condition being measured against the 2011 financial statements that were approved by shareholders at the 2012 general meeting; the board of directors considered on 20 July 2012 that this performance criterion had been met,

– with respect to 25% of the options, this condition being measured against the 2012 financial statements that were submitted for approval by shareholders at the 2013 general meeting; at its meeting on 24 July 2013, the board of directors considered that this performance criterion had been met.

- 50% of the options: GET SE's Share price performance against the SBF120® share index, such performance being at least equal to the performance of the said index, to be measured over a period starting with the opening Share price on the grant date and ending 12 months later :
  – with respect to 25% of the options, this condition being measured on the basis of actual Share price for the period 21 July 2011 to 20 July 2012; the board of directors noted on 20 July 2012 that this performance criterion had not been met,
  – with respect to 25% of the options, for the period from 21 July 2012 to 20 July 2013; at its meeting on 24 July 2013, the board of directors considered that this performance criterion had not been met.

In total, two of the four performance conditions have been met, and therefore 50% of the options are acquired. Only 65,000 options of the 130,000 options granted to Jacques Gounon may be exercised.

2012 conditional share option scheme

Pursuant to the said scheme, on 20 July 2012, the board of directors granted 137,000 conditional options to Jacques Gounon, Chairman and Chief Executive Officer.

The exercise price is set at €6.33.

The internal and external performance criteria are as follows:

- 50% of the options: (i) the decision of the general meeting of shareholders of GET SE to distribute a dividend, and (ii) the EBITDA in the consolidated annual financial statements, for the relevant financial year, being at least equal to that in the scheme rules:
  – with respect to 25% of the options, this condition being measured against the 2012 financial statements submitted for approval by shareholders at the 2013 general meeting; at its meeting on 24 July 2013, the board of directors considered that this performance criterion had been met,
  – with respect to 25% of the options, this condition being measured against the 2013 financial statements submitted for approval by shareholders at the 2014 general meeting; at its meeting on 21 July 2014, the board of directors considered that this performance criterion had been met.
- 50% of the options: GET SE's Share price performance against the SBF120® share index, such performance being at least equal to the performance of the said index or any index which may replace it. The value of the SBF share index and the GET SE's Share price are to be measured over a period of 12 consecutive months, based on the opening share price on the grant date:
  – for 25% of the options, between 20 July 2012 and 19 July 2013; at its meeting on 24 July 2013, the board of directors considered that this performance criterion had not been met,
  – for 25% of the options, based on the share price between 20 July 2013 and 19 July 2014; at its meeting on 21 July 2014, the board of directors considered that this performance criterion had been met.

In total, three of the four performance conditions have been met, and therefore 75% of the 2012 options are acquired. Only 102,750 options of the 137,000 options granted to Jacques Gounon may be exercised.

Preference shares 2014

With a view to encouraging the creation of shareholder value, the 2014 plan aims to encourage executive officers and employees of the Group who able to influence the operation of the business through their initiatives, to maximise their contribution to the success of the Group.

The general meeting of 29 April 2014 authorised the creation of a new category of 300 shares, convertible at the end of a period of four years into a maximum of 1,500,000 ordinary Shares (representing 0.27% of the capital) if market performance conditions are met. The choice of preference shares was made because of their lower allocation cost for the company compared to ordinary Shares.

As part of this plan, the board of directors granted on 29 April 2014 to Jacques Gounon, Chairman and Chief Executive Officer, 30 preference shares which may be converted into 150,000 ordinary Shares.

Preference shares shall be converted into ordinary Shares, depending on the evolution of the market price of the GET SE ordinary Shares, after a period of four years from the Grant date of the preference shares by the board of directors of the company ("Conversion Date"), without prior request of the holder.

The average price of the ordinary Shares on the Grant date or the Conversion Date has been/will be determined by reference to the higher value of the given averages, as follows:

- at the average of the 6 (six) months preceding the Grant date or Conversion Date;

- at the average repurchase price of ordinary Shares held in treasury by the company at the Grant Date or the Conversion Date, pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code.

The target objective for the market price of ordinary shares of the company on the Conversion date is set at €11.50. The Conversion Ratio will be 5,000 ordinary Shares per preference share for a target objective 100% met, with a tapering scale corresponding to the percentage of the objective met and set such that, as appropriate, the entire amount of ordinary Shares may be allocated.

Share option plans/allocations of preference shares: past allocations to corporate officers

Past options allocations	**2010 Plan**	**2011 Plan**	**2012 Plan**	**Preference shares 2014**
General meeting date	26 May 2010	26 May 2010	26 May 2010	29 April 2014
Board of directors or of the directory, as appropriate	16 July 2010	21 July 2011	20 July 2012	29 April 2014
Total number of shares which can be subscribed or purchased, the number of which can be subscribed or purchased by:		3,900,000		1,500,000
Corporate officers				
J. Gounon Chairman-CEO	116,000	130,000	137,000	30
E. Moulin Deputy CEO	N/A	N/A	35,000	30
Total number of recipients	57	56	57	36
Starting point for exercising options	July 2014	July 2015	July 2016	April 2018
Expiry date	July 2020	July 2021	July 2022	April 2018
Subscription or purchase price	€6.42	€7.52	€6.33	N/A
Forms of exercising right (when the plan consists of several brackets)	N/A	N/A	N/A	N/A
Number of subscribed shares at 17 March 2015	N/A	N/A	N/A	N/A
Cumulative number of subscription or purchase shares cancelled or expired: J. Gounon, Chairman-CEO	N/A	65,000	34,250	N/A
Cumulative number of subscription or purchase shares cancelled or expired: E. Moulins, Deputy CEO	N/A	N/A	8,750	30
Subscription or purchase share options remaining at the end of the financial year: J. Gounon Chairman-CEO	N/A	65,000	102,750	30
Subscription or purchase share options remaining at the end of the financial year: E. Moulin, Deputy CEO	N/A	N/A	26,250	30

Policy for retention of securities

In accordance with article L. 225-185 of the French Commercial Code, the board of directors resolved that Jacques Gounon, as an executive officer, shall keep for the entire term of his appointment, 50% of the Shares allotted upon exercise of the options granted under the various schemes.

Furthermore, it is stated that Jacques Gounon, pursuant to the recommendations of the Afep/Medef Code, has reiterated in writing his commitment not to undertake hedging transactions.

Summary of remuneration, options and shares: Jacques Gounon, Chairman and Chief Executive Officer

GROSS AMOUNTS IN EUROS	**2014**	**2013**
Remuneration due for the year	1,071,625	1,042,513
Value of multi-annual variable remuneration attributed during the year	N/A	N/A
Value of options granted during the year	N/A	N/A
Value of preference and performance shares granted during the year	426,000	N/A
Total	**1,497,625**	**1,042,513**

Remuneration summary: Jacques Gounon, Chairman and Chief Executive Officer

	2014		2013	
GROSS AMOUNTS IN EUROS	**due(1)**	**paid(2)**	**due(1)**	**paid(2)**
Fixed remuneration	500,000	502,405(3)	487,500	488,583(3)
Variable annual remuneration	500,000	496,426(5)(3)	490,625	453,297(3)
Multi-annual variable remuneration	N/A	N/A	N/A	N/A
Exceptional remuneration	N/A	N/A	N/A	N/A
Attendance fees	63,500	44,450(4)	55,500	38,850(4)
Benefits in kind	8,152	8,152	8,888	8,888
Total	**1,071,625**	**1,051,433**	**1,042,513**	**989,618**

(1) Sums due for the period.

(2) Sums paid during the period. The annual variable remuneration granted for a financial year is paid in the course of the following financial year. Thus, the variable remuneration paid in 2014 corresponds to variable remuneration owed for the 2013 financial year.

(3) Sums paid in whole or in part in sterling, the euro value of which, restated above at the exchange rate used for the income statement, reflects movements in exchange rates during the year. Sums actually paid, based on the exchange rate effective at the time, were equivalent to the sums due.

(4) 30% tax having been deducted at source.

(5) Variable remuneration for 2013.

Share options granted during the year to Jacques Gounon by the issuer and by any Group company

Plan date and number	**2014**	**2013**	**20 July 2012**	**21 July 2011**	**16 July 2010**
Type of option (existing or newly issued shares)	N/A	N/A	existing	existing	existing
Value of options based on the method used for the consolidated financial statements	N/A	N/A	€2.13	€2.69	€2.02
Number of options granted during the year	N/A	N/A	137,000	130,000	116,000
Exercise price	N/A	N/A	€6.33	€7.52	€6.42
Exercise period	N/A	N/A	July 2016 – July 2022	July 2015 – July 2021	July 2014 – July 2020

Share options exercised by Jacques Gounon during the year

Plan date and number	N/A
Value of options based on the method used for the consolidated financial statements	N/A
Number of options granted during the year	N/A
Exercise price	N/A
Exercise period	N/A

Performance shares and convertible preference shares into ordinary Shares granted during the year to Jacques Gounon by the issuer and by any Group company

2014 preference shares	
Number of preference shares granted during the year	30
Value of shares based on the method used for the consolidated financial statements	426,000
Vesting date	April 2016
End of lock-in period	April 2018

Performance shares and preference shares (convertible into ordinary Shares) reaching the end of the lock-in period for Jacques Gounon during the year

Plan date and number	N/A
Number of shares reaching the end of the lock-in period during the year	N/A
Vesting terms	N/A
Year of grant	N/A

Executive officers

	Employment contract with GET SE		Supplementary pension scheme		Payments or other benefits due or liable to be due as a result of termination of duties or change of role		Compensation in respect of a non-compete clause	
	Yes	No(*)	Yes	No	Yes	No(*)	Yes	No
J. Gounon, Chairman and Chief Executive Officer, 2007 to date		X	X			X		X

* *Other than the minima provided by English law. ESL employment contract by effect of English law (see section 16.7 below).*

As indicated in this chapter 15, Jacques Gounon, as Chief Executive Officer and Chairman of the Group receives part of his remuneration from Eurotunnel Services Limited, which reflects the binational nature of the Concession. As stated in section 16.7 of this Registration Document, such payments technically create under English law, which cannot be derogated or waived, a service contract governed by English law. There is no undertaking by GET SE for Jacques Gounon's benefit, who has not been granted any contractual severance package.

15.2.2 REMUNERATION OF THE DEPUTY CHIEF EXECUTIVE OFFICER

Emmanuel Moulin served as Deputy Chief Executive Officer throughout the 2014 financial year. He terminated his previous employment contract when he was appointed as an executive officer. His term ends on 31 March 2015.

The remuneration of the Deputy Chief Executive Officer, as determined by the board of directors on the recommendation of the Nomination and Remuneration Committee, was composed of:
- fixed remuneration;
- annual variable remuneration subject to performance criteria;
- benefits in kind;
- a supplementary defined contribution retirement plan;
- long-term variable remuneration in the form of options or preference shares convertible into ordinary Shares subject to performance conditions.

Annual fixed remuneration

The fixed remuneration of the Deputy Chief Executive Officer, from the time he took up the position on 1 January 2014, was set at a gross annual sum of €300,000 for the 2014 financial year. It remained unchanged until the end of his appointment in 2015.

Annual variable remuneration for 2014

The variable remuneration of the Deputy Chief Executive Officer, which is intended to reflect his actual contribution to the success of the Group, was determined based on a target of 60% of his fixed remuneration. The annual variable remuneration is capped at 60% of the fixed remuneration, i.e. at €180,000. It is linked to fulfilment of the performance criteria.

Financial objectives: 70%

Criteria linked to the performance of the Group (for a maximum of 70% of the variable part) include EBITDA (from 0 to 35%), as well as Free Cash Flow (from 0 to 35%).
- EBITDA target: €460 million in 2014 at an exchange rate of £1=€1.199 (35%);
- Free Cash Flow target equal to the amount specified in the budget.

Operational objectives: 30%

The criteria set, taking into account the capacity to achieve specific strategic objectives (for a maximum of 30% of the variable remuneration), include the net result of the Europorte segment compared to budget (from 0 to 15%) and the debt burden (from 0 to 15%).

The financial data are adjusted for exceptional external factors in order to neutralise their impact and keep genuinely comparable data.

For this budgetary criterion, the variable remuneration of the Deputy Chief Executive Officer is adjusted as follows, depending on the degree of attainment of the budgetary and financial target concerned:

- 50% of the maximum if 80% of the target is attained;
- 60% of the maximum if 85% of the target is attained;
- 80% of the maximum if 90% of the target is attained;
- 90% of the maximum if 95% of the target is attained;
- 100% of the maximum if 100% of the target is attained;
- 110% of the maximum (exceptional bonus) if 110% of the target is attained;
- 120% of the maximum (exceptional bonus) if 120% of the target is attained.

At its meeting on 17 March 2015, the board of directors considered the performance of the Deputy Chief Executive Officer by comparing the results obtained with the above target indicators, and following the recommendations of the Nomination and Remuneration Committee, set the Deputy Chief Executive Officer's variable remuneration for financial year ended 31 December 2014, at €180,000 which corresponds to a level of achievement of 101%, capped at 100%, and as a result of which the variable remuneration for 2014 amounts to 60.6% capped at 60% of the annual fixed part of the annual remuneration.

Criteria	Target	Performance
Published EBITDA target for 2014	35%	35%
Free Cash Flow	35%	42%
Net result of the Europorte segment versus budget	15%	15%
Debt charges	15%	9%

Annual variable remuneration for 2015

The board of directors, on the proposal of the Nomination and Remuneration Committee, agreed not to set criteria for variable remuneration for the three months of 2015.

Benefits in kind

The Deputy Chief Executive Officer has a company car, which represents a benefit in kind worth €285 per month.

Supplementary defined contribution pension plan, and death and disability insurance

The Deputy Chief Executive Officer does not have a defined benefit pension plan. He benefits from the same supplementary pension plan offered to all senior managers above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a defined contribution plan which would currently grant the Deputy Chief Executive Officer an estimated pension of €18,242 per year (non-commutable annuity), assuming he retires at the age of 65.

The Deputy Chief Executive Officer benefits from basic retirement benefits and supplementary retirement benefits. In 2014, employee contributions to this supplementary pension scheme totalled €23,256 and employer contributions totalled €37,677. In 2014, employee contributions to the supplementary pension scheme totalled €3,004 out of a total of €13,530 for all employees concerned, while employer contributions totalled €12,015 out of a total of €56,971 (2013: €50,424) for all employees concerned.

The Deputy Chief Executive Officer is covered by the staff private death and disability insurance and the personal accident policy available to employees of GET SE.

Long-term variable benefits

Pursuant to the authorisation granted by resolution 25 of the combined general meeting of 26 May 2010, and on the recommendation of the Nomination and Remuneration Committee, the board of directors has in the past granted share options, notably in 2012.

2012 share option scheme

Pursuant to the said scheme, Emmanuel Moulin, who was then an employee, received 35,000 options.

The exercise price is set at €6.33.

Three of the four performance conditions were met and therefore 75% of the 2012 options were acquired. The board of directors decided to give him the benefit of these options which had been acquired as an employee.

2014 preference shares

The general meeting of 29 April 2014 authorised the creation of a new category of 300 shares, convertible at the end of a period of four years to a maximum of 1,500,000 ordinary shares (representing 0.27% of the capital) if market performance conditions are met. The choice of preference shares was made because of their lower allocation cost for the company compared to ordinary Shares.

Pursuant to this scheme, the board of directors granted on 29 April 2014 30 preference shares convertible into 150,000 ordinary Shares to Emmanuel Moulin, Deputy Chief Executive Officer.

Preference shares shall be converted into ordinary Shares, depending on the evolution of the market price of the GET SE ordinary Shares, after a period of four years from the grant date of the preference shares by the board of directors of the company ("Conversion Date"), without prior request of the holder.

The average price of the ordinary shares on the Grant date or the Conversion Date has been/will be determined by reference to the higher value of the given averages, as follows:

- at the average of the 6 (six) months preceding the Grant date or Conversion Date;
- at the average repurchase price of ordinary shares held in treasury by the company at the Grant Date or the Conversion Date, pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code.

The Conversion Ratio will be 5,000 ordinary Shares per preference share for a target objective 100% met, with a tapering scale corresponding to the percentage of the objective met and set such that, the entire amount of ordinary Shares may be allocated, where applicable.

The target objective for the market price of ordinary shares of the company on the Conversion date, calculated according to the above terms is set at €11.50.

Emmanuel Moulin, upon leaving GET SE before the end of the vesting period, will lose his rights to preference shares.

Summary of remuneration, options and shares: Emmanuel Moulin, Deputy Chief Executive Officer

GROSS AMOUNTS IN EUROS	2014
Remuneration due for the year	483,420
Value of multi-annual variable remuneration attributed during the year	N/A
Value of options granted during the year	N/A
Value of preference and performance shares granted during the year	390,000
Total	**873,420**

Summary of remuneration: Emmanuel Moulin, Deputy Chief Executive Officer

GROSS AMOUNTS IN EUROS	(1) due	(2) paid
Fixed remuneration	300,000	300,000
Variable remuneration	180,000	–
Multi-year variable remuneration	N/A	N/A
Exceptional remuneration	N/A	N/A
Board attendance fees	N/A	N/A
Benefits in kind	3,420	3,420
Total	**483,420**	**303,420**

(1) Amounts due for the year.

(2) Amounts paid during the year.

Employment contract

	GET SE Employment Contract		Supplementary pension plan		Compensation or benefits due or likely to be due upon termination or change of role		Compensation related to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
E. Moulin Deputy Chief Executive Officer 2014		X	X			X		X

15.2.3 ATTENDANCE FEES

The directors of GET SE receive attendance fees.

The maximum total amount of attendance fees was set by the combined general meeting of 20 June 2007. The rules governing the distribution of attendance fees were decided by the board of directors. In principle, they consist of a fixed part and a variable part, in proportion to the director's attendance at board meetings and committee meetings. The committee chairmen receive an additional fixed fee. Fixed and variable fees are paid monthly.

The amount and breakdown of attendance fees were reviewed by the board of directors in 2014, following the recommendation of the Nomination and Remuneration Committee. Consequently, in accordance with article 21 of the Afep/Medef Code, this remuneration, which already took into account the actual attendance of directors at board and committee meetings, will henceforth predominantly be variable.

GET SE directors' attendance fees* in 2014 totalled €623,775 (2013: €540,750) as detailed in the table below:

€	2014*	2013*
Jacques Gounon	63,500	55,500
Philippe Camu	46,950	40,500
Patricia Hewitt	51,925	42,750
Peter Levene	46,950	39,000
Colette Lewiner	50,850	42,000
Colette Neuville	69,150	61,500
Perrette Rey	50,150	31,500
Robert Rochefort	69,150	61,500
Jean-Pierre Trotignon	69,300	58,500
Philippe Vasseur	48,200	42,750
Tim Yeo	57,650	53,250
Other directors no longer in office as of the date of this Registration Document	N/A	12,000
Total	**623,775**	**540,750**

* *Amounts before withholding tax or deductions at source.*

In addition, members of the board of directors of GET SE benefit, along with all other persons who act as officers of any Eurotunnel Group company, from directors' and officers' liability insurance.

15.3. TOTAL AMOUNT SET ASIDE OR OTHERWISE RECOGNISED BY GET SE AND ITS SUBSIDIARIES TO PAY FOR PENSIONS, RETIREMENT AND OTHER BENEFITS

Jacques Gounon does not benefit from any specific retirement indemnity, nor does Emmanuel Moulin.

15.4. REMUNERATION ELEMENTS OWED OR ALLOCATED IN THE 2014 FINANCIAL YEAR TO EACH EXECUTIVE OFFICER OF THE COMPANY, SUBMITTED TO THE SHAREHOLDERS FOR APPROVAL

As recommended by the Afep/Medef Code, revised in June 2013 (article 24.3) and adopted by the company, pursuant to article L. 225-37 of the French Commercial Code, the following remuneration elements due or allocated to each executive officer of the company must be submitted to the shareholders for approval:

- the fixed part;
- the annual variable part and, where applicable, the multi-annual variable part with the targets on which it is based;

- any exceptional remuneration;
- share options, performance shares or other elements of long-term remuneration;
- compensation linked to taking up or leaving a position;
- the supplementary retirement plan;
- benefits of any type.

At the general meeting on 29 April 2015, a proposal will be tabled for an opinion to be issued on the remuneration elements due or allocated in relation to the 2014 financial year to each executive officer of the company, namely Jacques Gounon, the Chairman and Chief Executive Officer and Emmanuel Moulin, Deputy Chief Executive Officer.

Elements of remuneration due or allocated in relation to the 2014 financial year to Jacques Gounon, Chairman and Chief Executive Officer:

Element of remuneration Chairman-CEO	Amount due (euros)	Comments
Fixed remuneration	500,000	• Gross annual fixed remuneration of €500,000 • No change
Annual variable remuneration	500,000	• Maximum: 100% of the gross annual fixed remuneration. • On the recommendation of the Nomination and Remuneration Committee, at the meeting on 17 March 2015, the board of directors evaluated Jacques Gounon's variable remuneration for the 2014 financial year. • Criteria: – Net result: in line with the budget; 25% – EBITDA: in line with published 2014 EBITDA target objective; 25% – Consolidation of long-term growth prospects for the Group; 30% – Innovation: capacity for technological innovation; 20% – Improvement in business performance while complying with social and environmental responsibility; 10% • Taking into account the quantitative and qualitative criteria determined by the board of directors at its meeting on 17 March 2015 and the achievements recorded on the same date, the variable part was valued at €508,333, i.e. 101% of the gross annual fixed remuneration, and was capped at 100%, or €500,000.
Multi-annual variable remuneration	N/A	Jacques Gounon does not receive any multi-annual variable remuneration. There is no provision for any multi-annual variable remuneration.
Deferred variable remuneration	N/A	Jacques Gounon does not receive any deferred variable remuneration. There is no provision for any multi-annual variable remuneration.
Attendance fees	63,500	(Amounts before withholding tax or deductions at source).
Exceptional remuneration	N/A	Jacques Gounon did not receive any exceptional remuneration. There is no provision for any exceptional remuneration.
Allocation of stock options and/or performance shares	426,000	30 preference shares convertible into 150,000 ordinary Shares subject to performance conditions in 2018. Market condition: calculated on a tapering scale corresponding to the percentage of target met at the end of a period of four years with a target average Share price of €11.50. Percentage of share capital: 0.02%. The fair value on the date of allocation of the rights granted under the scheme has been calculated using the Monte Carlo model. Authorised by the combined general meeting on 29 April 2014 (resolutions 14 and 15) and allocated by decision of the board of directors on 29 April 2014.
Benefits in kind	8,152	Jacques Gounon receives an allowance of £540 per month for the use of his personal vehicle.
Compensation linked to taking up or leaving a position	N/A	The company has undertaken no commitment regarding leaving the position of the executive officer.
Non-competition payment	N/A	There is no non-competition clause. Jacques Gounon does not have a non-competition agreement.
Supplementary pension plan Death, disability and health insurance schemes	No amounts are owed for the year	Jacques Gounon benefits, with respect to the French part of his remuneration, from the same supplementary pension plan offered to all senior managers above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a defined contribution plan, as defined by article 83 of the French General Tax Code and article L. 242-1 of the French Social Security Code. Jacques Gounon is a member of the company's death, disability and health insurance scheme. The general meeting has an obligation to vote pursuant to the French Law on Economic Confidence and Modernisation of 26 July 2005. The decision to admit Jacques Gounon to this scheme was taken after publication of said law; as this decision is not subject to the regulated agreements procedure, it is not necessary for this agreement to be ratified by the general meeting based on a special auditors' report (L. 225-42).

Name	Plan date and number	Type of option (existing or newly issued shares)	Value of the options/ Number of options granted during the year	Exercise price	Exercise period
J Gounon	2014 preference shares	Preference shares	30 preference shares convertible into 150,000 ordinary Shares Valuation: €426,000 The fair value on the date of allocation of the rights granted under the scheme has been calculated using the Monte Carlo model.	N/A	29 April 2018

Elements of remuneration due or allocated in relation to the 2014 financial year to Emmanuel Moulin, Deputy Chief Executive Officer:

Element of remuneration	Amounts (euros)	Comments
Fixed remuneration	300,000	• Gross annual fixed remuneration of €300,000
Annual variable remuneration		• Maximum: 60% of the gross annual fixed remuneration: • On the recommendation of the Nomination and Remuneration Committee, at the meeting on 17 March 2015, the board of directors evaluated E. Moulin's variable remuneration for the 2014 financial year. • Taking into account the quantitative and qualitative criteria determined by the board of directors at its meeting on 17 March 2015 and the achievements recorded on the same date, the variable part was valued at €180,000, corresponding to an achievement of 61% capped at 60% of the gross annual fixed remuneration.
Multi-annual variable remuneration	N/A	E. Moulin does not receive any multi-annual variable remuneration.
Deferred variable remuneration	N/A	E. Moulin does not receive any deferred variable remuneration.
Attendance fees	N/A	E. Moulin is not a member of the GET SE board of directors.
Exceptional remuneration	N/A	E. Moulin did not receive any exceptional remuneration.
Allocation of stock options and/or performance shares	390,000	30 preference shares convertible into 150,000 ordinary Shares subject to a performance condition in 2018; these preference shares will be lost when he leaves the company.
Benefits in kind	3,420	E. Moulin receives an allowance of €285 per month for the use of his personal vehicle.
Compensation linked to taking up or leaving a position	N/A	E. Moulin receives no compensation.
Non-competition payment	N/A	E. Moulin does not have a non-competition agreement.
Supplementary pension plan Death, disability and health insurance schemes	No amounts are owed for the year	E. Moulin benefits from the same supplementary pension plan offered to all senior managers above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a defined contribution plan, as defined by article 83 of the French General Tax Code and article L. 242-1 of the French Social Security Code. The decision to admit E. Moulin to this scheme was subject to the regulated agreements procedure and the general meeting ratified this agreement based on a special auditors' report (L 225-42). E. Moulin benefits from the company's death, disability and health insurance scheme.

Name	Plan date and number	Type of option (existing or newly issued shares)	Value of the options/ Number of options granted during the year	Exercise price	Exercise period
E Moulin	2014 preference shares	Preference shares	30 preference shares convertible into 150,000 ordinary Shares Valuation: €390,000 The fair value on the date of allocation of the rights granted under the scheme has been calculated using the Monte Carlo model.	N/A	29 April 2018

No service provision agreement has been entered into with the executive officers.

15.5. OTHER REMUNERATION POLICY CONSIDERATIONS

Remuneration of the members of the Executive Committee
As stated in Chapter 17 of this Registration Document, the Eurotunnel Group's remuneration policy is based on fair and transparent remuneration to ensure perfect consistency between individual goals and business objectives. The Group's strategy is also to share its success with its employees in order to involve them in the Group's growth. The Group's remuneration policy aims to promote the achievement of economic, social and market performance, enhance the growth of skills, meet and outperform objectives and increase the commitment of employees and officers in the long term, while strengthening employee ownership.

The members of the Nomination and Remuneration Committee ensure consistency between the policy applied to executive officers and the policy applied to the senior managers of the Group. The members of the Nomination and Remuneration Committee also examine the alignment of the managers' remuneration principles.

The remuneration of the Chief Operating Officers, which is decided by the general management, is made up of fixed annual remuneration supplemented by an incentivising variable part, the criteria for which are largely based on the Group's economic performance, as with the variable remuneration of the Chief Executive Officer and Deputy Chief Executive Officer. The variable financial part is accompanied by qualitative criteria to assess individual performance.

The members of the Executive Committee also receive remuneration made up of a fixed part, the amount of which is proportional to each one's responsibilities, supplemented by a variable part whose quantitative criteria depend on the Group's results in order to improve the sense of solidarity.

16. BOARD AND MANAGEMENT PRACTICES

The introduction below, sections 16.1, 16.2, 16.3, 16.4, 16.5, 16.6, 16.9, 16.10, and 16.11, the elements likely to have an impact in the event of a public offer listed under item 25 of the cross-reference table in appendix III of this Registration Document, together constitute the report of the Chairman of the board of directors of GET SE pursuant to article L. 225-37 of the French Commercial Code. The Chairman and Chief Executive Officer instructed the company secretary to compile the content of this report, which was prepared by including contributions from several departments, including the finance department, the financial control department, the internal audit department, and the legal department. This report was sent to the statutory auditors, and submitted to the general management which considers it to be consistent with the systems in place within the Group. On the recommendation of the Audit Committee, the board of directors approved it on 17 March 2015.

The policy and rules agreed upon by the board of directors to determine the remuneration and all benefits granted to the executive officers are set out in chapter 15 of this Registration Document.

On 17 March 2015, in accordance with article L. 225-37 of the French Commercial Code, the Chairman of the board of directors drew up a report covering the following matters:
- the composition of the board of directors and the terms for the preparation and organisation of its work;
- the principles and rules established by the Nomination and Remuneration Committee and the board of directors to determine the remuneration and benefits of any kind granted to corporate officers;
- the internal control and risk management procedures implemented by GET SE;
- the limitations, if any, to the powers of the Chief Executive Officer;
- the corporate governance code to which GET SE refers; and
- the specific arrangements relating to the participation of shareholders in general meetings.

The corporate governance code to which GET SE refers is the code for listed companies established by the *Association Française des Entreprises Privées* (AFEP) and the *Mouvement des Entreprises de France* (MEDEF) (the Afep/Medef Code).

The Eurotunnel Group adapts its corporate governance to the specific needs of the business in a bid to ensure continual progress. In its governance structure, GET SE has adopted the combined system which consists of the appointment of one person to serve as both chairman and chief executive officer. The continued combination of the roles of chairman and of chief executive officer is justified to ensure a more efficient and reactive management, linked to the specific history of the business and in difficult regulatory, competitive and market environments. This continued combination of roles is in accordance with the good governance rules to which GET SE has always adhered.

Indeed, the binational nature of the business was reflected early on by the implementation of exacting governance standards within the Group which enable the preservation of the interests of all shareholders as well as a balance of power within the governance structures:
- the size of the board of directors (11 members) allows for real debate to take place and for clear and rapid decision-making, particularly as board members are committed to their role, are independently minded and bring to the business a wide range of skills; in the 2014 self-evaluation of the board, the directors confirmed their satisfaction as to quality of the discussions, conduct of business by the Chairman, freedom of expression and time reserved for discussion;
- the board of directors is very active (10 meetings in 2014);
- the majority of board members are independent (82%);
- five board committees have been set up and each is very active: in 2014, more than 18 committee meetings took place, making a total of 28 meetings including full board meetings;
- some of the committees, including the Audit Committee and the Nomination and Remuneration Committee, are exclusively composed of independent board members;
- so as to promote best ethical and governance practices within the Group, the board of directors set up an ethics and governance committee in 2013, the terms of reference for which can be found at paragraph 16.2.3 of this Registration Document;
- the board of directors appointed Colette Neuville as a senior independent director in 2014. She is responsible for monitoring and managing any potential conflict of interest situations that may arise for the executive management and other board members, for suggesting to the chairman of the board additional agenda items for meetings of the board of directors, as required, for ensuring that good governance takes place within the board of directors and committees, and for managing each year the evaluation of the board of directors on the basis of an anonymous detailed questionnaire on the roles and competence of the board, its functioning as a whole and the areas dealt with by the board and its committees.

Board members and the executive management have built a strong tradition of transparency and dialogue. The governance structure and the matter of the dissociation of roles are the subject of a specific item in the board self-evaluation questionnaire. For 2014, the current combined role (chairman and chief executive officer in one person) was also strongly supported.

The 2014 results illustrate the soundness of the strategies adopted and the quality of the teams implementing them.

16.1. GENERAL MANAGEMENT

16.1.1 CHIEF EXECUTIVE OFFICER AND DEPUTY CHIEF EXECUTIVE OFFICERS

The general management of GET SE is carried out by the Chairman of the board of directors without change in the governance structure, with an organisation including a board of directors in which the roles of chairman and chief executive officer are combined.

As indicated in the introduction above, the rationale for continuing to combine these roles is principally to ensure a more effective and responsive form of management, related to the particular history of the company and in a context of a challenging economic situation and an uncertain regulatory, competitive and market environment.

The board of directors sets the term of office of the Chief Executive Officer, which may not exceed his term of office as Chairman.

The Chief Executive Officer is vested with the broadest powers to act in all circumstances in the name of GET SE. The Chief Executive Officer exercises his powers within the scope of the corporate purpose and subject to the powers expressly conferred by law on shareholders and on the board of directors, as well as the limitations imposed by the internal rules described in section 16.5 of this Registration Document.

The Chief Executive Officer represents GET SE in its relations with third parties. GET SE is bound by decisions of the Chief Executive Officer that do not fall within its corporate purpose, unless it can prove that the third party knew or should have known in the circumstances, that the decision exceeded such purpose. However, the publication of the company's by-laws does not alone constitute such proof. Provisions of the by-laws and decisions of the board of directors limiting the powers of the Chief Executive Officer are not binding on third parties.

The Deputy Chief Executive Officer is tasked with supporting the Chief Executive Officer. With regards to third parties, the Deputy Chief Executive Officer represents the company in the same manner as the Chief Executive Officer; pursuant to article L. 225-56.II-2 of the French Commercial Code, he has the same powers as the Chief Executive Officer. The maximum number of deputy chief executive officers is three.

Emmanuel Moulin will serve as Deputy Chief Executive Officer of the Eurotunnel Group until 31 March 2015, the date on which his term will terminate. After this date, the supervision and support functions within general management, in place since 1 January 2014, will return to the following:

- Jacques Gounon, Chairman and Chief Executive Officer, will keep responsibility for the supervision of strategy, communications, safety and ethics, public affairs, internal audit, shareholder and investor relations, investment policy and of the secretariat to the board of directors.
- The two Chief Operating Officers, Michel Boudoussier – Chief Operating Officer, Concession – and Pascal Sainson – Chief Operating Officer, Europorte – will continue to manage their current respective businesses under the supervision of the Chairman and Chief Executive Officer. The activities previously under the supervision of the Deputy Chief Executive Officer such as the Group finance directorate, legal services, the business services department, the treasury and the Group human resources department will return to be under the supervision of the Chairman and Chief Executive Officer.

Where the Chief Executive Officer ceases or is prevented from carrying out his duties, in the absence of a decision to the contrary by the board of directors, the Deputy Chief Executive Officers continue to carry out their duties and fulfil their role until the appointment of a new Chief Executive Officer.

No person may be appointed as Chief Executive Officer or Deputy Chief Executive Officer if they are aged 65 or over. On reaching the age of 65, any Chief Executive Officer or Deputy Chief Executive Officer in office is deemed to have resigned.

The board of directors can terminate the appointment of the Chief Executive Officer at any time. The board of directors can also terminate the appointment of the Deputy Chief Executive Officer, on the recommendation of the Chief Executive Officer.

16.1.2 EXECUTIVE COMMITTEE

GET SE has an Executive Committee composed of the persons named in section 14.3 above. The Executive Committee is chaired by the Chairman and Chief Executive Officer. The committee meets to monitor the Group's performance and results and, if necessary, to adjust the Group's strategy. The Executive Committee coordinates the operation of the Group and ensures the proper functioning of the Group as a whole.

16.2. CONDITIONS APPLICABLE TO THE PREPARATION AND ORGANISATION OF THE WORK OF THE BOARD OF DIRECTORS

16.2.1 COMPOSITION AND ORGANISATION OF THE BOARD OF DIRECTORS

a) Members of the board of directors

At the date of this Registration Document, the board of directors of GET SE has eleven members, of whom nine are independent (representing 82% of board members in office). The board of directors has four women board members, being more than 36% of the board, in accordance with the French law of 27 January 2011 on the balanced representation of women and men on boards.

The proportion of non-French board members is 36%. The average age of board members is 66.

The complementary expertise and experience of the board members is an advantage for the Group. Board members bring to the company a complementary range of experience and industrial, managerial, financial and scientific skills and a diversity of backgrounds with a mix of men/women, ages and nationalities.

Board members are appointed, re-appointed or removed by the general meeting of shareholders. The nomination committee assesses the composition and size of the board, oversees the assessment process for candidates for the position of member of the board, determines whether such candidates are qualified to become board members, in accordance with the criteria set out by the board and makes recommendation to the board of directors with regards to candidates.

The composition of the board of directors aims to balance experience, ability and independence whilst respecting the parity and diversity which reflect the bi-national nature of the business. Good synergy within the board depends on the diversity (in terms of nationality, ability, etc.), equality and complementarity of its members. The board of directors, as a whole, must also adequately reflect the communities within which Eurotunnel Group carries on its business (public/private, transport business, rail infrastructure, cross-Channel market, Franco-British business, a history of crises).

It is expected that board members should have the following essential qualities:

- to be mindful of the interests of the company;
- to be a good judge, in particular of situations, strategies and persons, based amongst other things on their experience;
- to be able to anticipate so as to identify risks and strategic issues;
- to have integrity, be present, active and involved.

The following qualifications or attributes are taken into account in the selection of board members: management and/or board experience, comprehensive and multi-disciplinary experience, integrity and professionalism, the personal qualities required to contribute actively to the discussions of the board of directors.

For the entire duration of their term of office, each board member must own a number of shares which, the general meeting of shareholders of 29 April 2015 is asked to increase from 1,000 Shares to 5,000 Shares, to be purchased over a three-year period, reaching the following minimum number each year:

- Year 1: 2,000 Shares
- Year 2: 3,000 Shares
- Year 3: 5,000 Shares

If, at the time of their appointment, board members do not own at least 2,000 Shares or if, during their term of office, they cease to own the minimum number of Shares, they are deemed to have resigned unless the situation is remedied within the appropriate time.

If there are one or more vacancies on the board, the board of directors may, between two general meetings, make interim appointments in accordance with the provisions of article L. 225-24 of the French Commercial Code. The term of office of board members appointed in place of another is the remainder of the term of office of their predecessor. To ensure the continuity, coherence and quality of the board of director's work, and in accordance with recommendation 13 of the Afep/Medef Code relating to training of new directors, GET SE offers new board members an induction period designed to facilitate their integration: on-site visits to facilitate an understanding of the company's business, a briefing on economic/financial data, the Group's key constitutional documents and the option to attend external training, including with IFA (French Institute of Directors).

The term of office of board members is four years. The appointment terminates at the end of the ordinary general meeting called to approve the financial statements of the preceding financial year and held during the year in which their term of office expires. The appointment of half of the board of directors is renewed in a staggered manner every two years, so that, each time, renewal covers part of the members of the board of directors in accordance with article 12 of the Afep/Medef Code.

All outgoing members are eligible for re-election. Notwithstanding the above stipulations, the number of people aged 75 or over serving on the board of directors as individuals or as permanent representatives of legal entities may not exceed one third (rounded up to the nearest whole number, if applicable) of the number of board members serving at the end of each general meeting called to approve the separate financial statements. If this limit is exceeded, the oldest board member is automatically deemed to have resigned.

b) Chairman of the board of directors

The board of directors appoints one of its members as Chairman for a period identical to their term of office as board member, unless the board of directors sets a shorter term. The Chairman must be an individual.

The Chairman of the board of directors represents the board of directors. He directs and organises the work of the board of directors and reports on this to the general meeting. He ensures the proper functioning of GET SE and, in particular, that members of the board of directors are able to discharge their duties.

The age limit for the position of Chairman of the board of directors is 70. The term of office of the Chairman expires on the date of the ordinary general meeting called to approve the financial statements of the financial year during which the serving Chairman reaches the age limit. However, the board of directors may extend or renew the term of office of the Chairman for additional one-year periods, up to five times.

Should the Chairman be temporarily unable to carry out his duties or in the event of his death, the board of directors may appoint a board member to serve in his place. Where the impediment is temporary, the appointment is for a limited period, which may be renewed. In the event of the incumbent's death, the appointment is effective until a new Chairman is appointed. The Nomination and Remuneration Committee decided to consider and monitor the preparation of a succession plan to replace executive officers in the event of a sudden vacancy.

c) Meetings of the board of directors

The board of directors meets as frequently as the interests of the company require and at least three times each year. Meetings are called by the Chairman or by the board member designated to act in the Chairman's place and are held at the registered office or at any other place specified by the person who calls the meeting. However, if the board of directors has not met for more than two months, board members representing at least one third of the members of the board of directors and, if applicable, the Chief Executive Officer, may request that the Chairman call a meeting on a specific agenda.

Meetings of the board of directors are conducted in French with an unofficial translation in English. Documents provided to members for meetings of the board, as well as minutes of the meeting, are prepared in French with an unofficial translation in English.

d) Quorum

The presence of at least one half of the serving members is required for a meeting of the board of directors to proceed to business. The internal rules of the board of directors provide that members are deemed to be present within the scope of article L. 225-37 of the French Commercial Code, for the purpose of calculating the quorum and majority, when they participate by videoconference or other means of telecommunication that enable them to be identified and to participate in the meeting in accordance with governing laws and regulations. This provision does not apply for the approval of decisions referred to in articles L. 232-1 and L. 233-16 of the French Commercial Code.

e) Majority rules

Decisions are taken by a majority of members present or represented, with the Chairman casting the deciding vote in the event of a tied vote.

f) Powers

The board of directors determines GET SE's business objectives and, as indicated in section 16.5, oversees their implementation. Subject to the powers expressly granted to shareholders in general meetings and within the limits of the corporate purpose, the board of directors may consider any matter affecting the proper functioning of GET SE and takes decisions in this respect in the interest of all shareholders.

In its relations with third parties, GET SE is bound by decisions of the board of directors that do not fall within its corporate purpose, unless it can prove that the third party knew or should have known in the circumstances that the decision exceeded the corporate purpose. However, the publication of the by-laws does not alone constitute such proof.

The board of directors may carry out such controls and checks as it deems appropriate. Each board member receives all information and documents needed to perform their duties in accordance with the conditions set out in the internal rules of the board of directors, particularly as regards confidentiality.

The board of directors may decide to establish committees for the purpose of considering issues that the board or its Chairman may submit for their review. The board of directors determines the composition and terms of reference of the said committees, which conduct their business under the responsibility of the board of directors. The board of directors also determines the remuneration of the committee members, if any.

The board of directors decides or authorises the issue of debt securities pursuant to article L. 228-40 of the French Commercial Code, unless the general meeting resolves to exercise this power.

g) Board members' rights, information and ethics (charter of ethics, internal rules, code of conduct)

Since the origin, the Eurotunnel Group has developed on strong values that ensure cohesion, its future and its development. The board of directors is committed to promoting those values, as well as the best governance and ethical practices within the Group. The ethics and corporate governance committee of the board ensures that the ethical culture and principles applicable to its management and its entire staff, are communicated within the business.

The Group has put in place a Group Ethics Charter which extends the ethics policy already in place within the Concession to all entities which have joined the Group. In accordance with the United Nations Global Compact, the Group Ethics Charter describes the fundamental values which must be endorsed by each employee, whatever the circumstances or the country, by reference to the OECD guidelines for companies. The company secretarial department monitors market laws and regulations, as well as best practice with regards to corporate governance, and ensures they are considered in order to be implemented in the internal rules and procedures. This has been reinforced since 2013 following the appointment of an Ethics and Safety Director, who sits on the Executive Committee.

The director's charter sets out the rights and obligations of each board member, in particular with regards to conflicts of interests. Each board member undertakes to abide by this charter and carry out their duties with independence, integrity, loyalty and professionalism. As indicated below, the senior independent director ensures that the board and its committees abide by governance practices and is responsible for handling any conflict of interests of executive officers and other board members: *"Directors undertake, in any circumstances, to maintain their independence of analysis, judgement, decision and action and to reject any direct or indirect pressure on them from other directors, groups of shareholders, suppliers, and more generally, any third party. In particular, directors must avoid plurality of functions within companies, which directly or indirectly compete with the company, such plurality being likely to affect the interest of the company, or its governance. Directors undertake not to seek or accept from the company of the subsidiaries thereof, any advantages likely to affect their independence*." A code of good conduct concerning securities transactions was put in place by the board of directors several years ago so as to avoid any insider trading issues. The first part of the code of good conduct sets out the essential ethical principles that apply and the second part sets out the applicable preventive measures.

The board of directors has adopted a set of internal rules to complement the laws, regulations and by-laws in place, specifying the role and functional practices of the board of directors and its committees, with particular attention given to the principles of the Afep/Medef Code.

The internal rules make specific provision concerning the composition of the board of directors and the independence criteria applied to its members, the duties and powers of the board, information provided to members and the internal rules of each of its committees. The internal rules are regularly reviewed and supplemented or amended as necessary.

The main provisions of these internal rules are described below.

Role of the board of directors

As part of its administrative responsibilities, and in compliance with governing laws and the by-laws of GET SE, the board of directors:

- appoints or removes the Chairman and Chief Executive Officer and decides whether the Chairman and Chief Executive Officer's roles should be combined or separate;
- defines strategy and regularly reviews the strategic aims of GET SE and of the group comprising GET SE and the entities consolidated in its accounts, together with its proposed investments, divestments and internal reorganisations, the Group's overall human resources policy, in particular its remuneration,profit-sharing and staff incentive policy; carries out an annual appraisal of the performance of the general management;
- approves regulated agreements;
- considers major strategic transactions involving the acquisition or disposal of equity investments and assets, partnership agreements, joint ventures or cooperation agreements relating to research, development, industrial or commercial matters and more generally any transaction or undertaking that could have a significant impact on the financial or operating situation of the Eurotunnel Group; any significant transaction outside the approved business strategy is subject to prior approval by the board; this rule applies to external acquisitions and disposals, as well as major investments in organic growth or internal restructuring;
- is kept informed by its Chairman and its committees of all significant events affecting the business, financial situation and cash flow of GET SE and Eurotunnel Group;
- sets the annual performance objectives of the Chairman and Chief Executive Officer and of the Deputy Chief Executive Officer;
- takes note of the essential characteristics of the internal control and risk management systems adopted and implemented by the general management. Specifically, the board checks with the general management that the coordination procedure and internal control and risk management systems are able to guarantee the reliability of the company's financial disclosures and give a true and fair view of the results and financial position of the company and the Group;
- ensures that strategies and objectives are in place for the known major risks facing the company, and that these major risks are factored into the company's management; and
- ensures that proper information is provided to shareholders and the public, particularly through the control that it exercises over information provided by the company; in this capacity, it defines the communication policy of GET SE concerning the rate of publication of financial information relating to the Eurotunnel Group.

Members of the board of directors

- Irrespective of their specific position or ability, each board member must act in the best interest of the company.
- Each board member must devote the time and attention necessary to fulfil their duties and participate in meetings of the board of directors and of the committees of which they are a member.
- The board of directors must be composed of members chosen for their skill and experience relevant to the business of Eurotunnel Group.
- Members of the board of directors may attend training sessions on the specific character of the business, its activities or its business sector, such training being organised by GET SE on its own initiative or at the request of the board of directors.
- The overall maximum amount of board members' fees was set at the combined general meeting of 20 June 2007. The amount and allocation of attendance fees was reviewed by the board of directors, on the recommendation of the nomination and remuneration committee, so that, in accordance with article 21 of the Afep/Medef Code, the manner in which this remuneration is allocated – which already takes into account the actual participation of each board member in meetings of the board of directors and of its committees – now gives greater emphasis to a variable element.
- Each board member is required to notify the AMF and GET SE of any acquisition, disposal, subscription or exchange of securities issued by GET SE or any transaction in related securities, in accordance with applicable regulations.
- The obligations of board members are as described in the Afep/Medef Code. Before accepting the position, board members must declare that they are aware of the general obligations of board members and of those specific to their role. Board members must be aware of all relevant provisions of the governing law, the by-laws of GET SE and the internal rules of the board of directors that apply to them.
- Each board member has the obligation to disclose to the board of directors any actual or potential conflict of interest between him and GET SE or Eurotunnel Group and must abstain from voting on matters considered at meetings of the board of directors to which the conflict of interest relates, unless the conflict of interest arises in connection with an agreement entered into in the ordinary course of business under normal conditions. The number of additional appointments held by members of the board of directors in listed companies outside the Group is limited to two additional appointments in listed companies outside the Group for executive officers and to four additional appointments in listed companies outside the Group for other board members. This includes any appointments held in foreign listed companies. Board members must inform the board of any new appointment. The limit is assessed on each appointment or re-appointment. The Internal Rules have been reviewed in order to specify that, in accordance with recommendation 19 of the Afep/Medef code, the executive directors must receive prior advice from the board of directors before accepting another term in a listed company; this provision has not yet been applicable in the company.
- Board members must all contribute towards determining the business strategy of Eurotunnel Group and overseeing the implementation of such strategy. They must supervise the management of Eurotunnel Group appropriately.

- All materials provided at meetings of the board of directors and all information obtained during or outside such meetings of the board of directors are strictly confidential without exception, irrespective of whether such materials or information were presented as confidential. Board members must consider themselves bound to secrecy beyond a mere obligation of discretion.
- In addition to this obligation of confidentiality, board members undertake not to make public statements in their capacity as members of the board of directors on any matter pertaining to Eurotunnel Group, whether or not related to meetings of the board of directors, without the prior consent of the Chairman.
- Every board member must comply with all market regulations intended to prevent market abuse that would be harmful to the interests and image of Eurotunnel Group.

Board proceedings, videoconferencing or teleconferencing

Each year the annual report includes a section on the activities and operation of the board of directors and its committees during the previous year.

The internal rules of the board of directors indicate that board members may participate in meetings by all means authorised by law and the by-laws, including videoconferencing or teleconferencing as long as such videoconferencing or teleconferencing facilities (i) enable the transmission of at least the voices of the participants and (ii) satisfy technical requirements enabling the continuous and simultaneous transmission of the proceedings.

Board members' information

The Chairman or the Chief Executive Officer gives each board member the documents and information needed to carry out their duties, subject to the confidentiality obligations described in the internal rules.

Committees

The board of directors may establish temporary or permanent special committees, each consisting of at least three and no more than five members appointed by the board of directors, with one committee member designated by the board of directors as the committee chairman.

The board of directors has established an Audit Committee, a Nomination and Remuneration Committee, a Safety and Security Committee, a Strategy and Sustainable Development Committee and an Ethics and Corporate Governance Committee, as described in section 16.2.3 of this Registration Document.

Independent board members

At least half of the board members must be independent within the scope of and in accordance with the criteria of the Afep/Medef Code.

The criteria for board members to be reviewed as independent are the following:

- not to be an employee or executive director of GET SE or an employee or director of its parent or a company that the latter consolidates, and not having been in such a position for the previous five years;
- not to be an executive director of a company in which GET SE holds, either directly or indirectly, a directorship or in which an employee appointed as such or an executive director of GET SE (currently in office or having held such office for less than five years) is a director;
- not to be a customer, supplier, investment banker or commercial banker:
  - that is material to GET SE or the Group,
  - or for whom GET SE or the Group represent a significant part of their business.

  The evaluation of how significant the relationship is with GET SE or the Group must be debated by the board of directors.
- not to be related by close family ties to an executive director;
- not to have been an auditor of the corporation within the previous five years;
- not to have been a director of the corporation for more than twelve years.

Board members representing substantial shareholders of the company may be considered independent so long as such shareholders do not participate in the control of the company. However, where the interest of the shareholder in question exceeds 10% of the share capital or voting rights, the board of directors must consider the matter of the board member's independence, on the basis of a report from the nomination committee, taking into account the structure of the capital of the company and the existence of potential conflicts of interest.

The board of directors is required to verify at least once a year that board members satisfy the independence criteria set out above. After consideration of their individual position by the nomination committee, the board of directors resolved on 17 March 2015 that the following board members met the independence criteria set out in the Afep/Medef Code: Colette Neuville, Patricia Hewitt, Perrette Rey, Peter Levene, Colette Lewiner, Robert Rochefort, Philippe Vasseur, Tim Yeo and, since 31 May 2014, Jean-Pierre Trotignon, whose term of office as Deputy Chief Executive Officer of Eurotunnel Group ended over five years ago, on 31 May 2009.

Jacques Gounon, Chairman and Chief Executive Officer, and Philippe Camu, a representative of GS Global Infrastructure Partners, the company's main shareholder, are not considered to be independent board members.

To consider the extent to which a business relationship is or is not significant, the board of directors referred to a table summarising fund flows (purchases and sales) occurring during the financial year elapsed, between:

- Group companies on one hand, and
- Group companies of which independent board members of the company are also a board member.

These flows are considered in relation to the total weight of purchases and sales, for each group, to measure their significance. For 2014, this table reveals that the sum of sales of the company's Group, to any one of the groups concerned, or of its purchases from any one of those groups, does not exceed 0.7% of the total sales or purchases of the company's Group or of any one of the groups concerned, with the exception of two suppliers for which tendering rules and procedures protect equality of treatment of the suppliers and accordingly, the independence of the directors.

Therefore, as at 17 March 2015, there are nine independent board members out of a total of eleven (representing 82% of the board members in office). More than half of the board members are independent in accordance with the provisions of the Afep/Medef Code.

The table set out below indicates the situation of each board member in relation to the independence criteria referred to in the Afep/Medef Corporate Governance Code:

Criteria \ Board Members		JP Trotignon	C. Lewiner	P. Hewitt	P. Camu	P. Rey	C. Neuville	R. Rochefort	P. Levene	P. Vasseur	T. Yeo
AFEP/MEDEF	Criterion 1 (employee/ Corporate officer)	o	o	o	o	o	o	o	o	o	o
	Criterion 2 (subsidiaries)	o	o	o	o	o	o	o	o	o	o
	Criterion 3 (economic relationship)	o	o	o	o *	o	o	o	o	o	o
	Criterion 4 (family ties)	o	o	o	o	o	o	o	o	o	o
	Criterion 5 (auditor)	o	o	o	o	o	o	o	o	o	o
	Criterion 6 (board member for 12 years)	o	o	o	o	o	o	o	o	o	o
	Criterion 7 (key shareholder)	o	o	o	x	o	o	o	o	o	o

* *Not including sister companies of GSIP*

Key:
"o" indicates the criterion is met
"x" indicates the criterion is not met
Criterion 1: has been an employee or corporate officer within the last five years
Criterion 2: existence (or non-existence) of cross-directorships
Criterion 3: existence (or non-existence) of a significant business relationship
Criterion 4: existence (or non-existence) of close family ties with a corporate officer
Criterion 5: has not been an auditor of the company in the last five years
Criterion 6: has not been a board member of the company for more than 12 years
Criterion 7: is a key shareholder

Senior independent director

The board of directors has appointed Colette Neuville as the senior independent director. In accordance with the internal rules of the board of directors, this board member must be independent as defined by the Afep/Medef Code. The senior independent director is appointed for the duration of his/her term of office as board member.

The senior independent director has the following duties:

- monitor and manage any potential conflict of interest situations that may arise for the executive management and other board members;
- suggest additional agenda items to the chairman for meetings of the board of directors, as required;
- ensure that the board of directors and committees adopt good governance;
- manage the annual evaluation of the board of directors on the basis of an anonymous detailed questionnaire on the roles and competence of the board, its functioning as a whole and the areas dealt with by the board and its committees.

In order to preserve his/her independence, the senior independent director is not remunerated for this role.

16.2.2 OPERATION OF THE BOARD OF DIRECTORS

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In 2014, the board of directors held 10 meetings. The average attendance rate per meeting for board members was 96%.

Attendance at meetings of the board of directors in 2014

Members	Number of meetings	Attendance	
Jacques Gounon	10	10	100%
Philippe Camu	10	10	100%
Patricia Hewitt	10	8	80%
Peter Levene	10	10	100%
Colette Lewiner	10	9	90%
Colette Neuville	10	10	100%
Perrette Rey	10	10	100%
Robert Rochefort	10	10	100%
Jean-Pierre Trotignon	10	10	100%
Philippe Vasseur	10	9	90%
Tim Yeo	10	10	100%

The high participation rate of board members throughout the year should be noted. This frequency and rate of participation are the first objective factor which, during 2014, ensured that the board of directors was in a position to fulfil its role and take the decisions appropriate to the development of GET SE.

In 2014, in addition to financial and legal authorisations, the board of directors concentrated mainly on issues of strategy, accounts and corporate governance.

At each of its meetings, the board of directors discussed business development and performance in terms of the Group's activities and results and took note of the company's stock market performance and its market capitalisation.

During 2014, the board of directors finalised the financial statements as at 31 December 2013 and prepared the half-yearly financial statements as at 30 June 2014. In these presentations as well as in the monthly board report, the board is kept informed of the financial situation and the treasury situation.

It also considered the overall budget for 2015 and monitored the progress of the Europorte subsidiaries and of the maritime segment. The board also carried out a review of the risk map for the Group, as well as the activity of the internal audit function. The board of directors also made preparations for the combined general meeting and, in particular, drew up the draft resolutions. The board decided to renew the share buyback programme.

Regarding corporate governance, during the 2014 financial year, the board of directors carried out its self-evaluation and approved the Chairman's report on internal control procedures for 2013. The board of directors determined the Chairman and Chief Executive's variable remuneration for 2013, on the recommendation of the Nomination and Remuneration Committee, and set the quantitative and operational targets that would determine the variable portion of his remuneration for 2014.

The board of directors followed the developments in the procedure started by the UK Competition Commission regarding the acquisition of three ships owned by the now defunct maritime operator, SeaFrance, as well as the procedure started by Eurostar with respect to charges set out in the 2014 Network Statement for the use of the Tunnel. The board also considered the contribution of

GET SE with regards to the arguments which may be developed in answer to the reasoned opinion of the European Commission addressed to France and the United Kingdom on 21 June 2013.

The board of directors had the opportunity, in a strategy seminar, to conduct a detailed strategic analysis of the Group in its competitive environment and performed a review of the strategic plan and its implementation.

The board of directors has been following developments in the plan to run two high-voltage DC cables through the Tunnel. The board of directors also monitored the company's safety and security policy during the year.

From the beginning of the year until 17 March 2015, the date on which the board of directors signed the financial statements for the year ended 31 December 2014, the board of directors held three meetings. The average attendance rate was 100%. These meetings included work on finalising the consolidated and parent company financial statements as of 31 December 2014, consideration of the Chairman's report pursuant to the provisions of article L. 225-37 of the French Commercial Code, the board of directors' reports to the general meeting and the self-evaluation of the board of directors, as well as the determination of the variable remuneration of the Chairman and Chief Executive Officer for the 2014 financial year and the criteria for the variable part of the remuneration of the Chairman and Chief Executive Officer for 2015. The board of directors expressed its views concerning the information conveyed to shareholders in this Registration Document, so that shareholders are fully able to evaluate the company's management, its board and its strategy. Further to the decision of the Competition Appeal Tribunal on 9 January 2015 which rejected the appeal made by the Eurotunnel Group and SCOP SeaFrance, the board of directors decided to seek a buyer for MyFerryLink and the three ferries. The board of directors, upon proposal from the Audit Committee, drew up a procedure concerning the identification of regulated agreements, as updated in accordance with the provisions of order n° 2014-863 of 31 July 2014 which purports to simplify and improve transparency measures concerning regulated agreements.

16.2.3 COMMITTEES OF THE BOARD OF DIRECTORS

The board of directors delegates to the special committees the task of preparing and submitting information on specific topics for the board's approval. Five committees investigate matters that fall within their field of responsibility, and submit their opinions and recommendations to the board of directors, namely: the Audit Committee, the Nomination and Remuneration Committee, the Safety and Security Committee, the Strategy and Sustainable Development Committee and the Ethics and Corporate Governance Committee, whose terms of reference are governed by the internal rules of the board of directors and its committees. Each committee has a Chairman.

Audit Committee

The Audit Committee is composed of three members chosen from among the board members other than the Chairman of the board of directors, including at least two from among the independent board members in accordance with article 16.1 of the Afep/Medef Code. The board of directors appoints one of the members as chairman of the Audit Committee. At least one member of the Audit Committee must have "*specific expertise in finance or accounting matters*" and be "*independent*" and the other members of the Audit Committee must have minimum expertise in financial and accounting matters if they are not experts in the matter.

The Audit Committee is composed of Robert Rochefort (chairman), Colette Lewiner and Colette Neuville. Two thirds of the committee are female and, in order to strengthen the role of independent board members, all members of the committee are independent board members. GET SE complies with the provision of the Afep/Medef Code relating to the presence of two thirds of independent board members.

The chairman of the committee, with regard to his professional experience (former chief executive of CREDOC, the French research centre for the study and observation of living conditions, chairman of GET SE Audit Committee since 2007, member of several committees and boards including the Scientific Council of Statistics, manager of the statistics department of the National Health Insurance Fund), his academic training (a post-graduate degree in economics and a masters degree in mathematics) and his specific knowledge which is useful for the work performed by the committee, has specific expertise in finance and accounting matters.

Furthermore, all committee members have expertise in financial or accounting matters, by virtue of their training and professional experience, thus covering a broad and comprehensive range of fields, as their professional careers confirm (chapter 14 of this Registration Document).

The Audit Committee meets at least four times a year upon notice of its chairman.

The duties of the Audit Committee are to:

- Monitor the process of preparation of the financial and accounting information; before presentation to the board of directors, the Audit Committee examines the consolidated and parent company financial statements, together with budgets and forecasts; it reviews the accounting and financial information, particularly the financial statements, checking that important events or complex transactions have been properly accounted for (significant acquisitions or disposals, restructuring, hedging transactions, the existence of special purpose vehicles, significant provisions, etc.) which have had an impact on the company's financial statements; it also monitors financial information.
- The Audit Committee is informed of the architecture of all systems for establishing accounting and financial information; when financial information is taken from an accounting process, it must be coherent with the accounting information that is produced; if it is not taken from an accounting process, the Audit Committee must make sure that the information comes from a process that is sufficiently structured and organised to be able to judge the quality and reliability of this information (non-standardised performance indicators, restructuring plan, etc.).
- Ensure the statutory audit of the financial statements by the statutory auditors. The Audit Committee holds discussions with the statutory auditors and examines their conclusions, to learn the main areas of risk or uncertainty concerning the annual or consolidated financial statements. The Audit Committee examines the main factors having an impact on the audit approach (scope of consolidation, acquisition and disposal transactions, accounting options, new standards applied, large transactions, etc.) and significant risks relating to the preparation and processing of the financial and accounting information identified by the statutory auditors.
- Monitor the effectiveness of internal control and risk management systems: the Audit Committee checks the existence of internal control and risk management systems, and that they are made use of, and makes sure that the weaknesses identified are dealt with by corrective action. This applies to risks already accounted for and those identified by the internal control and risk management systems and which could have an impact on the accounts; for this assignment, the Audit Committee may examine the results of the work of internal and/or external audits performed on these subjects. The Audit Committee is not involved in the implementation of the said systems, nor the corrective actions, which are the responsibility of general management.
- Ensure that the independence of the statutory auditors is monitored: the committee is in charge of controlling the selection and re-appointment of the statutory auditors, where appropriate using a call-for-tenders procedure, of issuing an opinion on the amount of fees requested by them, and issuing a recommendation on the statutory auditors proposed for appointment by the general meeting.

The Audit Committee met six times in 2014; the average attendance rate of board members per meeting was 100%.

Audit Committee meeting attendance for 2014

Members	Number of meetings	Attendance	
Colette Lewiner	6	6	100%
Colette Neuville	6	6	100%
Robert Rochefort	6	6	100%

During the accounts closing process, the Audit Committee receives the report of the statutory auditors and the presentations of the accounts by the finance department. More detailed presentations are given by other managers or external consultants on certain subjects, including internal control and risk management. It reports on its work to the board of directors.

In 2014, the Audit Committee examined the statutory and consolidated financial statements for the year ended 31 December 2013 and the proposed interim financial statements before they were presented to the board of directors, and expressed its opinion on the proposed financial statements to the board. As part of this work, the Audit Committee examined the accounting treatment of material transactions during the period, accounting methods, the scope of consolidation and the main items of financial reporting relating to the financial statements. It heard from the head of internal audit on the activities carried out by internal audit in the first half of 2014. It reviewed the procedures for identifying, monitoring and managing risks and internal audit, reviewed the risks and analysed the 2013 risk map, and examined significant financial and operational risks. It also considered the internal audit plan for 2014. It reported to the board of directors on its findings. The Audit Committee prepared for the board of directors, a procedure concerning the identification of regulated agreements, as updated in accordance with the provisions of order n° 2014-863 of 31 July 2014 which purports to simplify and improve transparency measure concerning regulated agreements.

Between the beginning of the year and 17 March 2015, the Audit Committee held three meetings. The attendance rate of its members was 92%. These meetings covered the examination of the proposed consolidated and statutory financial statements at 31 December 2014, the accounting treatment of material transactions during the period and the accounting methods. The committee monitored the independence of the statutory auditors. It reviewed the procedures for identifying, monitoring and managing risks and internal audit, reviewed the risks and analysed the 2014 risk map, and examined significant financial and operational risks. It also reviewed the internal audit plan for 2015. The Audit Committee also reviewed the update of the procedure for the preparation, validation and diffusion of financial communications. On 17 March 2015, Perrette Rey became a member of the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is composed of four members chosen from among the board members other than the Chairman of the board of directors, at least two of whom are independent board members. The board of directors appoints one of the members as chairman of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee was composed of Colette Neuville (chair), Philippe Vasseur, Robert Rochefort and Perrette Rey.

The Chairman and Chief Executive Officer is not a member of this committee; when his attendance is needed, he may participate to the works of the committee, in accordance with article 17 of the Afep/Medef Code, on specific matters, such as inter alia, appointments or presentation of the policy on the remuneration of key senior managers who are not executive officers.

In order to strengthen the role of independent board members, all members of the committee are independent board members and the committee is chaired by an independent board member.

Members of the Nomination and Remuneration Committee:
- must not have any personal financial interests in the decisions of the Nomination and Remuneration Committee, other than those of a board member and a member of the Nomination and Remuneration Committee; and
- must not have any reciprocal relationship with an executive board member of GET SE that could suggest that they reached an agreement to increase their respective salaries.

The committee makes recommendations to the board of directors with regard to the selection of new board members. The Nomination Committee assesses the size and composition of the board of directors and identifies the persons who are qualified to join the board, in accordance with the admission criteria for board members prescribed by the board, a summary of which appears in section 16.2.1 a). The Nomination Committee oversees the assessment process for candidates to the position of board member.

The Nomination and Remuneration Committee may also propose the appointment or removal of the Chairman and Chief Executive Officer, or the appointment or dismissal of the Deputy Chief Executive Officers or Chief Operating Officers, and the appointment of successors for them.

The Nomination and Remuneration Committee met five times in 2014. The average attendance rate of members per meeting was 100%.

Nomination and Remuneration Committee meeting attendance in 2014

Members	Number of meetings	Attendance	
Colette Neuville	5	5	100%
Perrette Rey	5	5	100%
Robert Rochefort	5	5	100%
Philippe Vasseur	5	5	100%

During these meetings, the Nomination and Remuneration Committee formulated the remuneration of executive officers, to be approved by the board of directors. It decided the financial and operational objective criteria for determining the variable remuneration of the Chairman and Chief Executive Officer, to be proposed to the board of directors. The committee examined and approved the report in chapter 15 on the draft Registration Document for the year ended 31 December 2013. The committee submitted recommendations to the board of directors on the distribution of total attendance fees, with greater weight given to the variable portion.

The committee also reviewed the independence of the members of the board of directors. The committee prepared the resolutions presented for consideration and approval by the board of directors. The committee worked on a system to link the remuneration of employees and of management to the company's performance, voted in by the general meeting of 29 April 2014, including a collective bonus share award plan for all Group employees (with the exception of the members of the Executive Committee) and the allocation of non-voting preference shares to senior managers and executive officers, convertible into ordinary Shares after four years, subject to performance-related conditions.

The committee examined the board of directors' proposed report to the general meeting on the remuneration of the executive officers. On 10 March 2014, the committee carried out a review of board members' independence.

Between the start of the year and 17 March 2015, the Nomination and Remuneration Committee held five meetings. The attendance rate of its members was 95%. These meetings covered the examination of the Chairman's report concerning the principles and rules used to determine the remuneration and benefits of any kind granted to corporate officers, the determination of the amount of variable remuneration for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer for 2014, and the establishment of criteria for determining the Chairman and Chief Executive Officer's variable remuneration for 2015. The committee worked on a plan to align the interests of employees and executives to the performance of the business, including an allocation of free ordinary Shares to all employees of GET SE and its subsidiaries, with the exception of executives (corporate officers or members of the Executive Committee) and a grant of non-voting preference shares to executives and senior managers of preferred shares which are convertible after four years into ordinary Shares should the demanding performance conditions be met.

The committee examined the draft report of the board of directors to the general meeting on the remuneration of corporate officers, as contained in chapter 15 of this Registration Document. On 2 March 2015, the committee reviewed the independence of members of the board of directors.

The committee also met with the Group Director of Human Resources for the presentation of the Group's salary policy and on the policy for the remuneration of executive officers. The committee considered a plan to set up a succession plan concerning executive officers, so that solutions might be available to the board of directors in the event of a sudden vacancy.

Safety and Security Committee

The Safety and Security Committee is composed of Jean-Pierre Trotignon (chairman), Jacques Gounon and Patricia Hewitt. This committee is tasked with monitoring safety and security issues within each sector of activity of the Group.

The committee meets quarterly regarding matters pertaining to the Concession with an attendance rate of 100%. It monitors individual and collective safety indicators, and indicators regarding work-related accidents of Group employees and sub-contractors; action plans are regularly considered in detail. In 2014, the work on the development of new wind deflectors and on the train evacuation procedures represented an important part of the work, as well as the follow up on important projects such as ElecLink. Concerning safety, the committee paid increasing attention to the difficulties resulting from the increase of the illegal crossing attempts to Great Britain and the steps taken by the company to cope with them.

The committee meets four times per year to consider issues related to rail freight subsidiaries, with two meetings devolved to GBRf and two to EPF and Socorail. The committee monitors safety indicators and the training and awareness actions taken by each subsidiary. The Committee also analyses the key incidents and consider remedies. The committee also meets as and when necessary to deal with matters arising and for site visits. The key operational managers attend each of the committee meetings with regards to their area of the business:

- for the Concession: the Chief Operating Officer – Concession, the safety and sustainable development director, the security and crisis management director, the public affairs director and the internal audit director;
- for each of the rail freight subsidiaries: the chief executive of the subsidiary, the operations director and the safety manager.

Other managers are invited to attend depending on the matters under consideration by the committee. Finally, since 2013, the committee has engaged in discussions with the management of certain key sub-contractors, in which the committee learns of their actions and results with regards to safety and security.

Between the start of the year and 17 March 2015, the committee met once on the Concession and once for Socorail, with a 100% attendance rate.

Strategy and Sustainable Development Committee

The Strategy and Sustainable Development Committee examines all questions concerning the strategic and environmental objectives of the company or the Group and reports on these to the board of directors.

In its strategic function, the committee intervenes in the following fields:

- strategic objectives of GET SE and the Group,
- significant acquisition or disposal transactions and strategic partnership agreements,
- sizeable internal restructuring operations,
- operations outside the approved strategy of GET SE or the Group,
- significant financing operations or those likely to substantially change the financial structure of GET SE or the Group.

In its sustainable development role, this committee, which was founded in line with the Group's longstanding policy on health, safety and the environment, is responsible for regularly examining the performance of GET SE and the Group in environmental matters and the strategic objectives designed to promote good environmental management, preserve natural resources and limit the impact of GET SE and the Group's activities on the environment.

The Strategy and Sustainable Development Committee is composed of a maximum of four board members appointed by the board of directors. The Chairman and Chief Executive Officer of GET SE is a member of the committee. The Strategy and Sustainable Development Committee meets at least once every six months, and is convened by its chairman. Depending on the agenda, the committee may invite persons who deal with issues relating to sustainable development in the various parts of the business and representatives from the various operational departments of GET SE, the Group or the rail freight subsidiaries.

This committee is composed of Tim Yeo, chairman, Philippe Camu, Peter Levene and Jacques Gounon. The Strategy and Sustainable Development Committee met twice in 2014. The attendance rate of the committee was 100%.

In its strategic role, the committee examined various projects and monitored the progress of the project to run a high-voltage direct current cable through the Tunnel, providing interconnection capacity between France and England; it also examined the development of the maritime business.

As part of its environmental brief, the committee contributed to formalising the Group's CSR policy, as indicated in chapter 17 of this Registration Document, and examined a "green plan" for the business, which sets the environmental priorities of a long-term sustainable development programme built around the themes used in Eurotunnel's overall CSR strategy and detailing targets and requirements for each proposal.

Between the start of the year and 17 March 2015, the committee held no meetings.

Ethics and Corporate Governance Committee

The growth and longevity of the Group cannot be envisaged without sharing a common heritage of ethical values and principles, which must inspire and guide the everyday actions of all the women and men of the Group. In order to enable the board of directors to encourage best governance and ethical practices at the Group, in 2013 it established a new committee, the Ethics and Corporate Governance Committee, to perform the following specific tasks:

- To develop and recommend to the board of directors corporate governance principles applicable to the company and monitor their subsequent implementation;
- To ensure ethical conduct and discuss any related matters that the board of directors (or its chairman) submits for examination.

The Ethics and Corporate Governance Committee ensure that the ethic culture and the governance principles applicable to all the employees and the executive officers are circulated within the Group.

The Ethics and Corporate Governance Committee comprises all the committee chairmen. This committee is chaired by the Chairman and Chief Executive Officer of GET SE who calls meetings of the committee. Depending on the agenda, the committee may invite persons who deal with issues relating to ethics and corporate governance and representatives from the various operational departments of GET SE, the Group or its subsidiaries.

This committee comprises five board members who each chair a board committee so that the predominantly ethical principles adopted by the Ethics and Corporate Governance Committee may inform the work of each of the other committees. The committee members are: Jacques Gounon (chair), Colette Neuville, Robert Rochefort, Tim Yeo and Jean-Pierre Trotignon. It met on 14 November 2014 with an attendance rate of 100%. In particular, it carried out a review of the 2014 general meetings of SBF120 companies, considered the comments and observations received from investors before the general meeting of 29 April 2014, analysed the annual report of the AMF on governance and executive remuneration, examined the Report of the High Committee on Corporate Governance and agreed upon the actions and direction to be taken by the various committees of the board of directors for 2014/2015. The Ethics and Corporate Governance Committee reviewed the update of the Securities Code of behaviour.

Between the beginning of the year and 17 March 2015, the committee met once on 16 January 2015, with an attendance rate of 100%. During that meeting, the committee specifically reviewed the draft update of the by-laws and the analysis of the revised guide for application of the Afep/Medef Code. The committee also considered the update of the internal rules applicable to the board of directors.

16.3. BOARD OF DIRECTORS SELF-EVALUATION

Evaluation of the board of directors is carried out each year in accordance with article 10 of the Afep/Medef Code in a process overseen by the senior independent director. The evaluation is based on a detailed anonymous questionnaire addressing the roles and powers of the board of directors, the board's functioning as a whole and the individual areas of activity of the board and its committees. Using a questionnaire makes the evaluation process more objective and, as a result, the assessments made by the board members may be weighted. The summary report prepared by the senior independent director forms the basis of the board discussion which take place each year.

This questionnaire was reviewed by the senior independent director in 2014. The questionnaire has been simplified and completed compared to the previous years. 53 questions relate to the board of directors per se on five items (identical to those of the previous year, so as to enable a compare of the results).

The questionnaire comprises 74 questions around six main themes:
- composition of the board and term of office;
- meetings of the board of directors (organisation of meetings, directors' access to information, content and quality of debates, relations with committees, director training, minutes);
- internal rules;
- attendance fees;
- quality of the assessment;
- role and performance of specialised committees.

11 questions relate to the committees (common items and specific items).

All members of the board of directors (other than the Chairman and Chief Executive Officer), namely ten board members, responded. They were invited to give a score of 1 to 5 with:
- 1 corresponding to "Yes";
- 2, "Mostly yes";
- 3, "Unsure";
- 4, "Mostly no";
- 5, "No".

The senior independent director presented an analysis of the findings to the board of directors at its meeting on 13 February 2015.

The average score for all answers is 1.5. The overall opinion of board members on the board and its workings is largely positive. The directors confirmed their satisfaction on the quality of the relations between the board members, the quality of discussions, the information provided, as well as the number of committees, their membership, the number of meetings and the attendance of the members. With an average score of 1.5, the effective contribution of each board member to the functioning of the board (skills and involvement) was considered extremely satisfactory. The current governance structure (with a combined role of chairman and chief executive officer) was also broadly supported (1.6).

The board of directors discussed the manner in which it operates in a collegiate pooling of impartial views, and considered pragmatic ways to improve and how these might be put into practice through specific actions, including, inter alia, practical proposals to improve communication of the agendas of the committees and the information resulting from the work of the committees.

16.4. PRINCIPLES AND RULES RELATING TO THE DETERMINATION OF REMUNERATION AND ALL BENEFITS OF ANY KIND GRANTED TO CORPORATE OFFICERS

Principles and rules relating to the determination of remuneration and all benefits of any kind to which corporate officers are entitled are determined by the board of directors on the recommendation of the Nomination and Remuneration Committee in accordance with the board's internal rules. These are set out in chapter 15 of this Registration Document.

16.5. LIMITATIONS ON THE POWERS OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is vested with the broadest powers to act in all circumstances in the name of GET SE. The Chief Executive Officer exercises his powers within the scope of the corporate purpose and subject to the powers conferred by law expressly on general meetings of shareholders and the board of directors. He represents GET SE in its relations with third parties.

Neither the provisions of the by-laws of the company nor any decisions of the board of directors limiting the powers of the Chief Executive Officer can be enforced against third parties.

Pursuant to article 1 of the internal rules of the board of directors, major strategic transactions involving the acquisition or disposal of equity investments and assets, partnership agreements, joint ventures or cooperation agreements relating to research, development, industrial or commercial matters and more generally any transaction or undertaking that could have a significant impact on the financial or operating situation of the Group come within the remit of the board of directors. Article 1 of the internal rules also states that:

- any significant transaction outside the approved business strategy is subject to prior approval by the board of directors;
- these rules apply not only to external acquisition or disposal transactions but also to any significant investments in organic growth or any internal restructuring transaction.

16.6. SERVICE CONTRACTS BETWEEN MEMBERS OF THE BOARD OF DIRECTORS AND GENERAL MANAGEMENT AND GET SE

To the knowledge of GET SE, there are no service contracts between corporate officers and GET SE that provide for the granting of any particular benefits under the terms of such contracts.

GET SE has made no undertakings for the benefit of Jacques Gounon.

Jacques Gounon is the Group's Chairman and Chief Executive Officer and, due to the binational nature of the Concession, receives part of his remuneration from Eurotunnel Services Limited, as indicated in chapter 15 of this Registration Document. By virtue of English law, which cannot be derogated or waived, such payments technically create a service contract governed by English law. This contract does not involve any undertaking by the company for Jacques Gounon's benefit, and Jacques Gounon has not been granted any contractual severance package. In addition, in the event that Jacques Gounon's role as Chief Executive Officer is terminated, to avoid Eurotunnel Services Limited having to give Jacques Gounon notice in accordance with the Group's rules for senior managers – i.e. one month's notice per year of service, capped at 12 months – Jacques Gounon proposed in 2008 to the Nomination and Remuneration Committee to limit the notice period applicable to the contract to the minimum required under English law, which is one week per year of service, capped at 12 weeks. The proposal was accepted by the board of directors of GET SE. The Afep/Medef recommendation, which is to terminate a person's employment contract if they are appointed as a corporate officer, cannot be applied to the Chairman and Chief Executive Officer, since it is in contradiction with a mandatory provision of English law, which is complied with in principle, but the effect of which has been limited to the strict legal minimum.

16.7. SECURITIES TRANSACTIONS INVOLVING EXECUTIVE OFFICERS

In accordance with article L. 621-18-2 of the French Monetary and Financial Code and articles 223-22 et seq. of the General Regulations of the *Autorité des Marchés Financiers*, transactions involving GET SE financial instruments carried out by any member of the board of directors, the Chairman and Chief Executive Officer or any persons to whom they are related must be declared[1].

In accordance with article 223-26 of the General Regulations of the *Autorité des Marchés Financiers*, the following table presents the transactions that were declared by the Chairman and Chief Executive Officer, the other members of the board of directors of GET SE or any persons to whom they are related during the 2014 financial year:

Board member	Financial instrument	Type of transaction	Transaction date	Transaction location	Unit price	Number of units	Transaction amount
Timothy Yeo	Crest Depository Interest (CDI)	Sale	02/01/2014	Euronext London	€7.673	5,000	€38,365.00

Any transactions undertaken by the corporate officers in connection with GET SE financial instruments are governed by the code of conduct drawn up by the board of directors. In accordance with AMF recommendation nº 2010-07 dated 3 November 2010 concerning the prevention of insider trading by executive officers of listed companies, the first part of the GET SE code of conduct states the essential ethical principles and the second part presents the applicable preventive measures.

16.8. CONCESSION COORDINATION COMMITTEE

The Concession Coordination Committee is described in section 14.7 of this Registration Document.

16.9. INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES (REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS ON INTERNAL CONTROL)

16.9.1 DEFINITION AND OBJECTIVES OF INTERNAL CONTROL AND RISK MANAGEMENT

a) Legal framework and reference framework

In accordance with article L. 22-537 paragraph 6 of the French Commercial Code, the Chairman of Groupe Eurotunnel SE draws up a report on the Group's internal control and risk management procedures. The Chairman's report is the subject of a report produced by the statutory auditors, a copy of which can be found in section 16.9.5 of this Registration Document.

The Chairman's report was drafted with reference to the Reference Framework recommended by the French Financial Markets Authority (l'Autorité des Marchés Financiers) dated 22 July 2010.

The Audit Committee examined the Chairman's report, which was then reviewed and approved by the board of directors of GET SE on 17 March 2015, in accordance with article L. 225-37 paragraph 10 of the French Commercial Code.

b) Definition, objectives and scope of internal control and risk management

Internal control is a system comprising a combination of means, modes of conduct, procedures and actions adapted to the specific features of each company. It contributes to the effective management of the company's business, the efficiency of its operations and the

(1) *Where transactions carried out by any one of these executive officers total more than €5,000 in any one calendar year.*

efficient use of its resources and should enable it to appropriately factor in all significant risks, be they operational, financial or compliance-related.

Specifically, the system seeks to ensure:
- compliance with the laws and regulations in force;
- the implementation of instructions decided by the general management;
- the proper functioning of the company's internal processes, particularly those related to safeguarding its tangible and intangible assets;
- the reliability of financial information.

Internal control is not restricted to a set of procedures or mere accounting and financial processes and it does not encompass all the initiatives undertaken by corporate or management bodies. Moreover, it cannot provide an absolute guarantee that the company's objectives will be achieved.

The internal control and risk management system extends throughout the Group and its consolidated French and British subsidiaries.

As part of its continuous improvement approach, in 2014 the Group implemented the following actions to reinforce the internal control and risk management system:
- the body of procedures was updated and enhanced;
- the internal control team was strengthened;
- the register of Group risks, based on a reference framework common to all subsidiaries, and the individual registers for each subsidiary, set up in 2013, were updated at the 2014 annual review.

16.9.2 COMPREHENSIVE RISK MANAGEMENT AND INTERNAL CONTROL PROCESS

a) Risk management procedures

The objective of the Group's risk management process is to enable general management and the board of directors to:
- have a complete, consistent and structured view of all types of major risks to which the company is exposed and of their evolution; and
- appreciate the appropriateness of the mitigating measures implemented by those responsible for managing each of the risks in the light of their potential impact on the company's strategic objectives.

Risk management contributes to creating and preserving the company's value, assets and reputation. It provides greater security in the company's decision making and in its processes, which promotes the achievement of its objectives. It fosters consistency between the company's actions and its values and seeks to mobilise the company's employees around a common vision of the main risks and promote awareness among them of the risks inherent to their work.

i) Identification and analysis of risks

This first stage allows the key risks threatening the achievement of the company's objectives to be identified and consolidated. A risk can be either a threat or a missed opportunity. It is characterised by an event, which has one or more sources and one or more consequences. This identification will be followed by an analysis which involves examining the potential consequences of the key risks (consequences that may be financial, human, legal or related to reputation) and estimating the likelihood that they may come to pass. This dual approach is a continuous process.

ii) Risk management

The risk management system is monitored and regularly reviewed with a view to its ongoing improvement. The aim is to identify and assess key potential risks and draw lessons from incidents.

The process includes a formal annual review presented to the Audit Committee and, subsequently, to the board of directors of GET SE, at the end of the financial year under consideration. The risk reviews are based on the strategic plan applicable at the date of the relevant review.

Risk reviews are coordinated by the company's Corporate Risk Manager. These reviews seek to identify and quantify the risks facing the company and to identify and assess the mitigating measures put in place to manage them. They make it possible to implement a risk map.

The process, which consists primarily of formal interviews with directors and senior management across the company, comprises two parallel approaches:

- a top-down approach, consisting of the identification of the risks linked to strategic initiatives (both from the point of view of their direct effect on the company's business and the knock-on effect that they may generate on pre-existing risks) and changes in the company's economic environment; and
- the traditional bottom-up approach which seeks to identify risks in each of the main business areas (commercial, technical/operational, financial, staff, safety and security, environment and corporate governance).

The identification of new risks is based on the systematic review of external sources of information (global conditions, benchmarking, trade bodies, etc.) and internal information (developments within the company, interviews and lobbying of the management team).

The risk register contains the following information:

- description of the risk;
- residual risk assessment, following consideration of mitigation measures, based on criteria of probability of occurrence and impact;
- identification of the risk manager and the degree to which that manager considers the risk is managed as at the date of the review with a view to improving this.

The risks are arranged in order according to the degree to which they are critical. All Group risks are grouped in categories and sub-categories which are common to all subsidiaries, to enable an appropriate and homogeneous point of comparison between them. In addition, a Group register has been compiled to enable monitoring at a more global level. Thus, the risks of each Group subsidiary and the risks monitored at a corporate level are mapped in this manner. This approach, initiated in 2013, was completed with the 2014 annual review.

This approach of identifying and analysing significant risks and processes strengthens the Group's knowledge of risk by formalising and consolidating work already done in this area.

iii) Treatment and monitoring of risks

Each risk has a level of control that corresponds to the systems of selection and implementation of the measures aimed at altering it. The company may envisage a number of measures: reduction, transfer, deletion or acceptance of a risk. The choice of how to manage a risk will involve, in particular, weighing opportunities against the costs of risk management measures, while also taking account of their possible effects on the likelihood and/or consequences of the risk occurring. The controls to be put in place fall under the scope of the internal control system. In this way, the internal control system contributes to the management of risks incurred in the company's activities.

The Corporate Risk Manager and Internal Audit monitor major risks and new or emerging risks, on an ongoing basis, and any significant changes are reported to the Executive Committee and to the Audit Committee.

b) Components of internal control

Internal control comprises of five closely related components, as follows:

- control environment;
- risk assessment;
- control activities;
- information and communication;
- monitoring.

They are implemented by the Group as follows:

i) Control environment

The control environment, which is key to the internal control system and essential for good risk management and procedural application, is based on human behaviour and is the foundation for other internal control elements.

The control environment of Eurotunnel is based on the following elements:

- A general human resources policy which sets out the Group's values and operating principles, as well as the key measures in place in relation to working conditions and practices, staff training and development, and standards of conduct. For the Group, ethics and integrity are the surest guarantee of sustainable and responsible growth. To that end, the general policy is set forth in the Charter of Ethics and Behaviour, which was approved by the board of directors on 28 January 2013 and distributed to all employees. With the introduction of the Bribery Act in the United Kingdom, the Group has reviewed its anti-corruption policy and put in place various appropriate measures, notably to remind employees and partners of the importance of this issue.

- The board of directors' keen interest in internal control and general management's express desire for continuous improvement of operational processes.
- Clear definition of responsibilities by means of a corporate organisation chart distributed via the intranet and detailed job descriptions with clearly outlined responsibilities. In addition to the implementation of delegation of authority and approval limits, in key areas, and formal delegation of responsibility in the main operational areas.
- The existence of a body of operational policies and procedures, documented for all the main business segments.
- The existence of a formal monthly reporting process and quarterly budget reviews, ensuring the company's good financial management.

ii) Risk assessment

Every company has to face external and internal risks that may impede the full achievement of its objectives. The main risks that the Eurotunnel Group considers itself exposed to are described in Chapter 4 – Risk Factors.

The Group relies on a variety of processes to identify risks and take them into account:

- The **strategic plan**, approved by the Management Committee, is presented to the GET SE board of directors. It defines the medium and long-term objectives of the Group and, taking account of the associated risks, sets out action plans to achieve them.
- The **annual budget** establishes short-term operational and commercial objectives for each of the Group's main areas of activity, as well as the expected financial results. The annual budget is presented to the GET SE board of directors.
- **Performance indicators (KPIs)** are established for the main identified risk areas, including safety, commercial performance and operational reliability. These indicators are reported on a weekly basis to members of the Executive Committee.
- An **annual corporate risk review** is carried out and the results are reported to the Audit Committee and board of directors of GET SE. This review is described in section 16.9.2a).

iii) Control activities

Proportionate controls for the issues at stake in each process are designed to make sure the necessary steps are taken to manage risks likely to impede the achievement of the company's objectives. The application of regulations and procedures assist in the implementation of guidelines issued by management. Control activities are carried out at all hierarchical and functional levels of the company. For each business area, specific measures are recommended to ensure compliance with the key aspects of internal control.

The Ethics and Corporate Governance Committee has introduced the Ethics and Governance Code which refers to all the procedures. This committee enables an ethical culture and ethical principles to be absorbed throughout the company and informs the work of executive officers. With regard to internal communications, a group intranet, MyGet, was set up in 2014 and enables each and every employee to have access to information related to his subsidiary and those of the Eurotunnel Group, particularly where internal control procedures are concerned. In addition, the French Group Committee met for the first time on 31 January 2014, providing an opportunity for a reciprocal sharing of information, an exchange of viewpoints and dialogue between French employee representatives and the Group's management on strategic objectives and the key staff issues. In particular, the committee is informed each year of developments and the outlook going forward for the Group. With regard to payroll functions, formal procedures are in place and strict segregation of duties is in place, within HR, in the key stages of the payroll process.

In the **Purchasing** area, the Code of Conduct for Purchasing was brought up to date in 2011: it is the practical and ethical guide that enables each employee to comply with the applicable laws and regulations and also, to develop a climate of trust between Group representatives and persons outside the business. Formal procedures and delegation of authority are in place for the management and approval of purchases. In addition, a Responsible Supplier Charter has been in place since 2010, to build lasting and balanced relationships between customers and suppliers. Finally, the call-for-tenders procedures require that competitive conditions are in place in addition to a supplier approval process.

In the **Security** area, procedures related to the protection of people, goods and data underpin the risk cover principles in terms of organisation and security. The Safety and Security Committee monitors performance in these areas by means of quarterly reports from the Security and Sustainable Development Directorate. These include the reporting of safety performance against its target, the results of safety evaluations and an update on security matters. The Safety and Security Committee has created two sub-groups, one responsible for emergency planning and the BINAT exercises and the other for security issues. Furthermore, a formal document entitled SGS (Système de Gestion de la Sécurité – Security Management System) is updated as necessary and at least once every five years by the Safety and Sustainable Development Directorate. This document identifies the major risks to which the company's customers, employees, sub-contractors and visitors are exposed, and the measures in place to manage them. The SGS is formally approved by the IGC in its capacity as Safety Authority.

In the **Information systems** area, risks associated with data and system integrity are covered by procedures and controls that are integrated in the systems themselves. The Group has an IT Tool Utilisation Guide which allows all employees to share best practice and levels of control that are adapted to the level of risk exposure. This policy is accompanied by an information systems safety audit programme carried out by an external service.

In the **Legal** area, organisation at local level ensures that within each business segment and department, French, British and European legislation is respected, particularly in the following areas: anti-corruption, competition, personal data protection and securities transactions. An anti-fraud programme is in operation providing staff training and organising campaigns to raise awareness concerning the major fraud risks. A whistle-blowing system is in place: any employee may refer to the Group's Ethics Advisory Service if he feels that it may be difficult to communicate directly with his superior or that such communication might not be followed up appropriately. Finally, the Code of Conduct, in place since December 2010 and regularly updated, contains a reminder of the measures intended to prevent insider trading and establishes "no-trade window" periods.

In the **Insurance** area, the Group only deals with high ranking insurers. In particular, it has arrangements in place to cover civil liability for all its entities, as well as property damage and loss of revenue resulting from an insured risk. A full insurance risk assessment is carried out every three years to assess the adequacy of the Group's insurance cover. It is reviewed at the time of policy renewals.

In the **Treasury** area, a corporate Treasury Risk Management Committee (TRMC) is in place; it monitors foreign exchange and interest rate trends and the use of financial instruments, in addition to cash flow, cash and compliance with banking covenants. Cash management policies and procedures are approved annually by the GET SE board of directors. The treasury management plan enables monitoring of foreseeable cash flow availability for the Group's different entities.

The control activities in the **Accounting and Finance** area are the subject of a specific description set out in section 16.9.3 entitled Internal control procedures related to the preparation and treatment of financial and accounting information.

iv) Information and internal communications

The Group ensures the internal distribution of relevant and reliable information that allows everyone to fulfil their responsibilities. This covers both the efficiency and integrity of information systems and ensures efficient multi-directional communication within the company.

The board of directors of GET SE is regularly provided with the information it requires:

- annually, the strategic plan and the annual budget;
- monthly, a report containing information on financial results and the financial situation, in addition to a summary of commercial and operational performance.

The **Audit Committee**, the **Nomination and Remuneration Committee**, the **Safety and Security Committee**, the **Strategy and Sustainable Development Committee** and the **Ethics and Corporate Governance Committee** of the board of directors of GET SE receive reports of concern to them at each of their periodic meetings. The Chairmen of these committees keep the GET SE board of directors informed of the work of their committees.

The members of the Executive Committee of GET SE receive the following documents for information purposes:

- monthly, a report on the financial results and analysis of performance in relation to the budget; and
- monthly, a report containing the key performance indicators for each business segment (safety, commercial performance and market share, productivity and operational reliability, service quality, employee headcount and related statistics, financial results with comparison against the budget and against the most recent forecasts);
- weekly, a report setting out key information related to safety, human resources, operations, and to commercial and financial performance.

Regular communication with Group personnel is ensured through the new MyGet intranet, launched in 2014, which allows each employee to obtain information on the Group's main activities and on new policies and procedures applicable within the company. In addition, a newsletter is produced for each subsidiary. Periodic meetings held by the Management Forum bring together the Group's key managers for general discussions.

v) Monitoring and supervision

Monitoring entails periodic assessment of the internal control system. It forms part of the Group's day-to-day operations, and includes regular management and supervisory activities, as well as the work carried out by the audit functions. During 2014 and up to the date of this Registration Document, GET SE has not identified any major shortcomings in its internal control system.

Monitoring and supervision falls under the responsibility of the board of directors of GET SE, and the following parties:

General Management and its Management Committee

The mission of general management is to define the key aspects of the risk management and internal control systems and to ensure their implementation. To do so, it is supported by the operational directorates.

The Audit Committee

The Audit Committee is responsible for monitoring actions undertaken with regard to internal control and reports to the board of directors. Twice a year, the committee examines the internal audit plan and its objectives, as well as the general conclusions of internal audit missions. The initiatives and projects that shape internal control are also presented to it. The committee then reports on its findings and views to the board of directors.

The Group Finance Department

The Group Finance Department is responsible for all Finance functions within the Group, through its centralised functions (planning, reporting, consolidation, tax matters, accounting and treasury) and through its functional links with the financial director of each subsidiary. It encourages a sound understanding of the Group's internal control rules as well as their dissemination and proper application, and it monitors the progress of internal control and risk management projects.

The Risk Management and Internal Control department

The Risk Management and Internal Control department reports to the Corporate Finance Directorate. This department is responsible for implementation and monitoring of the key risk map in order to minimise the impact of adverse events and fully capitalise on opportunities. It is also tasked with the development and deployment of internal control throughout the entire Group. Alongside professional experts, it coordinates the implementation of projects and internal control tasks decided by general management.

The Risk Committee

This committee participates in the opening and closure of the annual risk review. It is in charge of reviewing and approving the mapping results generated by the annual risk review. It comprises the Deputy Chief Executive Officer, the Group's Financial Director, the Head of Internal Audit, the Secretary to the board of directors, the Chief Operating Officer Concession, the Chairman of Europorte and the Corporate Risk Manager.

The Internal Audit department

The Internal Audit department is part of general management. Twice a year, the Head of Internal Audit reports to the Audit Committee on the work undertaken by his department. It plans audit works in order to ensure appropriate cover for all the main risk factors and it submits an audit plan to the Audit Committee. A formal process exists for the correction of weaknesses highlighted in internal audit reports. The status of corrective actions is presented to the Audit Committee.

The Internal Audit department comprises a central team which performs regular audits on the operational units, as well as audits on corporate or cross-departmental subjects. For each mission, a report is drawn up itemising the findings identified and the associated risks as well as its recommendations as part of an action plan to be implemented by the audited entity. This report is passed on to the functional department concerned and to the Deputy Chief Executive Officer.

An integral part of the corporate risk assessment, internal audit takes part in the annual risk review and assesses the appropriateness and effectiveness of measures in place to mitigate the identified risks. The results of the corporate risk assessment and the internal audit review are presented to the Audit Committee.

The Internal Audit department consults the Safety and Security Committee on an annual basis to jointly identify audit requirements in these areas.

The Internal Audit department received certification in 2012 from IFACI (Institut Français de l'Audit et du Contrôle Internes – the French Audit and Internal Control Institute), in accordance with international internal audit standards. In 2013 and in 2014, follow-up audits were performed and these confirmed the IFACI certification.

Specific committees

The Group has set up a number of specific committees:

- the Investment Committee which endorses the Group's major investment projects,
- the Commitments Committee which endorses the key sales and purchasing contracts of the Group's various entities,
- the corporate Treasury Risk Management Committee.

Within the Concessionaire companies, specific operational committees are in place and have responsibility for the following specific areas:

- Safety Committee,
- Operating Performance Committee (service quality and customer experience),
- Risk Committee,
- IT Development Committee.

Specific monitoring groups oversee progress achieved in key projects (Terminal 2015, Vision 2020, large scale maintenance, ERTMS, GSM-R).

16.9.3 INTERNAL CONTROL PROCEDURES RELATED TO THE PREPARATION AND TREATMENT OF FINANCIAL AND ACCOUNTING INFORMATION

a) Monitoring the accounting and financial structure

i) Structure

Corporate general management is responsible for preparing the Group's individual and consolidated financial statements and implementing the internal control systems related to finance and accounting. To do this, it has put in place a monitoring function to identify and manage the major risks that could potentially impact the preparation of accounting and financial information published by the Group:

- it ensures the Group has the organisation and resources in place to guarantee that the financial statements reflect its transactions accurately and in full;
- it oversees, via the management reporting processes, the reliability of the published accounting and financial information;
- it supervises the preparation and year-end closing of the financial statements, paying particular attention to the accounting treatment of major or complex transactions, the quality of estimates used in the consolidated financial statements and the year-end closing procedures that are considered sensitive;
- it is informed of the auditors' conclusions drawn from their work on the individual and consolidated financial statements. It also keeps itself abreast of any significant risks or major weakness in internal control notified by the auditors and makes sure that these are addressed by the corrective actions implemented by the Group.

Financial management is centralised in the Group's Finance Department, which is responsible for defining the Group's accounting rules and policies, cash management, consolidation of the Group financial statements and financial reporting. This centralised responsibility covers all the accounting entities of the Eurotunnel Group, both in the United Kingdom and France, in addition to its freight activities in Spain and Belgium.

Accounts management is performed by each entity in accordance with the Group's accounting principles. Data are then passed to the Group's Finance Department for consolidation.

The **Audit Committee** plays a crucial role in controlling the Group's financial reporting and in preparatory work for year-end closing of the financial statements and consideration of the interim statements by the board of directors, in particular:

- any changes to accounting policies are reviewed by the Audit Committee;
- the Group finance department submits a quarterly report to the Audit Committee on major accounting and reporting issues and options;
- the Audit Committee reviews the annual and half-year consolidated financial statements before their presentation to the GET SE board of directors;
- at these meetings, the committee receives formal reports drawn up by the statutory auditors, financial management, internal audit, treasury and risk management.

ii) The accounting rules

The quality of accounting and financial information relies on observance of the accounting rules and principles by both the accounts production process and the year-end closing process, to ensure that the information contained in the financial statements is true and fair.

The rules to be observed for accounts production and upstream processes are the following: truthfulness of transactions and events recorded, completeness of all transactions and events, accurate measurement of amounts related to transactions, the accrual principle and appropriate classification of transactions and events in the accounts.

The rules to be observed for the year-end closing process are the following: existence of assets and liabilities, rights and obligations, completeness of assets and liabilities, accurate measurement and allocation of assets and liabilities, appropriate presentation and intelligibility of the financial information, truthfulness of rights and obligations, accurate measurement and assessment of financial information.

These rules are set forth in written procedures and cover all operations performed by the Group Finance Department; they are accessible and are conveyed to the various Group entities.

iii) Organisation and security of IT systems

A single integrated accounting system, SAP ECC, is used across all accounting entities, with the exception of GBRf. The transmission of transactions and accounting data using other SAP modules is automatic. For systems outside the integrated SAP environment – principally in the areas of passenger sales – accounting data uploads are automated. Reconciliation and verification controls are in place to ensure the completeness and accuracy of these interfaces.

The IT systems and environment are organised to ensure secure, reliable, accessible and relevant provision of accounting and financial information. Controls are in place to ensure the physical security of hardware and software, the integrity of data and the continuity of operation of the major computer systems. Appropriate measures are in place to cope with the risk of unauthorised intrusion into information systems and its possible consequences, from inappropriate access to loss of data.

b) Processes involved in the preparation of published accounting and financial information

i) Transaction accounting

The reliability of published financial information depends on adequate controls over the transactions giving rise to accounting entries to ensure they are accurate, complete and compliant with the standards in force. These controls are applied for all processes feeding into the accounts, particularly operating revenue, purchases, inventory control, fixed assets, payroll and treasury, in addition to capital transactions and provisions and commitments. The month-end closures, including detailed verification of the main revenue and expenditure accounts, are carried out by the budget controllers. Formal balance sheet reconciliations are also carried out by the accounts department.

Financial and management accounting is integrated and prepared using the same source data. Monthly reconciliations are carried out between management accounting data and the accounting data used to prepare the published accounting and financial information.

ii) Consolidation

- Consolidation of the financial statements of the various Group entities is carried out centrally by the Group Finance Department, which ensures that the scope and rules of consolidation are kept up to date.
- There is a formal process for preparing the Group's consolidated financial statements which includes:
  - advance reporting dates at end-May and end-November allowing the Group to anticipate the accounting treatment of complex transactions;
  - publication by the Group Finance Department of a timetable and period-end closure instructions for the subsidiaries;
  - preparation of consolidation information by subsidiaries to ensure standardisation in the application of Group accounting policies and in the information reported in the Group's consolidated financial statements.
- The interim and full-year consolidated financial statements are prepared on the basis of the individual company trial balances in the SAP accounting system.
- Intragroup transactions are identified and eliminated. Accounting adjustments in the consolidation processes are controlled and approved by the appropriate level of management.
- Changes in the consolidated financial position at the opening and reporting dates are analysed and explained.

iii) External communication of financial information

An annual timetable is drawn up by the Group corporate management setting out the periodic obligations related to the provision of accounting and financial communications to the market. This schedule, which specifies the nature and timing of each disclosure and the person responsible for its preparation, is sent to everyone involved in the process.

Formal processes are in place to ensure:

- that information is communicated externally in a timely manner and in compliance with the laws and regulations in force;
- that sensitive information remains confidential;
- that all information, including non-accounting information presented in support of financial communications, is checked before release;
- that information meeting the definition of inside information is communicated to the market at the right time, in compliance with the relevant rules.

iv) Statutory auditors

Working separately from the Group Finance Department, the statutory auditors, as part of their work to audit and certify the financial statements, carry out a review of the internal control procedures used to prepare and ensure the quality of the financial statements.

16.9.4 REPORT OF THE STATUTORY AUDITORS, PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE (CODE DE COMMERCE), ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF GROUPE EUROTUNNEL SE

This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and the relevant professional auditing standards applicable in France.

To the shareholders,

In our capacity as statutory auditors of Groupe Eurotunnel SE, and in accordance with Article L. 225-235 of the French Commercial Code (*Code de commerce*), we hereby report on the report prepared by the chairman of your company in accordance with L. 225-37 of the French Commercial Code for the year ended 31 December 2014.

It is the chairman's responsibility to prepare, and submit to the board of directors for approval, a report on the internal control and risk management procedures implemented by the company and containing the other disclosures required by Article L. 225-37 particularly in terms of the corporate governance measures.

It is our responsibility:

- to report to you on the information contained in the chairman's report in respect of the internal control procedures relating to the preparation and processing of the accounting and financial information, and
- to attest that this report contains the other disclosures required by Article L. 225-37 of the French Commercial Code, it being specified that we are not responsible for verifying the fairness of these disclosures.

We conducted our work in accordance with professional standards applicable in France.

Information on the internal control procedures relating to the preparation and processing of accounting and financial information

These standards require that we perform the necessary procedures to assess the fairness of the information provided in the chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information.

These procedures consisted mainly of:

- obtaining an understanding of the internal control procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the chairman's report is based and existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and existing documentation;
- determining if any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we may have noted in the course of our work are properly disclosed in the chairman's report.

On the basis of our work, we have nothing to report on the information in respect of the company's internal control and risk management procedures relating to the preparation and processing of accounting and financial information contained in the report prepared by the chairman of the board in accordance with Article L. 225-37 of the French Commercial Code.

Other disclosures

We hereby attest that the chairman's report includes the other disclosures required by Article L. 225-37 of the French Commercial Code.

The statutory auditors

Paris La Défense, 17 March 2015	Courbevoie, 17 March 2015
KPMG Audit *Department of KPMG S.A.*	Mazars
Fabrice Odent *Associate*	Jean-Marc Deslandes *Associate*

16.9.5 SPECIAL REPORT OF THE STATUTORY AUDITORS ON REGULATED AGREEMENTS AND COMMITMENTS

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This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction and construed in accordance with French law and the relevant professional auditing standards applicable in France.

To the shareholders,

In our capacity as statutory auditors of your company, we hereby present our report on regulated agreements and commitments.

We are responsible, on the basis of the information which we have been given, to notify you of the nature and main characteristics of the agreements and commitments of which we have been informed or which we may have discovered in the course of our assignment without delivering any opinion as to their utility and validity, nor looking for the existence of other agreements and commitments. Under Article R. 225-31 of the French Commercial Code (Code de commerce), it is for you to assess the value of concluding these agreements and commitments with a view to their approval.

We are also responsible to notify you of the information requested by Article R. 225-31 of the French Commercial Code, which relates to the execution, in the financial period, of agreements and commitments previously approved by the company's general meeting.

We performed the procedures that we deemed necessary in accordance with the guidance issued by the French Institute of statutory auditors (Compagnie nationale des commissaires aux comptes) for such a mission. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

AGREEMENTS AND COMMITMENTS SUBMITTED FOR RATIFICATION TO THE COMPANY'S GENERAL MEETING

We inform you that we have not been advised of any agreement or commitment authorised in the course of the year to be submitted to the general meeting of shareholders for approval, under article L. 225-38 of the French Commercial Code.

AGREEMENTS AND COMMITMENTS PREVIOUSLY APPROVED BY THE COMPANY'S GENERAL MEETING

Under article R. 225-30 of the French Commercial Code, we have been informed that the execution of the following agreements and commitments previously approved by the company's general meeting continued during the financial period ending on 31 December 2014.

- Agreements and commitments with companies with common directors

N/A

- Agreements and commitments with shareholders

N/A

- Agreements and commitments with directors

Complementary defined contribution pension plan

Purpose and conditions:

The board of directors decided to allow Emmanuel Moulin to benefit from the complementary pension and contingency scheme under article L. 242-1 of the French Social Security Code. Following the example of the French executives employed by the Group, Emmanuel Moulin receives, on the French part of his salary, the complementary pension scheme open to all executives beyond the B remuneration grade. This pension scheme is a defined contribution pension plan, whose beneficiaries include people other than the Group's executives and corporate officers.

This agreement has been reviewed by the board of directors of GET SE during its annual review of agreements and commitments in accordance with the ordinance of 31 July 2014.

This agreement is effective since the 1st January 2014. The contributions to the complementary pension and contingency scheme amount to €15,019, out of €70,501 for all beneficiaries for the reporting period ending on 31 December 2014.

Persons involved: Emmanuel Moulin, deputy Chief Executive Officer of GET SE.

The statutory auditors

Paris La Défense, 17 March 2015

KPMG Audit

Department of KPMG S.A.

Fabrice Odent

Associate

Courbevoie, 17 March 2015

Mazars

Jean-Marc Deslandes

Associate

16.10. CORPORATE GOVERNANCE

GET SE has referred to the Afep/Medef Code for drafting the report required by article L. 225-37 of the French Commercial Code, pursuant to the French law of 3 July 2008 implementing EU Directive 2006/46/EC of 14 June 2006. In accordance with article 25 of the Afep/Medef Code, the recommendations of this Code that have not been implemented by the company and the reasons for this are set out in the report.

The company complies with almost all the recommendations of the Afep/Medef Code. The only exception concerns the termination of the Chairman and Chief Executive's service contract.

Afep/Medef Code	Recommendation not applied
Termination of the Chairman and Chief Executive's service contract.	Explanation provided in section 16.6

The Afep/Medef Code is available on www.eurotunnelgroup.com.

16.11. ATTENDANCE AT THE GENERAL MEETING OF SHAREHOLDERS

The arrangements for attendance are described in articles 11, 27 and 29 of GET SE's by-laws, as summarised in section 21.2 of this Registration Document.

General or special meetings of shareholders are called and conducted in accordance with the conditions set by law. General meetings are called by the board of directors. They are held at the registered office or any other place stated in the notice of meeting.

Any shareholder can take part in the meetings, irrespective of how many Shares they hold, in person, by proxy, or by correspondence on providing proof of identity and registering the shares three business days before midnight Paris time on the day before the meeting, either in the registered accounts held by GET SE or in a securities account belonging to the shareholder at the authorised intermediary.

17. CORPORATE SOCIAL RESPONSIBILITY

17.1. ORIGIN AND DEVELOPMENT OF CSR AT THE EUROTUNNEL GROUP

Since it was established, the Eurotunnel Group has pursued a corporate social responsibility policy which seeks to reconcile financial performance, social equity and environmental protection, within a framework of continuous improvement. Well before CSR emerged as a concept, before the United Nations Global Compact in 2000 and the new French legislation of 2001, or the French environmental legislation of 2009 and 2010 (*Grenelle* I and II), Eurotunnel – often a frontrunner in such endeavours – already brought together in its approach economics, regional management and environmental responsibility.

The Eurotunnel Group puts social and environmental responsibility at the heart of its activities and interaction with different internal and external stakeholders, and ensures this commitment is communicated clearly to its partners: employees, customers, suppliers, shareholders, investors, regional government bodies, local authorities, associations and communities.

The Eurotunnel Group has an official CSR policy, operated and supported at the highest levels of the organisation by the Chairman and Chief Executive Officer. It comes into force in 2015 and sets out the principles, the challenges and the commitments of the Group. Conformity to the policy will constantly monitored at the highest level of the Group. CSR targets will be defined each year and will form part of the targets allocated to management and senior staff of Group companies.

True to its principles, for more than 20 years it has pursued an exacting and concrete Corporate Social Responsibility (CSR) policy, which it mainly exercises in the three strategic areas relating to its activities:
- **People**, i.e. each and every one of more than 3,900 men and women employed by Eurotunnel Group;
- **Nature**, i.e. the environment and ecosystems with which its growing operations interact;
- **Region**, i.e. all communities the Group is connected to everywhere in France, in the UK and in Europe.

17.1.1 PEOPLE

As a responsible employer, the Eurotunnel Group is committed to provide a working environment that fosters personal development and fulfilment in order to attract and retain good, qualified staff.

Growth that creates jobs: in 2014, the expansion of the Group’s activities was accompanied by an increase of more than 5% in the Group’s headcount. Its human resources policies recognise each employee’s contribution, taking account of that employee’s qualifications, level of responsibility and individual performance.

The loyalty of Eurotunnel Group employees is reflected in a low staff turnover rate: 5.2% in 2014 and an absenteeism rate of 3.9%.

In September 2014, all Eurotunnel Group employees received their very first “individual company report”. In a standard format irrespective of the company for which employees work, this four-page document sets out their functions and annual remuneration. It contains all details of their salaries, total bonuses and benefits in kind, and also the contributions made by the company.

17.1.2 NATURE

From the very beginning, as an innovative rail company and responsible infrastructure manager, Eurotunnel Group stood out for its understanding of sustainable development, which reconciles economic performance with territorial management and environmental protection:
- an underground link that does not interfere in any way with the marine environment;
- a transport system that by its nature has a limited impact on the environment (it causes 20 times less pollution than ferries: the carbon footprint of a truck crossing the Channel on a Shuttle is 8.8 kg of CO_2 compared with 158 kg on a ferry);
- the choice of electric traction in the Tunnel is a major factor in reducing the carbon footprint and greenhouse gas emissions (Carbon Trust Standard certification);
- in 2012, the Eurotunnel Group was one of the first private enterprises in the world to join the Global Union for Sustainability and to publicly commit to reducing its global carbon footprint (scope of Fixed Link and Europorte segments) by 3% a year;
- a policy to routinely reduce consumption of electricity (90% of the power consumed is generated from low-carbon nuclear or hydroelectric sources);
- the transition from 30 to 32 carrier wagons for Truck Shuttles, without a significant increase in energy consumption;
- the replacement of diesel engines for works and maintenance trains by battery-powered autonomous wagons;

- the development, at the beginning of 2013, of a more fuel-efficient Shuttle driving technique, with a simulator equipped with a module dedicated to fuel-efficient driving.

On 20 November 2014, Eurotunnel Le Shuttle was named “most environmentally friendly carrier” at the Internationalen BusPlaner 2015 sustainability awards ceremony. The distinction acknowledges Eurotunnel Le Shuttle’s daily commitment to the fastest and most environment-friendly Channel crossing service. On 8 December 2014 the Eurotunnel Group also took the “Human Capital Victories” silver trophy for its CSR policy.

17.1.3 REGION

As a committed partner in the economic and social environment in which it operates, the Eurotunnel Group has created several thousand direct, indirect and related jobs in Kent and the Pas-de-Calais region[1] since its establishment. The Group also exercises its social responsibility though concrete commitments and community support, such as the implementation since 2013, of a partnership agreement in July 2013 with APF Entreprises, the economic network of disability support organisation *Association des Paralysés de France*.

- Community support: the Eurotunnel Group pays 10% of the revenues from the operation of the wind farm located on its Coquelles site to *Secours Populaire Français* in the form of energy vouchers. The Group has established a partnership agreement with the *Secours Populaire Français*. Through its commitment to *Fondation Agir Contre l’Exclusion* (FACE), which provides assistance to those most in need, the Eurotunnel Group encourages its employees to get involved in humanitarian and charity projects.
- Responsible procurement policies and practices: relations between the Group and its suppliers go beyond simply purchasing goods and services. The Group requires all employees in all its entities to comply with the ethical standards set forth in a code of ethics.

Furthermore, the Eurotunnel Group’s sustainable development policy is based on respect for fundamental rights, as defined in the main international principles: the Universal Declaration of Human Rights and the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work. In its Charter of Ethics and Behaviour, approved by the board of directors in 2013, the Eurotunnel Group sets out the common rules regarding respect for people, fair competition, internal controls and environmental protection.

These principles and guidelines for action now apply to all employees of the Group and its subsidiaries, as well as to their subcontractors and suppliers.

17.1.4 DATA CERTIFICATION

The verification of social, societal and environmental information by an independent third party became compulsory for French businesses following the publication in 2012 of the regulations implementing article 225 of the Grenelle 2 law and the decree of 13 May 2013. Groupe Eurotunnel was ahead of this new obligation and continues today in its drive to be proactive and transparent in these three areas.

For 2014, Groupe Eurotunnel SE decided to subject three new social indicators to closer scrutiny by the independent third party so as to obtain a reasonable rather than limited assurance in view of the obligations it is under. In 2014 a partially automated reporting system was also put in place for the input, collection and consolidation of environmental information, in the wake of collection of social information the year before.

The Eurotunnel Group is committed to reporting the results of its approach in an effective manner by publishing information relating to the issues listed under article R 225-105-1 of the French Commercial Code. To this end, it asked an independent third party, to attest to the presence of this information and express a limited or reasonable assurance as to its reliability in relation to the Group scope. The statutory auditors’ report features in section 17.7 of this Registration Document. A methodological note including reporting principles, choices of indicators, data collection and methodological details about indicators collected features in Annex I of this Registration Document.

A cross-reference table is provided in section 17.6 of this Registration Document in respect of the information required by article R225-105-1 of the French Commercial Code, the Global Reporting Initiative indicators (version 3.1), the information provided in this chapter and the Charter of Ethics and Behaviour of the Group.

(1) *8,100 jobs according to the impact study conducted in 2004 with the Syndicat mixte de la Côte d’Opale, the Université du Littoral et de la Côte d’Opale and the University of Kent at Canterbury.*

The Group's CSR policy has no dedicated budget or specific investments: the costs associated with the CSR policy come out of the operating budget of the entity or department concerned. The aim is to make CSR an essential component of all Group activities.

The company communicates its CSR policy through the management chain, effectively using the same channels as for the Group's strategic objectives.

17.2. WORKFORCE INFORMATION

As a responsible employer, the Eurotunnel Group seeks to promote the personal fulfilment and development of its employees, which it considers an essential factor of its corporate strategy. Its human resources policies have been developed in order to foster equal opportunities and treatment among all Group employees throughout their professional careers.

Thus, in a survey on human resources policy conducted by Statista Research Institute for the French magazine Capital, of 10,000 employees from 1,600 groups employing more than 500 people Eurotunnel was ranked second in the best employers in France in the "Transport and Logistics" category and 17th in the best employers in France category.

Eurotunnel Group members of staff who work for the Fixed Link are employees of ESL in the United Kingdom, and ESGIE in France, Germany, the Netherlands and Spain. The employees operating in the rail freight transport and port infrastructure management sectors are employed by the entities in the segment. Staff may also be seconded to other Group companies, such as the maritime segment business. The employing company then charges other Group companies for their respective staff costs. The Group's general management are in the main employed by GET SE.

In this chapter, workforce information relates only to subsidiaries that employ staff. "Group subsidiary", "entity" and "company" only refers to entities with staff in accordance with the information provided in the methodological note in Annex I of this Registration Document.

17.2.1 EMPLOYMENT

a) Geographical breakdown of total workforce

Number of employees	France	United Kingdom	Total
At 31 December 2014	2,470	1,479	✔ 3,949
At 31 December 2013	2,371	1,373	✔ 3,744

✔: *Information verified to a reasonable assurance level by the statutory auditors.*

At 31 December 2014, the Eurotunnel Group had 3,949 employees. During the financial year, the Group experienced growth in its workforce of 5% compared with 2013. This is linked to the expansion of the Group's operations, in particular that of the Europorte subsidiaries.

The geographical breakdown was constant overall, with 62.5% of the workforce employed in France and 37.5% in the United Kingdom (2013: 63% and 37% respectively).

b) Breakdown of workforce by gender

Number of employees	Men	Women
At 31 December 2014	✔ 3,141	✔ 808
At 31 December 2013	✔ 2,967	✔ 777

At 31 December 2014, women made up 20.5% of the total workforce (2013: 20.8%). The lower proportion of women reflects the specificity of jobs within the Group, notably those related to rail maintenance where there is a higher proportion of men.

c) Breakdown of workforce by age group

Number of employees	Under 25	25-29	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65 and over
At 31 December 2014	197	368	342	388	757	791	557	358	160	31
At 31 December 2013	145	321	323	408	809	738	508	325	140	27

At the end of 2014, around 23% of the Group's workforce was aged under 35, and almost 52% was aged under 45, showing a slight increase in the workforce under 35 compared with 2013 (21%). The number of employees aged 55 and over also rose compared with 2013. At 31 December 2014, they represented almost 14% of the workforce, compared with 13.1% in 2013 (492 employees). There were 191 employees aged over 59, which represents 5% of the workforce (against 167, or 4.46%, in 2013).

The average age of the workforce is ✔ 44 years (45 in 2013). The Group continues its work to address the management of the age pyramid, as indicated in chapter 4 of this Registration Document. The Eurotunnel Group is committed to retaining workers aged 55 and over as part of the workforce, and to improving the working conditions of older staff members. Specifically, this entails improving the current workplace representation of older workers and fostering career progression throughout their working life. In 2012, discussions with the staff representative bodies of Europorte France, Socorail and Europorte Proximité led to the introduction of a three-year action plan concerning the employment of older staff members. In 2014, Europorte France and Socorail signed an agreement called the "Contract de Génération". A similar agreement was signed on 24 April 2014 between the ESGIE management and the trade union organisations, complemented by an addendum dated 19 September 2014.

d) Breakdown of workforce by category

At 31 December 2014, managers accounted for over ✔ 20.4% of the Group's workforce, of which almost more than 20% were women. This breakdown reflects the specificity of jobs within the rail industry.

e) Recruitment

Number of employees*	Permanent employment	Fixed-term employment	Total
2014	371	88	459
2013	265*	46	311

* *Year-end adjustment compared with the information published in the 2013 Registration Document.*

In line with its values, the Eurotunnel Group attaches a great deal of importance in the recruitment process to candidates' openness to other cultures, their ability to work as part of a team and their sense of initiative.

The recruitment policy is intended to equip the Group with the best skills to support its development. As indicated in chapter 4 of this Registration Document, the Group has put in place various measures to prevent any mismatch between the development of its activities and the human resources required to implement its strategy.

The recruitment policy continues to operate in a controlled manner by adapting the level of the workforce and skills to the actual needs of the business.

The Group tends to favour permanent contracts, keen to demonstrate its commitment to its employees for the long term and guarantee them lasting employment. At 31 December 2014, more than 80% of all new employees were recruited on permanent contracts. The level of temporary employment (fixed-term contracts/temporary staff) was less than ✔ 5% in 2014 compared with 4.7% in 2013.

f) Departures

Number of employees	Dismissal	Redundancy	Mutual agreement	Resignation	Retirement	End of contract	Transfer within Group	Inconclusive probationary period	Death	Total
2014	30	7	12	108	15	54	20	11	3	260
2013	37	8	17	76	14	53	18	16	3	242

The balance between new hires (459) and departures (260) is positive. Resignations (41.5% in 2014, 31.4% in 2013) represent the main reason for leaving the Group. The proportion of redundancies went from 3.3% at 31 December 2013 to 2.70% at 31 December 2014.

g) Staff turnover

In the 2014 financial year, the average staff turnover rate for the Group was 5.2% (2013: 5.0%).

h) Remuneration

The Eurotunnel Group's remuneration policy is based on equitable and transparent remuneration, which ensures full cohesion between individual and company objectives. Its strategy consists in sharing its success with its employees and involving them in its growth.

Recognition of individual performance is a major element of the Group's remuneration policy, and is intended to motivate all employees, with a view to rewarding and retaining the Group's best talent. The differences in remuneration between workers are justifiable, and reflect the responsibilities entrusted to them, their experience and potential.

In France, all employees received a collective increase in basic salary and all payments linked to working conditions from 1 January 2015. These were 0.5% for ESGIE staff and 0.5% for Socorail staff respectively. The negotiations regarding EPF and EPP staff took place in June 2014 regarding a 1% increase to be applied on 1 July 2014.

In the United Kingdom, the management and Unite negotiated a collective increase in salaries and payments linked to working conditions of 2.4% for ESL in April 2014. GBRf staff received an increase of 2.6% following an agreement between the management and ASLEF. These increases were negotiated on the basis of inflation for ESL and the Retail Price Index for GBRf.

Initiatives relating to profit-sharing, shareholdings, stock options and bonus shares described in section 17.2.8 of this Registration Document are intended to involve all employees in the Group's financial performance.

A bonus system, half based on safety and service quality indicators and half on cash flow performance, may result in all ESGIE/ESL employees receiving a bonus of up to 6% of annual basic salary. For 2014, the results allowed the payment of an operational bonus of 1.07% and a financial bonus of 1.38%, totalling 2.45% overall. A management bonus is paid to management staff, as a percentage of salary, depending on their grade.

Indicator: gross wage bill and wage costs

€000	2014	2013
Gross wage bill	175,230	160,622*
Wage costs	50,188	36,133*

The consolidation in euros is carried out based on the exchange rate used for the income statement for the year. The gross wage bill and the wage costs cover 99.98% of the workforce at 31 December 2014.

* *Year-end adjustment compared with the information published in the 2013 Registration Document.*

i) Workforce external to the company

Group subsidiaries use temporary staff mainly to replace employees who are absent due to sickness or annual leave or to handle exceptional traffic peaks. The Group also relies on sub-contractors to manage activities outside the core businesses or those requiring specific skills.

Indicator: average monthly temporary workforce

	2014	2013
Average monthly temporary workforce	176	173.6

Indicator: subcontracting costs

€000	2014	2013
Subcontracting costs	74,134	62,680

* *The consolidation in euros is carried out based on the exchange rate for each year.*

17.2.2 WORK ORGANISATION

a) Working hours

The Eurotunnel Group's policy on the organisation of working hours seeks a compromise between two main priorities: on the one hand, the desire to satisfy and best serve the company's customers, and on the other, the need to maintain a work-life balance for its employees.

The Eurotunnel Group ensures that all its subsidiaries comply with their legal and contractual obligations regarding working hours. Subsidiaries located in the United Kingdom comply with the local legislation in the countries in which they are based and/or the agreements signed with staff representative bodies.

The Group's policy is driven by a flexible and proactive approach that enables the company – in particular the Fixed Link – to operate 24/7, 365 days of the year, as required under the Concession Agreement.

In France, employees' working hours (with the exception of certain senior managers and directors) must not exceed an average of 35 hours a week over the year, and in any event, not more than 1,600 hours a year.

In the United Kingdom, employment contracts provide that the average working week for ESL employees is 37 hours, (or 1,924 hours per year), based on individual contracts and agreements in place with Unite. For GBRf employees, operational staff work an average of 35 hours a week, spread over four days (1,826 hours a year), while administrative staff work 37 hours per week spread over five days.

Indicator: breakdown of working hours

Breakdown of workforce	2014	2013
Shifts	67.4%	67.1%
Office hours	32.6%	32.9%
Part-time	5.2%	5.7%
Full-time	94.8%	94.3%

b) Overtime

No Group entity makes systematic use of overtime. When overtime is worked, it is usually in response to the unforeseen events that can affect any transport business and the organisation of its operations.

Indicator: number of overtime hours

	2014	2013
Number of overtime hours	255,679	229,418

c) Absenteeism

	2014	2013
Absenteeism rate	✔ 3.9	✔ 3.5

The absenteeism rate of 3.9% in 2014 is slightly up on the figure for 2013 (3.5%). The main cause for absenteeism is illness, other than occupational illness.

17.2.3 LABOUR RELATIONS

a) Organisation of labour relations

Labour relations are very important for the Group, particularly negotiations with staff representative bodies. The Group has always worked to establish long-term and constructive relations with all its employees. Internal surveys conducted on various occasions in France and in the United Kingdom demonstrate the continued commitment of the Group to strengthen corporate communication and dialogue, by allowing employees to speak freely.

Every subsidiary follows this approach. Several meetings have been held between employee representatives and members of the management team which help strengthen dialogue with staff.

As a result of these efforts, the Group has avoided labour disputes and strikes in 2014. The Group considers that internal communications are very important to further dialogue and information. Internal communications are intended to nurture and strengthen the commitment and engagement of all employees. The Eurotunnel Group uses different tools to communicate with staff (magazine, intranet, project specific communications, etc.). The circulation of information relating to Group strategy, objectives and results as well as the promotion of achievements and/or innovating initiatives are examples of actions taken to keep the Group workforce informed in real time.

b) Group labour relations forums

Works Councils and Health and Safety Committees

All French subsidiaries have a works council and a health and safety committee, which meet according to the specific operational rules governing each committee. In the United Kingdom, the Company Council and the Safety, Health and Environment Committee are the two organisations for ESL employees with which permanent dialogue is established. These two committees meet once every two months.

For GBRf, two employee representative organisations, the Stakeholder Business Forum and the Union Company Council, maintain a productive dialogue between employees and management.

The Fixed Link's European Works Council (EWC)

A real cross-border organisation, the Fixed Link's EWC is a forum for information, consultation, exchange of views and dialogue. The EWC operates alongside existing national staff representative bodies, in connection with the areas that it is responsible for. The members of the Fixed Link European Works Council were re-appointed in December 2010. Usually meeting twice a year, the Council is informed and consulted, as necessary, on cross-border issues that affect Fixed Link employees.

The Group's European Works Council comprises 16 full members and is informed about the Group's economic, financial and social strategies. It met twice in the last financial year.

Eurotunnel Group Committee

The committee was set up by unanimous agreement dated 31 January 2014 between the Group's management and four unions representing employees. It is intended to operate as a forum for mutual information, to exchange views and to maintain dialogue between staff representatives and management on strategic direction and major workforce issues. To this end, it is informed annually of developments that have taken place and future outlook.

The Eurotunnel Group Committee comprises six staff representatives and six deputies appointed by the unions. It also includes a union representative from each of the unions. Plenary meetings take place twice a year and are called by its chairman or his representative.

The Eurotunnel Group Committee held its first meeting on 14 October 2014 in the presence of the Chairman and Chief Executive Officer.

The European Company Committee

Following a combined meeting of shareholders on 29 April 2014, the transformation of Groupe Eurotunnel SA into a European company came into force on 26 December 2014, the date of registration as a European Company in the Business and Companies Register. The transformation process does not entail the creation of a new legal entity. The Company's terms of incorporation, the opening and closing dates of the financial year, its share capital, the registered address and business purpose remain unchanged. The terms of members of the Board, corporate officers and auditors have been confirmed in the new company format.

The basic European company framework has a homogeneous format that is recognised in all EU Member States. The Eurotunnel Group has therefore adopted a legal status more in keeping with its dual nationality, its European nature and the economic and cultural reality of the business.

On 1 December 2014 the special negotiating group and corporate officers of the Company drew up an agreement concerning procedures for the involvement of employees in the company transformed into a European company.

Employee representatives on the European Company Committee are employees of the subsidiaries of the Eurotunnel Group SE, who are elected or appointed in accordance with the rules applicable in the State concerned for a term of four years, as of 1 January 2015.

The Committee is composed of 12 permanent employee representatives and 12 deputies, elected or appointed in accordance with the rules applicable in the State concerned.

The European Company Committee also has one union representative per trade union represented, appointed by the members of the European Company Committee.

The European Company Committee is officially informed ahead of any major decisions in relation to the European Company's scope of consolidation, its legal or financial structures, and the possible consequences in terms of jobs.

An ordinary plenary meeting of the European Company Committee is held twice a year. Extraordinary meetings may be held when exceptional circumstances arise which are likely to affect the interests of employees.

c) Summary of collective agreements

In France, ESGIE employees are represented by four trade unions and covered by a collective bargaining arrangement as part of a company-wide agreement. Europorte employees are also represented by four trade unions and are covered by two collective agreements.

At 31 December 2014, ESGIE employees were covered by collective agreements concerning the 35-hour week, night work, employment and skills planning, performance-related pay, professional equality and efficiency gains.

During the 2014 financial year, 18 company agreements were signed by Group subsidiaries on issues such as wages, performance-related pay, collective benefit plans, gender equality and working hours.

In the United Kingdom, due to the voluntary agreement on single union representation signed in 2000 by ESL with Unite, all employees of ESL (with the exception of supervisory staff) are represented by Unite during collective negotiations. Employees may nevertheless belong to the union of their choice for their individual representation. For GBRf, a three-year wage deal signed in 2010 for three years and renewed in April 2013 for the same duration, was agreed with the train drivers' union, ASLEF, for train crews and ground staff.

d) Community projects

In France in 2014, ESGIE paid 1% of its restated total gross annual salary costs to the works council. For 2014, the council received €503,610 for developing and managing its community projects. ESGIE also contributes 0.2% of its total gross annual salary costs, or for 2014 €125,902, to the operation of the works council.

For 2014, Socorail and Europorte France respectively contributed 0.56% and 0.5% of their total gross annual salary costs to their works council for developing and managing community projects, of which 0.2% was for their operation.

In the United Kingdom, the company council, which receives contributions from ESL equal to 0.8% of its total adjusted gross annual salary costs, received £221,668 in 2014 for developing and managing community projects. ESL contributes 0.2% of its total gross annual salary costs, or £55,422, to the operation of the company council.

GBRf holds regular events where employees and their families can meet outside work, including activity days, sports events and long-service dinners, as well events marking the introduction into service of locomotives throughout the United Kingdom. GBRf provided £292,236 to fund these activities in 2014.

17.2.4 HEALTH AND SAFETY

Safety is an absolute priority for Eurotunnel Group. Fundamental to the Fixed Link concept, it remains a core operating principle and a key issue throughout the Group. The efforts made in accident prevention and training have also established a real safety culture, first within the Fixed Link and then in the Group's subsidiaries.

This culture, ingrained in each employee, governs their day-to-day conduct, making them highly vigilant and ensuring they act in accordance with safety regulations.

The board of directors' safety and security committee described in chapter 16 of this Registration Document ensures that measures promoting the safety of customers, employees, sub-contractors and all stakeholders are in place.

The aim of each segment of the unified safety and sustainable development department is to define the company's safety objectives, guarantee the implementation and application of safety regulations and measure performance within different services.

The safety management system of the French and British Europorte entities with a rail company licence is governed by the legislation of the different countries in which the activities are conducted.

The operating system for the Shuttle was designed under the supervision of the Intergovernmental Commission (IGC) and the Safety Authority. Each phase of the initial design was examined by the IGC and was subject to a non-objection declaration.

The IGC and the Safety Authority were put in place by the Treaty of Canterbury and the Concession Agreement. The IGC and Safety Authority were charged with supervising the construction and operation of the System on behalf of the United Kingdom and France. In addition, audits are conducted by EPSF, which has a specific mandate from the French delegation of the Safety Authority.

During the course of 2015, the IGC will transfer its financial regulatory powers to the two French and British regulators (ARAF and ORR). Once the transfer is made, the controls and conditions of circulation for railway undertakings shall be the responsibility of the ARAF and the ORR.

Safety measures and procedures are updated regularly, and are part of the SMS (Safety Management System), which is required to retain the operating certificate issued by the IGC, in accordance with the laws and regulations resulting from the transposition of the European Union's Railway Safety Directive (2004/49/EC) of 29 April 2004.

More generally, the System has detailed security and policing features meeting the requirements of the United Kingdom and French authorities. The following security measures were taken for the protection of the System: access control at the perimeter of the terminals, or surveillance by closed-circuit television cameras.

Safety and security measures for High-Speed Passenger Trains and Train Operators' Rail Freight Services were developed by the railway operators after discussion with the States, which approved them. The rail operators work with Eurotunnel Group as the infrastructure manager to implement and continuously improve these safety measures.

The main security costs incurred in 2014 (securing the System) were approximately €12 million (€11.3 million in 2013) for the Fixed Link.

Each Group segment has its own safety department, which is committed to promoting a health and safety culture based on accident prevention, the objective being to build a safe and hygienic workplace. Each entity conducts a regular follow-up of safety performance in the search for continuous improvement and implementation of any corrective measures necessary.

The Group also places great importance on feedback, which is provided systematically within the Group's subsidiaries after an exercise or a significant event. Feedback enables the lessons necessary for the future to be learned and helps to develop organisational procedures effectively, with a view to making them more efficient.

Like safety, health is always a major concern for the Group. Every subsidiary has procedures and action programmes in place to limit and prevent the occurrence of major risks relating to its employees' activities and to improve their quality of life at work.

A perception survey, "*Le Baromètre santé bien-être au travail*" (The Workplace Health and Well-being Barometer), conducted from 28 May to 21 July 2014 by the Malakoff Médéric Group among the ESGIE staff, revealed an organisational context perceived as stable by the majority of employees, unlike most companies in the sector, to be highlighted together with an interest nurtured by the profession, carried out in a good working environment, while at the same time identifying areas for improvement.

In France, a health and safety committee ensures the protection of employees' health and safety, as well as improvements in their working conditions. It analyses work-related risks and checks – also through surveys and inspections – compliance with the regulations in place. The committee is consulted before any significant change in working conditions.

In the United Kingdom, an Occupational Health Service plays a key role in preventing occupational illness through education and the promotion of health issues, as well as the implementation of appropriate controls intended to improve working conditions.

Employees are provided with regular medicals from the occupational health service, and may also ask for an examination in addition to these check-ups. For ESGIE in France and ESL in the United Kingdom, the Group ensures there is a company doctor and two nurses on site responsible for looking after employees' health.

a) Health and safety conditions in the workplace

All safety events are recorded and analysed in order to issue recommendations and produce action plans. Furthermore, different safety indicators are continuously and systematically monitored, particularly by the Safety and Security Committee to the Board, in order to ensure an improvement in overall performance, notably regarding safety indicators for employees and sub-contractors and of the transport system.

b) Agreements with unions/staff representatives

In France, an agreement on the treatment of occupational stress in the business has been in force since April 2009 for ESGIE employees. This establishes the approach adopted by the company to deal with work-related disorders. In accordance with this agreement, a commission was created to prevent and treat occupational stress. Thereafter, an agreement on the prevention and treatment of occupational stress was signed by all the unions and the human resources department on 2 March 2010. Negotiations were started with a view to renewing this agreement during 2015.

In the United Kingdom, measures are in place to guarantee staff working conditions which comply with the applicable legislation and the human resources policy of each subsidiary.

c) Work safety indicators

Work-related accidents resulting in time off	Frequency rate	Severity rate
2014	✔ 8.0	0.4
2013	✔ 6.5	0.4
2012	✔ 10.8	0.4

Measures to prevent accidents and exercise vigilance have enabled the Group, since 2012, to reduce significantly the number of work-related accidents resulting in time off. Indeed, even if there was a slight reverse in 2014 due to higher volume of activities, the Group since 2012, has seen a sharp improvement in the frequency rate, which was 10.8 in 2012, compared with 6.5 in 2013 and 8.0 in 2014. The severity rate in 2014 remains constant compared with the previous year at 0.4.

In France, 14 occupational illness cases were filed for Group staff in 2014 (14 ESGIE, 0 Socorail). No fatal accident occurred within the Group in 2014.

The Group seeks to ensure that its safety and security rules and procedures are enforced by its sub-contractors, who are required to sign a contractual agreement on compliance with labour laws and regulations.

17.2.5 TRAINING

The Eurotunnel Group, which operates in an environment requiring high levels of technical skill, has always made training one of its key priorities, as indicated in chapter 4 of this Registration Document.

The main focus of the Group's training policy is to strengthen the key skills of its employees and to maintain a high level of operational performance within teams, enabling them to contribute to the development of the business. Its main priorities are to emphasise a shared safety and environment culture, and to improve the assistance given to employees to help them adapt to their job.

The Eurotunnel Group has set up the *Centre International de Formation Ferroviaire de la Côte d'Opale* (CIFFCO), a facility that ensures the management of the training plan and provides training for the Concession, and supports the development of the rail freight industry and local train operators. It provides dedicated training programmes with a focus on rail-related activities in the national railways and other networks. In 2014, CIFFCO delivered 7,235 railway training days (compared with 3,077 days in 2013) to meet the training requirements of the Group and the needs of external entities.

On 8 September 2014, CIFFCO's approval as a training centre was renewed. By renewing this, France's public rail safety body EPSF acknowledged the quality of the work carried out by the teams involved and the CIFFCO's solid commitment. Issued for a period of five years, the certification confirms the CIFFCO's compliance with EPSF requirements for all safety functions such as train driver, assistant, infrastructure maintenance, or rolling stock.

Train driver training given by CIFFCO was also entered in the official records of professional French certifications (RNCP), which will allow official professional qualifications to be issued. Thus CIFFCO is now the first and only private training body able to issue this certification along with the French public operator. Registration of the professional certification recognises the functions of train drivers and their qualifications.

In 2014, more than 220,000 hours were devoted to the professional training of the workforce, the equivalent of just over 55 training hours per employee on average (versus 36 hours in 2013) an increase of around 65% compared with last year. This increase was spread across, in varying degrees, all subsidiaries of the Group where training activity supported the growth in staff and business. The subsidiaries of GBRf and Europorte France for example more than doubled the number of hours dedicated to training in 2014, an increase which goes hand in hand with the growth in staff (around 15% and 11% respectively) and in business. The cost of training, which represents almost 3% of the wage bill, totalled €5,094,499 in 2014 compared to €3,806,042 in 2013.

Training indicators

	2014	2013
Number of training hours	✔ 227,289	✔ 138,045
Training costs (in €000)	5,094	3,806
Proportion of the wage bill represented by training	2.9%	2.37%

The consolidation in euros is based on the exchange rate used for the income statement for the year.

17.2.6 DIVERSITY AND EQUAL OPPORTUNITIES

a) Gender equality

Professional equality between men and women is an important lever in the Group's diversity policy. Respect for the principles of gender equality is reflected in the application of an equal opportunities policy in recruitment, access to training, remuneration and promotion. Within this framework, an agreement on professional equality to eliminate the gender pay gap was reached by ESGIE with unions in June 2009, and will remain in force indefinitely. This was reinforced by the signing, on 10 July 2013, of a 12-month action plan pursuing human resources policies that aim to guarantee non-discrimination and gender equality.

In the United Kingdom, there is a particular focus on wage equality: the "Rate for the Job" system ensures equitable remuneration, as does the HAYS system (which measures, in particular, the importance and the difficulty of assigned responsibility) for ESL salaried staff.

The human resources policies of every Group entity are based on the inviolable principle of gender equality, and the Charter of Ethics and Behaviour addressed to all Group employees describes the principles that must inspire the behaviour of every employee in relation to respect for people, of which the principle of non-discrimination is one of the most important.

At 31 December 2014, the number of women employed by the Group was 808. There were 171 women in management positions, representing 21.3% of management staff.

b) Employment and integration of disabled employees

Disability is another important aspect of the Group's diversity policy, which supports the integration, professional training and continued employment of disabled people. The Group formalised its disabled policy in France by signing a three-year agreement in 2010 with the unions for 2011-2013 to promote the employment of people with disabilities. For ESGIE, this agreement establishes the Group's policy regarding the professional integration of disabled people in France. The schedule for negotiations to renew this agreement was pushed back to 2015.

At the same time as promoting the continued employment of disabled people, the Group works with groups providing support to the disabled, by approaching employment agencies for the disabled and/or job centres. An agreement, still current, was drawn up in 2010 for the benefit of disabled workers with AFAPEI (Association Frontalière des Parents et Amis de l'Enfance Inadaptée) on behalf of ESGIE. An agreement was also drawn up between CAP ENERGIE and ESGIE for two contracts, valid up to 31 May 2015. One contract concerns the upkeep of green spaces at the Coquelles site (15,034 hours were spent at the site in 2014), and the other focuses on the cleaning of network buses and service vehicles (1,500 hours at the site in 2014). On 23 July 2013, a framework partnership agreement was signed between the Eurotunnel Group and the French association for disabled people *Association des Paralysés de France* (APF), in which the Group undertook to approach APF for any services falling within its sphere of competence. Pursuant to this partnership, in accordance with the commitments undertaken by the Group ESGIE has issued frequent service requests to the APF, and this led to an exponential increase in the value of these services in 2014 almost five times over with respect to 2013 (€23,600 vs. €111,500).

The rate of employment of disabled workers in 2014 for ESGIE, Europorte France and Socorail, calculated on the basis of data provided in the annual compulsory employment declaration sent to AGEFIPH (the French national association which manages funds for the professional integration of people with disabilities), was 4.36%, 0.42% and 0.94% respectively (2013: 4.10%, 0.27% and 0.92%).

It is not possible to collect data for this indicator from the Group's British entities as there is no specific "disabled worker" status in the United Kingdom. However, they – like all other Group entities – are bound by the commitments and fundamental principles of the Group's Charter of Ethics and Behaviour and have an equal opportunities policy intended to ensure that all employees are treated identically.

c) Combating discrimination

Eurotunnel Group is openly committed to combating discrimination in its Charter of Ethics and Behaviour. Moreover, the Group is a signatory to the United Nations Global Compact, and fully adheres to its ten fundamental principles, particularly those relating to Human Rights and Rights at Work.

The Group's human resources policies are also geared towards combating discrimination, and are designed to guarantee equal treatment and opportunities for all employees at every stage of their career. The Group never bases its decisions on criteria linked to race, nationality, religion, ethnic origin, political opinions or union activities. The only valid decision-making criteria for Eurotunnel Group are each employee's professional qualities, qualifications and skills. In December 2014 the Eurotunnel Group took the silver trophy for its human resources policy in the "Human Capital Victories" awards organised by Leaders League (the publisher of "Décideurs" magazine).

17.2.7 INTERNATIONAL CONVENTIONS

The Eurotunnel Group, which signed the United Nations Global Compact in March 2013, endorses the fundamental conventions of the International Labour Organization (ILO). Within the sphere of working rights, this endorsement means respecting the four fundamental values of the ILO: freedom of association and recognition of the right to collective bargaining, elimination of all forms of forced and compulsory labour, effective abolition of child labour and elimination of discrimination in respect of employment and occupation. Of these four values, freedom of association and elimination of discrimination are the two principles that most concern the Group, and which it unreservedly endorses, bearing in mind that the company is based in Europe where social laws have prohibited all forms of forced and compulsory labour and to combat child labour since the beginning of the 20th century.

Eurotunnel concentrates on promoting diversity as a lever for performance in order to better reflect the community in which it operates. For this reason it is committed jointly with *Réseau Alliances* to promoting a job accompaniment programme specially dedicated to young people of immigrant origin. Named Hiring Dynamics Group (*Groupe de Dynamique d'Embauche)*, this programme mobilises employees of the Group for a period of nine months. It is a voluntary commitment for the employees involved in the programme. In 2015, the Eurotunnel Group decided to continue the commitment, made in 2014, to youth in partnership with *Réseau Alliances*.

17.2.8 EMPLOYEE SHARE OWNERSHIP AND PROFIT-SHARING

a) Share options

The general meeting of shareholders of 26 May 2010 authorised the board of directors to grant, on one or more occasions, options on Shares in the company to executive employees and corporate officers of GET SE and its subsidiaries, for a period of 38 months from the date of the said general meeting, provided the total number of Shares over which options are granted does not exceed 3,900,000 Shares each with a nominal value of €0.40. Pursuant to this authorisation, the board approved three grants in 2010, 2011 and 2012.

Share option plans
External and internal performance conditions

Share option plan	Internal performance conditions EBITDA and dividend target 50%		External performance condition Share price performance over 12 months 50%	
2010 Plan	2010 Financial statements 25%	2011 Financial statements 25%	16 July 2010 – 15 July 2011 25%	16 July 2011 – 15 July 2012 25%
	Conditions met	Conditions met	Condition met	Condition met
2011 Plan	2011 Financial statements 25%	2012 Financial statements 25%	21 July 2011 – 20 July 2012 25%	21 July 2012 – 20 July 2013 25%
	Conditions met	Conditions met	Condition not met	Condition not met
2012 Plan	2012 Financial statements 25%	2013 Financial statements 25%	20 July 2012 – 19 July 2013 25%	20 July 2013 – 19 July 2014 25%
	Conditions met	Conditions met	Condition not met	Conditions met

Potential percentage of the capital represented by grants to Group staff

At 31 December 2014, the 2,164,250 options still in issue represent 0.4% of the capital.

Of the 2,164,250 options in circulation at 31 December 2014:

- 470,500 may be exercised subject to the attendance conditions at a price of €6.42 until July 2020,
- 671,500 may be exercised subject to the attendance conditions at a price of €7.52 between July 2015 and July 2021, and
- 1,022,250 may be exercised subject to the attendance conditions at a price of €6.33 between July 2016 and July 2022.

The terms and conditions of the share option grants are set out in note S to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

b) Grant of free Shares

The Eurotunnel Group pursues an active policy of engaging shareholder employees in order that they can share in the company's success. Thus, on 29 April 2014, for the third time the board of directors awarded a total of 369,100 Shares to all GET SE personnel and related companies or groups (excluding executives or corporate officers of GET SE), allocating 100 Shares to each employee.

The definitive vesting of these Shares is subject to attendance and continued ownership conditions for a minimum period of 4 years. In total, 667,430 Shares representing 0.12% of the capital were acquired by staff on 28 April 2014; the Shares in question cannot be transferred for two years. As at 31 December 2014, 930,420 free shares representing 0.17% of the capital remained to be vested.

The terms and conditions relating to the grant of free Shares are set out in note S to the consolidated financial statements in paragraph 20.3.1 of this Registration Document.

Employee shareholdings in GET SE

All staff employed by the French subsidiaries of GET SE can invest in Shares in a company savings plan. Any such subscriptions are supplemented, within certain limits, by a contribution of 25% paid by the company. At 31 December 2014, 722,700 Shares were held in the plan, representing 0.13% of the share capital in issue on that date.

c) Employee profit-sharing schemes

In France, a performance-related bonus plan was put in place for Europorte SAS on 1st January 2014; the Europorte Proximité performance-related bonus plan is under negotiation and shall be applicable in 2015. In 2014, each ESGIE employee received €1,823 from a performance-related bonus plan.

Whilst this scheme is not directly transposable to the United Kingdom, ESL staff benefit from a performance-related bonus plan which enabled them to receive £1,063 per employee for ESL and £1,500 per employee for GBRf in 2014.

In the absence of any taxable income for the French companies, employees of those companies did not benefit from any profit-sharing scheme in 2014.

17.3. INFORMATION REGARDING SOCIAL COMMITMENTS TO SUPPORT SUSTAINABLE DEVELOPMENT

Social engagement is profoundly rooted in the history and culture of the Eurotunnel Group. This engagement is essentially aimed at promoting the integration of social responsibility issues within the Group's activities, dialogue with all its stakeholders and the socio-economic development of the regions it deals with.

The Eurotunnel Group seeks to shape its environment in a positive manner. As an employer, it participates directly and consistently in local economic development, and pursues its mission of developer in concert with stakeholders, while protecting the environment. Therefore, properties held by the Group in Coquelles (Pas-de-Calais) have been gradually transformed into a 700-hectare integrated development zone, which includes, among other things, a shopping centre in France, with an average of 6 million visitors per year. This territorial development role has continued with the planned development of the Porte des Deux-Caps seaside eco-village in Sangatte-Blériot-Plage, Pas-de-Calais.

Used by almost 350 million travellers, the Tunnel has for nearly 20 years been a vital link between the United Kingdom and mainland Europe. Since the Tunnel came into operation, it has created 8,100 direct and indirect jobs in the Kent and Pas-de-Calais regions, and led to the building of large-scale associated infrastructure: notably new roads, high-speed railway lines and international railway stations.

The Group is also involved in raising the awareness of its customers (more than 30,000 travellers every day on average) on sustainable development issues, by accommodating three wind turbines on the Coquelles site (promoting renewable energy) and an apiary (for the protection of biodiversity). This awareness-raising is maintained by regular communication campaigns, through the display of information on-board the Shuttles and in the terminals.

The Eurotunnel Group supports, adheres to and actively participates in the Lille World Forum of Responsible Economy and the values it promotes. It also supports the fundamental values of the United Nations Global Compact, as indicated in sections 17.2.6 and 17.2.7 of this Registration Document.

17.3.1 SOCIAL COMMITMENT: ALIGNING THE INTERESTS OF THE GROUP WITH THOSE OF THE COMMUNITY

a) Links to the local community

- Stimulating the local job market:

Pursuing its role as a developer, Eurotunnel Group, through its subsidiary Euro Immo GET, was chosen in January 2013 by the municipality of Sangatte-Blériot-Plage to develop the seaside eco-village and golf course of the Porte des Deux-Caps. This project aims to build an international-standard golf course, a luxury hotel, and an eco-friendly residential development of 500 dwellings. The operation is expected to generate employment in the area, particularly by making the area more attractive to tourism.

Pursuant to the regeneration agreement signed in 2006 with the French State, Eurotunnel Group continues to contribute financially and through its expertise to Calais Promotion, the development agency of the Pas-de-Calais region. This contribution was earmarked primarily for support to job creation. Similarly, the Group provides financial support and actively participates in the Cross Border Jobs Fair, a local initiative that facilitates the professional mobility of young people between France, the United Kingdom and Belgium.

In France, Europorte as a whole is developing its rail freight haulage activities, which enable disused marshalling yards and railway lines, as well as lines with restricted traffic, to continue operating or to be brought back into service. However, in view of the lack of political impetus on the part of the authorities responsible for the development of transport infrastructures, the steady deterioration or even disappearance of feeder networks could, as indicated in chapter 4 of this Registration Document, have a detrimental impact on EPF's revenue, which generates a third of its business from grain transportation.

- Public-private partnership

Under an agreement similar to a public-private partnership, the Eurotunnel Group is financing, alongside the French State, the Nord-Pas-de-Calais region, the CIC Côte d'Opale, and the urban community of Dunkirk and the SNCF Réseau, feasibility studies on the modernisation of the Fréthun-Calais-Dunkirk railway line, which would involve its electrification and an increase in rail freight path availability.

- Community support

A key player in the natural, economic and human environment, the Eurotunnel Group exercises its social responsibility through concrete commitments and community support:

- Payment since 2010 of 10% of the land rental of the wind farm on its Coquelles site to *Secours Populaire*, which distributes them in the form of "energy vouchers" to families in Pas-de-Calais. A fourth cheque for 3,000 euros was paid over on 11 March 2014. Having expired, the partnership agreement between the Eurotunnel Group and *Secours Populaire* is in the process of being renewed for two more years (2015-2017).
- Active support of the French *Fondation de la 2ème Chance*, a recognised public-interest group committed to the rehabilitation of people who have suffered great hardship.
- Commitment to the work of the *Fondation Agir Contre l'Exclusion* (FACE), which offers assistance to those most in need. Several part-time employment contracts were signed after 2013 between ESGIE and a person supported by FACE Calais. The last contract to date was signed on 11 December 2014.
- Community support for the association Papa Tohanga, a social assistance association for people in the Democratic Republic of the Congo of which the founding president is a member of the ESGIE staff. In 2014, 120 items of uniform were donated to the association.
- Joint activity carried out together with the French Red Cross benefiting customers of the Concession's French terminal. A partnership agreement was established on 1st January 2014 between ESGIE and the Red Cross. Another agreement was signed on the same day with "*Moto école du Calaisis*" to make the facilities of the French terminal available to them.
- Engagement of its employees in humanitarian and charity projects for foundations such as Macmillan, Stode Park, Pink Day and Age UK, which fund medical research against cancer and provide support to patients, the elderly and the disabled.

– The British ShareGift foundation collects securities offered by generous shareholders to charities. In 2013, it collected 300 donations from Eurotunnel Group shareholders for a total amount of £15,000, which will be distributed to various charities suggested by the donors.

- Sponsorship

The Eurotunnel Group financially supports the World Forum for Responsible Economy of Lille. Launched by the *Réseau Alliances*, this organisation aims to promote a responsible global economy, by sharing the best business practices of responsible companies.

- Openness to the community

For the fourth consecutive year, on 20 September 2014 the Tunnel terminal in Coquelles was opened to nearly 900 visitors from across the Nord-Pas-de-Calais region as part of the European Heritage Days. This was made possible by the voluntary participation of some 40 ESGIE and ESL employees. This initiative also took place at Folkestone on 13 September, where 500 people were able to visit facilities at the British terminal, including the Rail Control Centre. In view of the event's success, the number of places available for visitors will be increased in future.

b) Education

As a group committed to its environment and beyond that, society, Eurotunnel supports education and culture, as it understands that sharing knowledge is a key factor in boosting equal opportunities. Its actions in this field mainly revolve around raising awareness of sustainable development, railway-related training and economic and cultural exchanges between France and the United Kingdom.

- **Raising awareness of CSR among young people**

In its efforts to protect the environment, the Eurotunnel Group not only strives to limit the impact of its activities on the environment, but has also resolutely applied itself to shaping it for the better. Samphire Hoe provides a good example of what the Group is capable of: a 35-hectare site at the foot of the Dover cliffs, Samphire Hoe was created using 5 million cubic metres of blue chalk and marl extracted from the Channel sub-soil as the Tunnel was dug. This piece of land on the coast has gradually been turned into a nature reserve. Day-to-day management of this protected site is the responsibility of the White Cliffs Countryside Partnership, supported by many volunteers from in and around Kent.

Samphire Hoe welcomed more than 100,000 visitors in 2014. On 28 November 2014, the Eurotunnel Group and its partners opened a new visitor centre in Samphire Hoe to provide groups from schools with a fully-equipped educational space all year round.

Co-financed by Eurotunnel and the Heritage Lottery Fund as part of the Up on the Downs Landscape partnership, the centre notched up its very first educational function with a group of primary school pupils.

Simple yet fully effective, the new "shelter" will be an educational space, a meeting place and a location for exhibitions and information, allowing visitors to appreciate the scenery and local heritage around Dover and Folkestone.

- **Links with young people and educational establishments**

Created in 2011 by the Eurotunnel Group, an international railway training centre, CIFFCO contributes to the creation of skilled jobs and professional development. It is a key driver in the development of railway transport and related professions and, more generally, seeks to boost the economic development and reputation of the Nord-Pas-de-Calais region. CIFFCO is equipped with eight training rooms and eight mobile driving simulators. In 2014, it provided a total of 7,235 training days to 861 people from all over France, as well as from Belgium, Switzerland, Italy and the United Kingdom.

Furthermore, in terms of its impact on the region, it should be noted that CIFFCO's activities in 2014 generated 7,000 overnight stays in hotels and accommodation facilities located in the Calais region (compared with 1,485 in 2013, which represents almost a five-fold increase).

The Eurotunnel Group is a founding member of the *Fer de France* association which was created in 2012 and brings together the leading players in the French railway industry. Work conducted by this association led to proposals for the French State to recognise different professions in this developing sector.

In this field, Europorte has been responsible for two major initiatives:

- Implementation and development of a qualifying training programme in disciplines relating to railway engineering and maintenance, in close collaboration with the French National Conservatory of Arts and Crafts (CNAM).
- Partnership with E2C Grand Lille (the Greater Lille "Second Chance" School) for the social and professional insertion of young people aged between 18 and 25 with no qualifications and no job, offering them professional training contracts or traineeships with the company, for example.

As part of its commitment to young people, the Group develops relations with universities and schools in order to promote greater knowledge of the jobs it offers and help young people enter the world of work. It has therefore established several partnerships:

- Agreement with the *Ecole Nationale des Ponts et Chaussées* leading to the creation of a “Rail transport sciences” teaching and research chair until 2018 devoted to the study of the rail industry. This chair aims to approach training and research on issues linked to infrastructure and transport services. The Group is to contribute €150,000 a year to financing this chair for five years. This initiative confirms the Group’s commitment to sharing its expertise to advance science and innovation, and position the railway industry as a profession for the future.
- The Group has partnerships with the Catholic Institute of Arts and Crafts (ICAM, Lille) and the Institute of Business Administration (IAE, Lille).

Every year, different Group entities provide opportunities to embark on work-study programmes. Contracts have been entered into with numerous secondary schools and universities:

- polytech’Lille;
- CNAM (Ile-de-France);
- CIFFOP (Paris);
- and various institutions, including ENSAM, ENSIAM, ICAM, Télécom Lille, ESIEE, ISEP, CFAI and ACM.

The various subsidiaries of the Group also take on interns, apprentices and young people under professional training contracts. In France, 84 interns, 89 apprentices and 75 young people under professional training contracts were taken on in 2014. These figures mark a sharp increase compared with the previous year, particularly in the number of apprentices, which increased from 55 to 89 and that almost doubled (75 against 40 in 2013) the number of people on training contracts, In addition, ESGIE welcomed three young graduates as part of the International Business Volunteering scheme. This enables French businesses to give a young person (up to the age of 28) a professional post abroad.

c) Transfer and sharing of technological and specialist skills

The Eurotunnel Group lends its expertise in managing transport infrastructure and rail activities to research, training and different public bodies at the European, national and regional levels.

In research and development, the Eurotunnel Group is a founding member of Railenium, the European Institute for Technological Research in Rail Infrastructure, located near Valenciennes and chosen by the French State as “an investment programme of the future”. The Group is therefore actively participating in the design of a smarter, safer rail infrastructure which is also more sustainable and economical.

The Eurotunnel Group is also collaborating with the European Committee for Standardisation as part of the working group responsible for drafting a proposed standard for calculating the greenhouse gas emissions of transport services.

The Eurotunnel Group is an active member of I-Trans, which is both a global competitiveness cluster and a benchmark cluster for rail transport in France. The Group Human Resources Director is part of the pilot working group of CAPFOR the mandates of which are to strengthen existing structures to meet the expectations of industry players, create a regional talent pool and to develop the high level structures with an international scope.

In France, the Eurotunnel Group is working with the freight transport committee of the French *Observatoire Energie Environnement Transports*, to which the French Ministry of the Environment entrusted the implementation of the obligation to display the carbon content of transport services, which came into force in October 2013.

17.3.2 GOOD BUSINESS PRACTICES: ENGAGING FAITHFULLY AND RESPONSIBLY

Relations between the Eurotunnel Group and its suppliers go beyond simply purchasing goods and services. In accordance with the principles set out in the Ethical Charter adopted by the Board of the Eurotunnel Group, the ACHA 0019 procedure sets out the ethical standards the Group expects of all its employees. These standards not only ensure compliance with applicable laws and regulations, but – legal criteria apart – they make it possible to build a climate of trust in exchanges between Group representatives and third parties. Each Group buyer or other member of staff undertakes to respect the code of ethics and to seek suppliers who share these commitments. The tender process is designed to guarantee the fair treatment of suppliers during consultations. The Group is now operating as a collection of entities in various business sectors and geographical areas. These ethical standards are applicable to this group of entities and must be strictly adhered to by all operating entities and by staff at all levels of the organisation. Failure by Group employees to abide by these ethical rules can lead to disciplinary action.

In January 2012, the Eurotunnel Group signed the "Charter for responsible supplier relations". This charter, which seeks to establish and improve lasting relations between suppliers and buyers, includes ten commitments for responsible purchases, ensuring a genuine partnership between customers and their suppliers with due regard to their respective rights and obligations. It is committed, in particular, to ensuring financial equity towards suppliers, to respecting the principle of transparency, to incorporating environmental issues and even to ensuring the territorial responsibility of its company. It thereby represents a measure intended to prevent corruption.

The Eurotunnel Group is also a member of steering committees for the "Responsible supplier relations" charter and certification, and has clearly demonstrated its wish to be a part of this certification process, as an extension of the implementation of the charter's ten engagements.

In representing the Group's CSR values and engagements, the Procurement Divisions of the various entities have taken actions that, beyond the reference made in all new contracts to the Eurotunnel Group's Charter of Ethics and Behaviour, require their suppliers to comply with its fundamental principles and to sign the Compliance Policy (article 23). Article 23.2.1 requires that suppliers "comply with the French regulations on corruption, as well as UK corruption laws, notably the Bribery Act 2010.

As a signatory of the United Nations Global Compact, the Eurotunnel Group endorses its fundamental principles, including the tenth principle, which states that "businesses should work against corruption in all its forms, including extortion and bribery".

The Concessionaires include as part of their tendering process for sub-contracted work on their sites a sustainable development element. Sub-contractors are also expected to commit contractually to respecting labour laws and regulations. Europorte operates principally on its customers' sites, and thus, in the management of port infrastructure, Europorte will pass on the port authorities' requirements in its own sub-contracting agreements.

17.3.3 CONSUMERS: RESPECTING ALL OUR CUSTOMERS' INTERESTS

a) Customer and consumer relations

The "Terminal 2015" project, described in section 6.2.4 underlines customer satisfaction as one of its core concerns. In both France and the United Kingdom, the toll screens of the Truck Shuttles were redesigned, reducing the number of screens displayed to customers. Other initiatives undertaken at the French terminal throughout 2014 have contributed to improving safety and customer satisfaction. The lay out of the waiting areas for example enabled waiting times inside and outside the terminal to be reduced. The planting of defensive hedges and modifications to the ventilation system on board the Truck Shuttles has contributed to providing greater safety and better customer comfort.

b) Customer safety and security

The safety of its customers and their belongings is a top priority for the Eurotunnel Group.

Every year, the Eurotunnel Group organizes a bi-national safety exercise, known as BINAT, in addition to the organisation described in section 17.2.4 (Health and Safety Committee).

On 25 January 2014, BINAT organised involved the evacuation of a High-Speed Passenger Train, mobilising 565 extras, mediators and observers, four STTS vehicles (Service Tunnel Transport System) and one STTS ambulance.

17.3.4 HUMAN RIGHTS

a) Human Rights and fundamental principles of the International Labour Organization

In its Charter of Ethics and Behaviour, the Eurotunnel Group reaffirms that it adheres to the principles and values of the Universal Declaration of Human Rights of 1948, the fundamental conventions of the International Labour Organization (ILO), the guidelines of the Organisation for Economic Cooperation and Development (OECD) for multinational companies, and the principles of the United Nations Global Compact, as indicated in section 17.2.6 "Diversity and equal opportunities" of this Registration Document.

b) Diversity, equal opportunities and combating discrimination

The Eurotunnel Group is officially committed to combating discrimination in its Charter of Ethics and Behaviour and through equitable human resources policies in recruitment, pay and training.

On the issue of disability, the Group continues to promote the employment of disabled employees directly or by working with groups providing support to the disabled as indicated in section 17.2.6 "Diversity and equal opportunities" of the Registration Document.

17.4. ENVIRONMENTAL INFORMATION

17.4.1 GENERAL ENVIRONMENTAL POLICY

As part of its commitment to low-carbon transport, the Group pursues an ambitious strategy combining development of its core activity, cross-Channel transport, with external growth in its two main businesses and areas of expertise other than the Fixed Link: infrastructure management and rail transport.

In line with this strategy, the Eurotunnel Group and the Europorte subsidiaries are developing a broad-based offering of rail freight transport and associated logistics services throughout France and the United Kingdom. The Group is committed to leading the way in environmentally-responsible transport and makes its expertise and leadership available to its subsidiaries and customers to help them reduce the carbon footprint of their activities.

Regarding the costs undertaken to prevent the environmental impact of the company's activities, these were incurred during the Tunnel's construction and basically consist of separate networks for collecting rain and waste water, retention ponds, treatment plants, etc. As indicated in section 17.1 of this Registration Document, there is no separate budget for the Group's CSR policy.

The Group has made no provisions against environmental risks, nor did it pay out any court-ordered compensation for environmental damage. The obligation to put in place a financial guarantee, as defined in article L. 516-1 of the French Environmental Code, against any environmental damage does not apply to the Group's activities.

The Tunnel and its rail transport system provide certain intrinsic environmental advantages:
- an underground link that does not interfere in any way with the marine environment; and
- the use of electric power for haulage produces minimal atmospheric pollution and much lower greenhouse gas emissions than fossil fuels.

As early as 2002, the Concessionaires installed an environmental management system based on the requirements of the ISO 14001 standard, and trained environmental officers and internal auditors. An "Environmental Requirements" clause has also been introduced into agreements with its sub-contractors.

Every year, targeted audits are carried out in France and the United Kingdom by the Safety and Sustainable Development Directorate. In 2014, ten internal audits were carried out: six in the operational divisions and four in relation to sub-contractors. Besides complying with legal and regulatory requirements (a regulatory review is carried out each month), as part of its continued commitment to the environment, ESGIE set up a Safety and Sustainable Development Directorate in 2006. Safety is absolutely essential for the Eurotunnel Group, and combining it with a strong sustainable development policy shows how important these issues are for the company.

As part of their induction to the company, every new employee learns about the company's environmental policy, targets and the organisation put in place to minimise the environmental impacts of its activity.

In France, Europorte's core activity, rail freight, is a perfect fit with the chief policy aim of France's Environmental Round Table programme (*Grenelle Environnement*), which seeks to develop more efficient and less carbon-intensive freight transport. Europorte provides support and assesses the needs of its customers with the aim, wherever possible and economically viable, of switching freight from road to rail.

Europorte works in four main areas to contribute to the national commitment to rail freight:
- to help develop intermodal transport (and so move more containers by train);
- to act as a local train operator serving the regions and areas around ports with light and appropriate organisations and improving rail services to the major French ports, major entry points for high-volume freight;
- to contribute to Group thinking on developing high-speed rail freight between airports;
- to contribute, via a path-quality agreement with SNCF Réseau, to more efficient management of train paths.

Prompted by the Group, Europorte has embarked on its own environmental strategy. Alongside the implementation of transparent reporting on abstraction from and discharge into the environment, an environmental impact assessment of the activities of Europorte's French entities was completed in 2013, resulting in various measures being taken to mitigate this impact:
- optimisation of energy consumption to reduce contributions to the greenhouse effect;
- creation of appropriate mechanisms for sorting/collecting and treating the various types of waste produced;
- selection of environmentally friendly products;
- creation of green areas for parking and engine maintenance;

- improved management of hazardous situations in conjunction with its customers;
- raising awareness about eco-citizen practices among staff.

In addition to these general policy initiatives, specific objectives were set:

- Socorail: to take environmental criteria into account when planning maintenance programmes for its shunting engines (oil leaks and particulate emissions from engines). A five-year investment plan was drawn up, which includes the complete renovation of two to three shunting engines per year on average, and the overhaul of components on a case-by-case basis. At the end of 2014, 40% of the Socorail site was equipped with new-generation engines.
- Europorte France: an eco-driving approach involving both raising the awareness of drivers of main line trains regarding the impact of their driving behaviour on energy consumption, and the installation of technical equipment allowing a reduction in consumption by locomotives, as well as driver assistance systems depending on the characteristics of the network and the train, making it easier to drive in a more eco-friendly fashion.
- In 2014, Europorte and its longstanding partner Malteurope FR-ALL set up a reflection cell for good CSR practices, a working group that sets out to streamline CSR action at each company and create synergies wherever possible.

Since 2011, Europorte's central safety, quality and environment department, and more specifically the quality/environment service, has been responsible for rolling out and implementing this policy at French subsidiaries. Initiatives are taken up in each region by the regional head of quality and safety.

The SQAS Rail (Safety and Quality Assessment System) was carried out in 2014 across all Europorte's French subsidiaries. Europorte is thus involved in a process of continuous improvement, verified every 3 years by SQAS. The assessment established an overall score of 86%, and will be conducted in addition to MASE and ISO 9001 certification as indicated in paragraph 4.2.6 of this Registration Document.

Within the framework of the regulatory developments ensuing from France's Environmental Round Table programme, Socorail has been EcoPhyto certified since 2013 for weed control activities conducted on the rail networks of certain ports and industrial sites. The system put in place is intended to limit the use of phytosanitary products and better control their impact.

In the United Kingdom, environmental risk management is at the heart of GBRf's operations: every new traffic flow or change to existing traffic flows is subject to a risk assessment, including environmental risks. This environmental risk management system has enabled GBRf to gain ISO 14001:2004 accreditation without interruption since 2006. The company is audited every six months by the British Standards Institute, which ensures GBRf properly adheres to its environmental risk management system.

GBRf's safety management department is responsible for the successful implementation of the annual environmental action plan. A number of initiatives such as tests on the use of fuel additives, fuel management systems on board locomotives, replacement of locomotive injection systems and economic driving techniques have now been carried out. The most recent initiative is new technology using GPS to help drivers optimise traction power.

The general policy of Europorte subsidiaries on both sides of the Channel lays down environmental considerations that require Europorte to be involved in controlling its environmental impacts, particularly in energy consumption. Progress on the resulting environmental action plans is monitored monthly by the Europorte safety committee, chaired by the Europorte Chairman on the French side, and by GBRf's executive safety committee on the British side.

17.4.2 RISK PREVENTION, POLLUTION AND WASTE MANAGEMENT

The Group has a waste collection and treatment strategy that prioritises recovery or reuse. Most waste products come from industrial activities and vary in type and quantity from year to year depending on the projects being run at the time.

Waste indicator

	Hazardous industrial waste			Non-hazardous industrial waste		
Tonnes	**France**	**United Kingdom**	**Total**	**France**	**United Kingdom**	**Total**
2014	156	326	✔ 482	2,355	2,362	✔ 4,717
2013	198	496	✔ 694	2,290	1,742	✔ 4,032

The quantity of hazardous industrial waste produced in France and the UK fell significantly in 2014 compared with the previous year (by 21% and 34% respectively). This reduction, mainly in relation to Europorte in France, was mainly due to a major fall in product waste from the Gray maintenance facility. The fall in the UK was due to the absence of any exceptional operations in 2014 at the Fixed Link's British terminal, as was the case in 2013, when 135,000 litres of polluted water were used during maintenance at the facilities. The slight increase in the treatment of non-hazardous waste (around 17%) at Group level was essentially due to Europorte's destocking at Le Havre and La Rochelle of waste that had been stored there for several years, and to new projects carried out at the Concession's UK terminal.

The Eurotunnel Group takes steps to address air quality and the emissions impact of its activities. Notably, the diesel locomotives that pull Concession works trains have been fitted with catalytic converters since 2007. Elsewhere, measures were taken to bring the outflow chimneys used in the ventilation system for paint workshops into compliance with volatile organic compound emission standards.

The noise of commercial activities and maintenance is also closely monitored around installations. A 2009 study showed that the activities of the Fixed Link breached no noise standards, either at the edge of the property or in regulated surrounding areas, during the day or at night. Measurements were taken in compliance with (i) the technical annex to the Ministerial Order dated 23 January 1997 on limiting environmental noise by installations classified for environmental protection (ICPE) without derogating from any of its provisions, and (ii) Standard NF S 31-010 of December 1996 on the characterisation and measurement of environmental noise – specific measurement methods.

Pursuant to French law n° 76-663, of 19 July 1976 relating to installations classified for the protection of the environment, both terminals in Coquelles and Sangatte are designated ICPE sites due to the potential dangers and risks that its activities may pose to the surrounding area and to health, safety, nature and the environment, such as: refrigeration, air-conditioning, storage and use of flammable liquids, workshops and paints. These activities are set out in a list which, on the basis of the severity of the dangers or risks that they may represent, requires Eurotunnel Group to either make a declaration to or request authorisation from the *Préfecture* of the Pas-de-Calais in respect of them. These activities are monitored by the regional authority for the environment, planning and housing (DREAL).

Similarly, pursuant to French law no. 92-3 of 3 January 1992 on water, the Concessionaire France Manche must request the authorisation of the relevant administrative authority for any proposed construction, works or activities to be carried out outside of the ICPE area, which may pose a danger to public health and safety, endanger the free flow of water, reduce the availability of water, substantially increase the risk of floods or seriously damage the quality or diversity of the marine environment.

Regarding air quality, in France, Europorte has been using very low sulphur diesel in its main line locomotives and shunting engines since 2011. Almost all the waste produced comes from the maintenance of rolling stock and rail infrastructure. At industrial sites, waste management procedures are generally the responsibility of the customer. Europorte only applies its own waste management procedures to its port rail infrastructure services at Dunkirk, Nantes-St. Nazaire and Le Havre-Rouen, and Europorte Proximité's locomotive maintenance workshop at Arc-les-Gray. In both these activities, waste is sorted internally and then sent to a third party for treatment. In the same way, regarding GBRf, most waste is generated by the maintenance of rolling stock, which is done by sub-contractors. GBRf monitors sub-contractor waste tracking forms. Measures to prevent soil pollution were strengthened at the Europorte Proximité workshop by the introduction of a system for the dry-washing of locomotives.

Regarding noise, one major source is wheel flats on wagons. Europorte does not own wagons and its technical management therefore takes a three-pronged approach to this issue: (i) systematically refusing wagons with wheel flats of more than 60 mm, (ii) supporting customers and wagon-owners generally in anticipating and remedying these problems, and (iii) taking part in working groups on improving the quality of the wagon fleets.

Europorte has equipped all its equipment with noise dampers, which have cut noise pollution from escaping compressed air during brake tests prior to running by about half.

17.4.3 SUSTAINABLE USE OF RESOURCES

As the Eurotunnel Group and its subsidiaries provide service activities which do not consume a significant quantity of raw materials, no other indicator relating to the conservation of natural resources has been developed. Nevertheless, a summary table of energy consumption by the Group is set out below:

Energy source	Total consumption in 2014	Unit
Electricity	515,816,892	kWh
Natural gas	8,871,267	kWh
Non-road diesel (NRD)	33,816,154	Litres
Liquid petroleum gas (LPG)	44,332	Litres
Diesel	865,983	Litres
Petrol	102,692	Litres

Group consumption sourced from groundwater fell by 18% compared to 2013, a year during which major cleaning works were carried out at the Fixed Link, which were not renewed in 2014. Although water is a plentiful resource in the Pas-de-Calais area, the Eurotunnel Group has nevertheless tracked water consumption by the Fixed Link since it came into service. Generally, the consumption of water sourced from the public network increased by 4% this year against the previous year, mainly due to cleaning operations at the French terminal.

The Concessionaires have large land banks in France and the United Kingdom, and have, since the Tunnel's construction, created several dozen hectares of nature reserves for the conservation and promotion of biodiversity, including Samphire Hoe, described in paragraph 17.3.1. b) of this Registration Document. In France, nature reserves are located within the Concession perimeter and so are not open to the public. They are, however, visited by numerous species of migratory birds in winter and shelter many breeding pairs during the nesting season.

Almost all water consumption at Europorte subsidiaries is used for sanitary purposes in the buildings and sites used by staff.

Europorte prioritises the use of electric locomotives wherever technical constraints and economic viability considerations allow.

Europorte is also continuing to study the solutions that locomotive builders may be offering over the next five years for developing hybrid electric/diesel engines.

Water consumption indicator

	Water from public network			Groundwater		
Cubic metres	France	United Kingdom	Total	France	United Kingdom	Total
2014*	143,112	138,960	✔282,072	31,368	0	✔31,368
2013	131,603	140,625	✔ 272,228	38,046	0	✔ 38,046

* *Since no GBRf. site is equipped with a counter, the Europorte France ratio, for which the activities are close, was applied. This extrapolation method tends to accentuate the changes observed at the sites equipped with counters. For example, the reduction in water consumption observed at the Gray workshop had an impact on the estimated water consumption of all the Europorte and GBRf sites.*

17.4.4 CLIMATE CHANGE

In 2011, the Group's management of greenhouse gas emissions was audited by the independent organisation Carbon Trust Standard, which set the baseline level of greenhouse gas emissions for the whole of the Eurotunnel Group's activities at 2010 levels. Future progress will be measured against this baseline.

The Eurotunnel Group is developing a policy for monitoring and managing the greenhouse gas emissions of its subsidiaries in anticipation of the publication of the implementing regulations for article 228 – II of the *Grenelle 2* law regarding the information that must be provided by any person providing or procuring the provision of transport services on the quantity of carbon dioxide emitted by the mode(s) of transport used to perform this service.

The Eurotunnel Group is mindful of the greenhouse gas emissions generated by its activities. With the help of specialists using the assessment method (Bilan carbone®) accredited by ADEME, a carbon footprint assessment was carried out in France and the United Kingdom in 2006 / 2007. This assessment included emissions generated by electricity consumption used to haul Shuttles, Eurostar trains, and Train Operators' Rail Freight Services through the Tunnel, emissions generated by workshops, diesel works trains and road vehicles used for staff transport, deliveries and catering. It also includes all emissions linked to the construction of infrastructure and the associated construction materials.

The carbon footprint assessment identified the Fixed Link's primary sources of greenhouse gas emissions, and was followed by an action plan focused on two factors that accounted for approximately 80% of the emissions: the use of energy provided by electricity and fossil fuels, and emissions from refrigeration fluids.

In addition to the steps taken by the Group since 2011 as detailed above, in 2009, the Group was accredited by the Carbon Trust Standard following an audit of the Group's management of greenhouse gas emissions and its performance over the previous three years, which confirmed a 44% reduction in emissions between 2006 and 2008. The Eurotunnel Group's data for 2013 and 2014 will be audited again by Carbon Trust. Our continuation of this process has greatly increased our efficiency and boosted our position in the transport sector as a benchmark in terms of controlling greenhouse gas emissions.

In 2014 Europorte's French subsidiaries undertook the TK Blue Label set up by the European TK Blue Agency. The TK Blue index appraises the technical, economic, environmental and social performances of its transport offer. Europorte applies the work-related travel policy of the Group, which encourages the use of public and rail transport for work-related travel by its staff.

In the United Kingdom, the Concessionaires, as managers of infrastructure of major importance to the British economy, were asked by the British Department for Environment, Food and Rural Affairs (DEFRA), in line with the 2008 Climate Change Act, to carry out a study of its infrastructure's ability to withstand the foreseeable effects of climate change.

GBRf will undergo a full energy audit in 2015 as part of the Energy-Saving Opportunity Scheme Regulations (ESOS) 2014, to be conducted by independent experts. The audit will pinpoint the company's main risks and opportunities in terms of reduction of energy consumption and environmental impact, and furnish a benchmark to gauge the results of its programme for continuous improvement.

The Eurotunnel Group strives constantly to limit the impact of its activities on the environment. This year it reduced its greenhouse gas emissions by 6% compared to the previous year, i.e. more than 10,000 tonnes of CO_2 equivalent.

The Group has not been subjected to any fines of any type whatsoever nor has is it been subjected to any reports of non-compliance linked to its business.

Greenhouse gases emission indicator (scope 1 and scope 2 of the Kyoto Protocol[(1)])

CO_2 tonnes equivalent	France	United Kingdom	Total
2014	62,911	93,349	✔156,260
2013	78,653	88,100	✔ 166,753

17.4.5 PROTECTION OF BIODIVERSITY

In this field, the Eurotunnel Group acts in accordance with the spirit and the text of the *Convention on Biological diversity* one of the main objectives of which is conserving biodiversity and sustainable use of its elements. The Samphire Hoe site is from this perspective a concrete example of the will of the Group to act to promote biodiversity and to protect the environment. In 2014, the partnership between the Concessionaires and the White Cliffs Countryside Project (WCCP) was given its tenth successive Green Flag Award® for its management of the Samphire Hoe site, which has made an impressive contribution to local biodiversity.

Doll's House Hill, the steep slope overlooking the Folkestone terminal installations, is also an exceptional haven for animal and plant life recognised throughout the specialised scientific world. The Concessionaires have undertaken to maintain and conserve this site – which forms part of a site of special scientific interest (SSSI) like Samphire Hoe and the whole of the Folkestone Downs – again in partnership with the WCCP.

(1) *Emissions resulting from the use of fossil fuels in combustion installations or transport vehicles (scope 1), as well as leaks of refrigerant fluids, SF6 and halon 1301 (scope 1) and indirect emissions from power consumption (scope 2).*

The soil and plant life in Biggins Wood were lifted when the Folkestone terminal was built and replanted close by, to conserve this remnant of Britain's primary forest.

The Whitemore marshalling yard in eastern England is managed for GBRf on behalf of Network Rail. This site includes a large number of protected animal and plant species, and is classified as a Site of Special Scientific Interest (SSSI).

In France, the "*Jardins Ordonnés*" with their seven hectares of water are a popular haven for migrating species and an essential nest-building site for many birds.

17.5. INDICES

In 2014, the Eurotunnel Group was included in the following sustainable development indices: (i) the Dow Jones STOXX Global ESG Leaders, notably EURO STOXX Sustainability and STOXX Europe Sustainability; (ii) the Gaia Index, a socially responsible index for mid-caps developed by IDMidCaps and EthiFinance for the fifth consecutive year. As a result, Groupe Eurotunnel SE is regularly monitored by several non-financial rating agencies.

In 2014, the Eurotunnel Group was placed seventh in the Gaia index out of 113 companies in the sector.

The Gaia Index was established in 2009 by EthiFinance with the support of SFAF and MiddleNext, and is a mid-cap index based on non-financial data. It assesses companies' level of commitment to sustainable development and social responsibility issues. The rating is based on 119 criteria, including 29 relating specifically to the environment, 31 to social issues and 44 to governance.

For the fifth consecutive year, the Eurotunnel Group was among the 230 companies analysed and was selected as one of the 70 French stocks to obtain the best non-financial ratings.

The Gaia Index, considered as a reference database in the world of SRI (Socially Responsible Investment), enables managers and analysts to identify the most responsible companies and to take into account non-financial criteria in their analysis and investment decisions. The panel reviewed represents revenues of more than €157 billion and more than one million jobs.

The Eurotunnel Group was included in the FTSE4Good index following its update performed in September 2014. The FTSE4Good index measures the performance of companies with outstanding commitment to the environment, society and corporate social responsibility (CSR).

17.6. CROSS-REFERENCE TABLE

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
WORKFORCE INFORMATION				
Employment				
Total workforce	LA1	Total workforce by employment type, employment contract and region	17.2.1 Employment: a) Geographical breakdown of total workforce	
Breakdown of employees by gender	LA1	Total workforce by employment type, employment contract and region	17.2.1 Employment: b) Breakdown of workforce by gender	
Breakdown of employees by age			17.2.1 Employment: c) Breakdown of workforce by age group	
Breakdown of employees by geographical region	LA1	Total workforce by employment type, employment contract and region	17.2.1 Employment: a) Geographical breakdown of total workforce	

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Hirings	LA2	Total number and rate of new employee hires and employee turnover by age group, gender and region	17.2.1 Employment: e) Recruitment	
Dismissals	LA2	Total number and rate of new employee hires and employee turnover by age group, gender and region	17.2.1 Employment: f) Departures	
Compensation	LA3	Benefits provided to full-time employees that are not provided to temporary or part-time employees, by significant locations of operation	17.2.1 Employment: h) Remuneration	
Evolution of compensation	LA3	Benefits provided to full-time employees that are not provided to temporary or part-time employees, by significant locations of operation	17.2.1 Employment: h) Remuneration	
Work Organisation				
Organisation of work time	LA	Labour Practices and Decent Work	17.2.2. Work Organisation: a) Working hours	
Absenteeism	LA7	Rates of injury, occupational diseases, lost days and absenteeism, and total number of work-related fatalities, by region	17.2.2. Work Organisation: c) Absenteeism	
Labour Relations				
Organisation of social dialogue	LA4	Percentage of employees covered by collective bargaining agreements	17.2.3 Labour Relations: a) Organisation of labour relations	Respect for the law: "Eurotunnel Group companies and their employees must adhere to the laws, regulations and standards applicable in all countries where they carry on their business. Specifically, pursuant to the Global Compact principles of employment rights, they must recognise freedom of association and the right to collective bargaining."
Summary of collective agreements	LA5	Minimum notice period(s) regarding significant operational changes, including whether it is specified in collective agreements	17.2.3 Labour Relations: c) Summary of collective agreements	Respect for the law: "Eurotunnel Group companies and their employees must adhere to the laws, regulations and standards applicable in all countries where they carry on their business. Specifically, pursuant to the Global Compact principles of employment rights, they must recognise freedom of association and the right to collective bargaining."

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Health and Safety				
Occupational health	LA6 and LA8	Percentage of total workforce represented in formal joint management-worker health and safety committees that help monitor and advise on occupational health and safety programmes Education, training, counselling, prevention, and risk-control programmes in place to assist workforce members, their families, or community members regarding serious diseases	17.2.4 Health and safety: a) Health and safety conditions at work	
Safety at work	LA6 and LA8	Percentage of total workforce represented in formal joint management-worker health and safety committees that help monitor and advise on occupational health and safety programmes. Education, training, counselling, prevention, and risk-control programmes in place to assist workforce members, their families, or community members regarding serious diseases	a) Health and safety conditions in the workplace	
Agreements signed with trade unions on workplace health and safety	LA9	Health and safety topics covered in formal agreements with trade unions	17.2.4 Health and safety: b) Agreements with unions/staff representatives	
Frequency rate of workplace accidents	LA7	Rates of injury, occupational diseases, lost days and absenteeism, and total number of work- related fatalities, by region	17.2.4 Health and safety: c) Work safety indicators: Work-related accidents resulting in time off (%) Frequency rate	
Severity rate of workplace accidents	LA7	Rates of injury, occupational diseases, lost days and absenteeism, and total number of work- related fatalities, by region	c) Work safety indicators: Severity rate	
Recording of occupational diseases	LA7	Rates of injury, occupational diseases, lost days and absenteeism, and total number of work- related fatalities, by region	c) Work safety indicators	
Training policy				
Total number of training hours	LA10 / LA11	Total workforce by employment type Programmes for skills management and lifelong learning that support the continued employability of employees and assist them in managing career endings	17.2.5 Training: Number of training hours	

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Diversity and equal opportunities				
Diversity and equal opportunities policy and actions	LA13 / EC5 / EC7	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity Range of ratios of standard entry level wage compared with local minimum wage at significant locations of operation Procedures for local hiring and proportion of senior management hired from the local community at significant locations of operation	17.2.6. Diversity and equal opportunities	Respect for people: “Eurotunnel Group applies an equal-opportunities human resources policy in accordance with the law. In particular, it does not permit any discrimination for illicit reasons such as gender, age, way of life, race or nationality, disabilities, religious, political or trade union opinions or commitments. All moral, sexual or, in a more general sense, unlawful pressure, pursuit or persecution is prohibited”
Gender equality	LA14	Ratio of basic salary and remuneration of women to men by employee category	17.2.6. Diversity and equal opportunities: a) Gender equality	Respect for people: “Eurotunnel Group applies an equal-opportunities human resources policy in accordance with the law. In particular, it does not permit any discrimination for illicit reasons such as gender, age, way of life, race or nationality, disabilities, religious, political or trade union opinions or commitments. All moral, sexual or, in a more general sense, unlawful pressure, pursuit or persecution is prohibited”
Employment and integration of disabled people	LA13	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity	17.2.6. Diversity and equal opportunities: b) Employment and integration of disabled employees	
Policies to prevent discrimination and promote diversity	LA13	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity	17.2.6. Diversity and equal opportunities: c) Combating discrimination	Respect for people: “In particular, Eurotunnel Group does not permit any discrimination for illicit reasons such as sex, age, way of life, race, ethnicity or nationality.”
Promotion and respect of ILO values (Human Rights)				
	LA and HR	Labour Practices and Decent Work / Human Rights	17.3.4 Human Rights: a) Human Rights and fundamental principles of the International Labour Organization	Respect for people: “Pursuant to the Global Compact principles in terms of Human Rights, Eurotunnel Group does not permit any violations of Human Rights”

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
ENVIRONMENTAL INFORMATION				
General Environmental Policy				
Company organisation to take into account environmental issues. Environmental assessment or certification where required	Management approach	Disclosures that cover how an organisation addresses a given set of topics in order to provide context for understanding performance in a specific area	17.4.1 General Environmental Policy	Preservation of the environment: "In accordance with the Global Compact environment principles, Eurotunnel Group has a precautionary approach to environmental problems." "Eurotunnel Group strives to limit the environmental impact of its activities and those of the users of its services by implementing an active policy in this regard"
Employee training and communication on environmental protection	Management approach	Disclosures that cover how an organisation addresses a given set of topics in order to provide context for understanding performance in a specific area	17.4.1 General Environmental Policy	Preservation of the environment: "The Eurotunnel Group strives to make its employees more responsible with regard to the environment, and to give priority to the development and dissemination of environment- friendly technologies." "The Eurotunnel Group strives to limit the environmental impact of its activities and those of the users of its services by implementing an active policy in this regard." "All employees must assist with implementation of the measures taken by the Eurotunnel Group to protect the environment and encourage sustainable development, striving to make a contribution to best practices, especially in terms of reducing consumption, reducing production of waste, and selective waste sorting"
Allocation of resources to prevent environmental risks and pollution	EN30	Total environmental protection expenditures and investments by type		
Amount of provisions and guarantees for environmental risks (unless there is risk of serious harm)	EN28 / EC2	Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with environmental laws and regulations Financial implications and other risks and opportunities for the organisation's activities due to climate change		

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Pollution and waste management Prevention, reduction				
Prevention, reduction or compensation measures for air emissions or water and soil discharges that seriously affect the environment	EN22 / EN23 / EN24	Total weight of waste by type and disposal method Total number and volume of significant spills Weight of transported, imported, exported, or treated waste deemed hazardous under the terms of the Basel Convention Annex I, II, III, and VIII, and percentage of transported waste shipped internationally	17.4.2 Risk prevention, pollution and waste management: waste indicator	
Prevention, recycling and elimination of waste	EN27	Percentage of products sold and their packaging materials that are reclaimed by category	17.4.2 Risk prevention, pollution and waste management	
Inclusion of noise pollution and all other forms of pollution specific to an activity	EN25	Identity, size, protected status and biodiversity value of water bodies and related habitats significantly affected by the reporting organisation's discharges of water and runoff	17.4.2 Risk prevention, pollution and waste management	
Sustainable use of resources				
Water consumption			17.4.3 Sustainable use of resources: Water consumption indicator	
Water supply based on local conditions	EN8 / EN9 / EN21	Total water withdrawal by source Water sources significantly affected by withdrawal of water Total water discharge by quality and destination	17.4.3 Sustainable use of resources: Water consumption indicator	
Consumption of raw materials	EN1	Materials used by weight and volume		
Measures taken to improve efficiency in the use of raw materials	EN10	Percentage and total volume of water recycled and reused		
Energy consumption	EN3 / EN4	Direct energy consumption by primary energy source Indirect energy consumption by primary source	17.4.3 Sustainable use of resources: energy source	
Measures taken to improve energy efficiency and renewable energy use	EN5 / EN6 / EN7	Energy saved due to conservation and efficiency improvements Initiatives to provide energy-efficient or renewable energy based products and services, and reductions in energy requirements as a result of these initiatives Initiatives to reduce indirect energy consumption and reductions achieved	17.4.1 General Environmental Policy	
Soil use				

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Climate change				
Greenhouse gas emissions	EN16 / EN17 / EN19 / EN20	Total direct and indirect greenhouse gas emissions by weight (CO2 teq). Other indirect greenhouse gas emissions by weight (CO2 teq). Emissions of ozone-depleting substances by weight. NOx, SOx and other significant air emissions by type and weight	17.4.4 Climate change: greenhouse gases emission indicator (scope 1 and scope 2 of Kyoto protocol)	
Adaptation to the impact of climate change	EN18 / EC2	Initiatives to reduce greenhouse gas emissions and reductions achieved Financial implications and other risks and opportunities for the organisation's activities due to climate change	17.4.2 Risk prevention, pollution and waste management	
Protection of biodiversity				
Measures taken to protect and improve biodiversity	EN11 to EN15 / EN25	Location and size of land owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas Description of significant impacts of activities, products and services on biodiversity in protected areas and areas of high biodiversity value outside protected areas Habitats protected or restored Strategies, current actions, and future plans for managing impacts on biodiversity Number of IUCN Red List species and national conservation list species with habitats in areas affected by operations, by level of extinction risk Identity, size, protected status, and biodiversity value of water bodies and related habitats significantly affected by the reporting organisation's discharges of water and runoff.	17.4.5 Protection of biodiversity	
SOCIETAL INFORMATION				
Territorial, economic and social impact of activity				
Territorial impact of activities on employment and regional development	EC8 / EC9	Development and impact of infrastructure investments and services provided primarily for public benefit through commercial, in-kind, or pro bono engagement. Understanding and describing significant indirect economic impacts, including the extent of impacts	17.3.1 Social commitment: aligning the interests of the Group with those of the community: a) links to the local community, b) education	

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Impact of activities on waterside or local populations	EC1 / EC6	Direct economic value generated and distributed, including revenues, operating costs, employee compensation, donations and other community investments, retained earnings, and payments to capital providers and governments Policy, practices, and proportion of spending on locally-based suppliers at significant locations of operation	17.3.1 Social commitment: aligning the interests of the Group with those of the community 17.3.2 Good business practices: engaging faithfully and responsibly	
Relations with stakeholders				
Conditions of dialogue with stakeholders	4.14 to 4.17	Boundary of the report (countries, divisions, subsidiaries, leased facilities, joint ventures, suppliers, for example), for more detailed information, see the GRI Boundary Protocol. Identification and selection of stakeholder groups with whom to engage. This includes the organisation's process for defining its stakeholder groups, and for determining the groups with which to engage and not to engage. Approaches to stakeholder engagement, including frequency of engagement by type and by stakeholder group. This could include surveys, focus groups, community panels, corporate advisory panels, written communication, management / union structures. The organisation should indicate whether any of the engagement was undertaken specifically as part of the report preparation process. Key topics and concerns that have been raised through stakeholder engagement, and how the organisation has responded to those key topics and concerns, including through its reporting		
Support, sponsorship and partnership initiatives	EC1	Direct economic value generated and distributed, including revenues, operating costs, employee compensation, donations and other community investments, retained earnings, and payments to capital providers and governments	17.3.1 Social commitment: aligning the interests of the Group with those of the community: a) links to the local community: Public-private partnerships, charity initiatives, sponsorship, openness to the community	

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Subcontracting and suppliers				
Consideration of social and environmental issues in procurement policies	EC6 / HR2	Policy, practices, and proportion of spending on locally-based suppliers at significant locations of operation Percentage of significant suppliers, contractors, and other business partners that have undergone human rights screening, and actions taken	17.3.2 Good business practices: engaging faithfully and responsibly	
Importance of subcontracting and consideration of CSR in relations with suppliers and subcontractors	3.6 / 4.14	Boundary of the report (countries, divisions, subsidiaries, leased facilities, joint ventures, suppliers, for example), for more detailed information, see the GRI Boundary Protocol Boundary of the report (countries, divisions, subsidiaries, leased facilities, joint ventures, suppliers, for example), for more detailed information, see the GRI Boundary Protocol	17.3.2 Good business practices: engaging faithfully and responsibly	
Fair practices				
Actions taken to prevent all forms of corruption	SO2 to SO4-SO7 / SO8	Percentage and total number of business units analysed for risks related to corruption Percentage of employees trained in organisation's anti-corruption policies and procedures Actions taken in response to incidents of corruption Total number of legal actions for anti-competitive behaviour, anti-trust and monopoly practices and their outcomes Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulations	17.3.2 Good business practices: engaging faithfully and responsibly	Preventing and combating corruption: Pursuant to the Global Compact principles, the negotiation and performance of contracts must not give rise to instances of behaviour or facts that could be qualified as active or passive corruption, or connivance in influence peddling or favouritism No Eurotunnel Group employees may directly or indirectly give undue advantages to third parties, of any type and by any means, in order to obtain or maintain a commercial transaction or favourable treatment All kinds of corruption of public officials are forbidden All employees must avoid relations with third parties liable to personally place them in a compromising situation and raise doubts as to their integrity. Likewise, they must ensure they do not expose to such situations third parties whom they attempt to persuade or lead to do business with a Eurotunnel Group company All employees to whom these requests are made must report them to their hierarchy, which shall take all measures to curtail this situation.

Grenelle 2 – article 225	GRI Equivalent G3.1	Title	Equivalent in chapter 17 of the Registration Document	Equivalent in Charter of Ethics and Behaviour
Measures taken for consumer health and safety	PR1 / PR2	Life cycle stages in which health and safety impacts of products and services are assessed for improvement, and percentage of significant products and services categories subject to such procedures	17.3.3 Consumers: Respecting all our customers' interests	
		Total number of incidents of non-compliance with regulations and voluntary codes concerning health and safety impacts of products and services, by type of outcomes		
		Actions taken in response to incidents of corruption		

17.7. INDEPENDENT THIRD-PARTY REPORT ON CONSOLIDATED SOCIAL, ENVIRONMENTAL AND SOCIETAL INFORMATION PUBLISHED IN THE MANAGEMENT REPORT

This is a free translation into English of the original report issued in French, and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and is construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders,

As independent third-party, members of Mazars' network, statutory auditor's of Groupe Eurotunnel, whose accreditation was accepted by COFRAC under the number 3-1058[(1)], we hereby present our report on the consolidated social, environmental and societal information provided in the management report prepared for the year ended December 31, 2014, (hereinafter referred to as "CSR Information"), pursuant to Article L. 225-102-1 of the French Commercial Code (Code de commerce).

Responsibility of the company

The Board of Directors is responsible for preparing a management report including the CSR Information required under Article R. 225-105-1 of the French Commercial Code, in accordance with the reporting criteria of the company (hereafter the "Reporting Criteria") summarized in Annex I of the management report and available on request from the company's head office.

Independence and quality control

Our independence is defined by regulatory texts, the profession's Code of Ethics and by the provisions of Article L. 822-11 of the French Commercial Code. Furthermore, we have set up a quality control system that includes documented policies and procedures designed to ensure compliance with deontological rules, professional standards and applicable legal texts and regulations.

Responsibility of the Independent Third Party

Based on our work, our role is to:

- attest that the required CSR Information is disclosed in the management report or, that an explanation has been provided if any information has been omitted, in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code (Attestation of completeness of the CSR Information);
- provide limited assurance that, on the whole, the CSR Information is fairly presented, in all material respects, in accordance with the adopted Reporting Criteria (Fairness report regarding CSR Information);
- provide, at the request of the Company, a reasonable assurance as to whether the information identified by the symbol ✔ in the Chapter 17 of the management report was prepared, in all material respects, in accordance with the adopted Reporting Criteria.

(1) *whose the scope is available on the website www.cofrac.fr*

Our work was carried out by a team of 7 people between October 2014 and March 2015.

We conducted the work described below in accordance with the professional standards applicable in France and the legal order dated May 13, 2013 determining the methodology according to which the independent third party body conducts its mission and, on the reasoned opinion, in accordance with ISAE 3000[1].

1. Attestation of completeness of the CSR Information

We got acquainted with the direction that the Group is taking, in terms of sustainability, with regard to the social and environmental, consequences of the company's business and its societal commitments and, where appropriate, the actions or programs that stemmed from it.

We compared the CSR Information presented in the management report to the list set forth in Article R. 225-105-1 of the French Commercial Code.

In the event of omission of some consolidated information, we checked that explanations were provided in accordance with the third paragraph of the article R. 225-105 of the French Commercial Code.

We checked that the CSR Information covers the consolidated scope, which includes the company and its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code (Code de commerce) and the companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code (Code de commerce), subject to the limits set forth in the methodological note presented in Annex I of the management report.

Based on our work, and taking into account the limitations mentioned above, we attest that the required CSR Information has been disclosed in the management report.

2. Fairness report with respect to CSR Information

Nature and scope of procedures

We conducted about fifteen interviews with the persons responsible for the preparation of CSR Information from the departments in charge of the process of gathering information and, where appropriate, responsible of the internal control and risk management to:

- assess the appropriateness of the Reporting Criteria in terms of relevance, completeness, neutrality, clarity and reliability, by taking into consideration, when relevant, the sector's best practices;
- verify the set-up within the Group of a process to collect, compile, process and check the CSR Information with regard to its completeness and consistency. We familiarized ourselves with the internal control and risk management procedures relating to the compilation of the CSR Information.

We determined the nature and extent of tests and controls depending on the nature and importance of CSR Information in relation to the characteristics of the Company, the social and environmental issues of its operations, its strategic priorities in relation to sustainable development, and the Industry best practices.

Concerning the CSR information that we considered to be most significant (listed in Annex):

- at parent entity level, we consulted source documents and conducted interviews to corroborate the qualitative information (organization, policies, actions); we implemented analytical procedures on the quantitative and verified, on the basis of sampling techniques, the calculations and consolidation of the information and we verified its consistency with the other information contained in the management report;
- at the level of a representative sample of entities[2] selected based on their activity, their contribution to consolidated indicators, their location and a risk analysis, we conducted interviews to verify the proper application of procedures and conducted substantive tests, using sampling basis, to verify the calculations performed and reconciled data with supporting evidence.

The selected sites contribution to Group data equals to 61% of headcount and from 56% to 84% of the quantitative environmental information tested.

Regarding the other CSR consolidated Information, we assessed its fairness and consistency based on our knowledge of the Group.

Finally, we assessed the relevance of the explanations relating to, where necessary, the omission of certain information.

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(1) *ISAE 3000 – Assurance engagement s other than audits or reviews of historical information*

(2) *Social information: Eurotunnel Services LTD (ESL), Europorte France (Europorte France – EPF, Socorail, Europorte Proximité – EPP, Europorte SAS), GB Railfreight Limited.*

Environmental information: France Manche SA (FM SA), Europorte France, GB Railfreight Limited.

We deem that the sampling methods and sample sizes we have learned by exercising our professional judgment allow us to formulate a conclusion providing limited assurance; a higher level of assurance would have required more extensive work. Because of the use of sampling techniques, and because of other limits inherent to any information and internal control systems, the risk of not detecting a material misstatement in the CSR Information cannot be completely eliminated.

Conclusion

Based on our work, we did not identify any material misstatements that would lead us to believe that the CSR Information, taken as a whole, has not been fairly presented, in all material respects, in accordance with the Reporting Criteria.

3. Reasonable assurance report on selected CSR information

Nature and scope of procedures

Regarding information selected by the Group and identified by the symbol ✔, we conducted similar work as described in paragraph 2 above for CSR information that we consider to be most significant but of greater depth, especially regarding the number of tests.

The selected sites contribution to Group data equals to 61% of headcount and between 56% to 84% of the quantitative environmental information identified by the symbol ✔.

We deem this work allows us to express a reasonable assurance on the information selected by the company and identified by the symbol ✔.

Conclusion

In our opinion, the Information selected by the Group and identified by the symbol ✔ was prepared, in all material respects, in accordance with the Reporting Criteria.

Paris – La Défense, 17 March 2015

The Independent Third Party

Mazars SAS

Jean-Marc Deslandes
Partner

Emmanuelle Rigaudias
CSR & Sustainable Development
Partner

Annex

List of information considered to be the most important

Social indicators	Opinion on the fair presentation	Reasonable assurance
Total workforce at the end of the year, breakdown by geographical area and by gender	X	X
Average age	X	X
Supervision rate	X	X
Precarious employment rate	X	X
Number of training hours	X	X
Frequency rate of work-related accidents resulting in time off	X	X
Absenteeism rate	X	X

Environmental indicators	Opinion on the fair presentation	Reasonable assurance
Water consumption	X	X
Greenhouse gases emission	X	X
Hazardous and non-hazardous industrial waste	X	X

18. MAJOR SHAREHOLDERS

18.1. MAJOR SHAREHOLDERS

As at the date of this Registration Document, the GET SE share capital comprised 550,000,000 Shares.

The theoretical number of voting rights to be used to determine the thresholds was 638,474,651 on 31 December 2014.

The distribution of GET SE share capital is as follows:

	31 December 2014	31 December 2013
% of capital:		
– individuals	11.21%	13.12%
– custodian	48.94%	48.25%
– institutions	38.02%	36.59%
– treasury	1.82%	2.04%
Number of shares	550,000,000	550,000,000

Source: TPI analysis and register.

The Company may, in accordance with regulations, at any time ask the securities clearing house for the name, nationality and address of persons holding securities that, immediately or in future, confer the right to vote at its shareholders' meetings, and the number of securities held by each. At the Company's request, the above information can be limited to persons holding a certain number of shares set by the Company. On the basis of the last such request, the geographical distribution of shareholdings was estimated as follows:

	% of capital
France	22%
United Kingdom	23%
United States	40%
Rest of World	15%
TOTAL	**100%**

Two shareholders hold more than 5% of the share capital:

Aero 1 Global & International S.à.r.l. (Aero)

In a letter to the AMF dated 26 September 2011, The Goldman Sachs Group, Inc., incorporated in Delaware (Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware, USA), stated that its holding of shares in GET SE had, on 22 September 2011, indirectly, via the companies it controls, exceeded the thresholds of 20% and 25% of voting rights for GET SE and held indirectly, 85,289,551 shares, representing 163,315,953 voting rights, i.e. 15.64% of the capital and 26.05% of the voting rights of this company(1) divided as follows:

	Shares	% Capital	Voting Rights	% of Voting Rights
Aero 1 Global & International S.a.r.l. (Aero)(2)	85,170,758	15.62	163,197,160	26.03
Goldman Sachs & Co (GSCO)(3)	3,862	n/a	3,862	n/a
Goldman Sachs International (GSI)(4)	114,931	0.02	114,931	0.02
Total The Goldman Sachs Group, Inc.	**85,289,551**	**15.64**	**163,315,953**	**26.05**

(1) *Based on capital comprising 545,344,183 Shares representing 626,903,140 voting rights, pursuant to the 2nd paragraph of article 223 11 of the general regulations.*

(2) *Company incorporated in Luxemburg and controlled at the highest level by The Goldman Sachs Group, Inc.*

(3) *Limited Partnership incorporated in New York and controlled at the highest level by The Goldman Sachs Group, Inc.*

(4) *Private unlimited company incorporated in England and controlled at the highest level by The Goldman Sachs Group, Inc.*

The holding came to exceed the thresholds as a result of double voting rights being granted (referred to in section 21.2.5 of this Registration Document) in respect of the 78,026,402 Shares held in registered form by Aero continuously since 22 September 2009. In addition, the declarant specified, pursuant to article 223-14 III and IV of the general regulations, that it "*held:*

- *3,331 share warrants on 30 December 2011, giving the right, upon exercise at the price of €0.40 per warrant, to subscribe to 113,254 Shares to be issued;*
- *19 contracts for difference (CFDs) settled exclusively in cash, maturing between 9 September 2019 and 13 September 2021, concerning 28,534 Shares;*
- *4 equity swaps, settled exclusively in cash, maturing between 11 and 21 September 2012 conferring a long position of 34,580 Shares*".

In the same letter, the following declaration of intent was made: *"Aero declares that:*

- *No financing method was used to the extent that the exceeding of thresholds results from allocation of double voting rights for ordinary shares held in registered form;*
- *Neither The Goldman Sachs Group, Inc. or Aero, who is controlled at the highest level by The Goldman Sachs Group, Inc., are acting jointly with a third party;*
- *Almost all of the GET SE Ordinary Shares held by The Goldman Sachs Group, Inc. are held by Aero, an investment company within which the holdings are held by two funds (GS Global Infrastructure Partners I, L.P. et GS International Infrastructure Partners I, L.P.) managed by GS infrastructure Advisors 2006 LLC (together "GSIP");*
- *Aero has no intention to acquire further shares or voting rights;*
- *Neither The Goldman Sachs Group, Inc. nor Aero plans to take control of the Groupe Eurotunnel SA;*
- *GSIP is investing in infrastructure and assets and infrastructure- related companies. GSIP is investing primarily in transportation and service infrastructure. GSIP is investing globally, but with an emphasis on the OECD countries, particularly in Europe and North America. GSIP was created in 2006 and, by its very nature as an investor in infrastructure, is a long-term investor;*
- *In connection with this long-term investment policy, The Goldman Sachs Group, Inc. obtained that on 26 May 2010 Mr. Hugues Lepic and Mr. Philippe Camu were appointed to the board of directors of the Groupe Eurotunnel SA. Neither Aero nor The Goldman Sachs Group, Inc. has any plans to increase their representation[(1)];*
- *Neither The Goldman Sachs Group, Inc. nor Aero are considering modifying the strategy of the Groupe Eurotunnel SA or performing the operations listed under article 223-17 16º of general regulations;*
- *Neither The Goldman Sachs Group, Inc. nor Aero entered into a temporary transfer agreement for shares or voting rights of Groupe Eurotunnel SA. With regard to other companies controlled by The Goldman Sachs Group, Inc., these companies entered into securities loans and collateral pledges concerning respectively 3,862 and 114,931 ordinary shares, included in the total number of shares held by The Goldman Sachs Group, Inc."*

The Capital Group Companies

In a letter received on 18 December 2014, The Capital Group Companies, Inc. (acting on behalf of funds), 333 South Hope Street, 55th Floor, Los Angeles, CA 90071-1406, United States of America, declared that, on 16 December 2014, it had exceeded the threshold of 5% of share capital of GET SE and held 27,692,000 shares, representing 5.03% of the company's share capital and 4.34% of its voting rights (based on share capital comprising 550,000,000 shares representing 638,506,533 voting rights, pursuant to the 2nd paragraph of article 223-11 of the AMF's General Regulations.

In a letter dated 3 March 2015, The Capital Group declared to the AMF that their holding has been increased to 32,875,717 Shares, representing 5.98% of the share capital and 5.15% of the voting rights (on the basis of a share capital of 550,000,000 Shares representing 638,506,533 voting rights, pursuant to the 2nd paragraph of article 223-11 of the AMF's General Regulations).

To the best of the knowledge of GET SE, no other shareholder jointly or solely holds directly or indirectly more than 5% of the share capital or the voting rights.

18.2. CONTROL

To the best of the knowledge of GET SE, there are no agreements that, if implemented, would bring about a change of control of GET SE.

Apart from the double voting rights described in section 21.2.5 of this Registration Document, there are no specific voting rights attached to any GET SE Shares. However, the preference shares, known as B Shares, referred to in section 21.2.3 of this Registration Document, do not carry voting rights at ordinary and extraordinary general shareholders' meetings for holders of (ordinary) Shares, although it should be noted that they do carry voting rights at special shareholders' meetings for holders of B Shares.

(1) *Only Philippe Camu remains in office. Mr. Hugues Lepic's term of office ended on 20 March 2013. He has been replaced by an independent director.*

19. RELATED PARTY TRANSACTIONS

The Group's related party transactions in 2014 are mentioned in note CC to the consolidated financial statements in chapter 20 of this Registration Document.

Related parties with a significant influence on the Group

During the financial restructuring in 2007, the Eurotunnel Group concluded interest rate hedging contracts with financial institutions, in the form of swaps (see note U.2 to the consolidated financial statements in chapter 20 of this Registration Document). Goldman Sachs International was one of the counterparties to these hedging contracts, and at 31 December 2014 held 2.7% of the contracts, representing a charge of €1.7 million in 2014 and a liability of €32.4 million at 31 December 2014.

Two of Goldman Sachs's infrastructure funds (GS Global Infrastructure Partners I, L.P., and GS International Infrastructure Partners I, L.P., together known as GSIP) hold approximately 15.5% of GET SE's share capital at 31 December 2014.

20. FINANCIAL INFORMATION CONCERNING THE EUROTUNNEL GROUP'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND RESULTS

FINANCIAL INFORMATION CONCERNING THE EUROTUNNEL GROUP'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND RESULTS

20.1. HISTORICAL FINANCIAL INFORMATION

The financial information presented in this Registration Document (in section 20.3) or included by reference in this document pursuant to article 28-1 of European Commission Regulation (EC) 809-2004, relates to GET SE, the Group's holding company, and its subsidiaries.

20.2. PRO FORMA FINANCIAL INFORMATION

None.

20.3. ANNUAL FINANCIAL STATEMENTS

20.3.1 GET SE'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2014 AND THE STATUTORY AUDITORS' REPORT THEREON

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CONTENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and is provided solely for the convenience of English-speaking users.

The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures.

This report also includes information relating to the specific verification of information given in the Group's management report.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended 31 December 2014, on:
- the audit of the accompanying consolidated financial statements of Groupe Eurotunnel SE (Ex Groupe Eurotunnel SA);
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

1 Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2014 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

2 Justification of our assessments

In accordance with the requirements of article L.823-9 of the French Commercial Code (Code de commerce), we bring to your attention the following matters.

Valuation of Concession tangible assets

In accordance with accounting policies described in note B.3.v of the consolidated financial statements and with note N.1 of such consolidated financial statements, the Eurotunnel Group performed an impairment test in order to ensure that the recoverable value of Concession tangible assets was still greater than their book value. We examined the conditions of implementation of this test based on discounted future cash flows after tax and capital expenditures as well as the main assumptions and parameters used. We further examined sensitivity analysis performed. We also verified that note N.1 of the consolidated financial statements gives appropriate information.

Valuation of Europorte in France assets and maritime segment "MyFerryLink" assets

In accordance with accounting policies described in note B.3.v of the consolidated financial statements and with note N.2 of such consolidated financial statements, the Eurotunnel Group performed an impairment test in order to ensure that the recoverable value of both Europorte in France's assets and the maritime segment "MyFerryLink"'s assets were still greater than their book value. We examined the conditions of implementation of this test based on the market value of those assets, estimated by reference to studies performed by independent experts. We also verified that note N.2 of the consolidated financial statements gives appropriate information.

Deferred taxes valuation

The Group recognizes net deferred tax assets in balance sheet as described in note B.3.xiv and note K of the consolidated financial statements. Our work consisted in assessing the consistency and assumptions used by the Eurotunnel Group's management with the business plan in order to verify tax assets' recoverability. We also verified that note K of the consolidated financial statements gives appropriate information.

Presentation of maritime segment and its assets

The Group presented in note A of the consolidated financial statements information related the procedure with the British Competition and Markets Authority and mentioned the absence of accounting impact as at 31 December 2014. We have verified the presentation of the maritime segment and its assets regarding IFRS 5. We also verified that note A of the consolidated financial statements gives appropriate information.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

3 Specific verification

As required by law we have also verified, in accordance with professional standards applicable in France, the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Statutory auditors

Paris La Défense, 17 March 2015

KPMG Audit
Division of KPMG S.A.

Fabrice Odent
Partner

Courbevoie, 17 March 2015

Mazars

Jean-Marc Deslandes
Partner

CONSOLIDATED INCOME STATEMENT

€'000	Note	31 December 2014	31 December 2013
Revenue	E	1,206,713	1,091,986
Operating expenses		(455,093)	(411,698)
Employee benefits expense	F,G	(254,039)	(231,227)
Depreciation	M,N	(165,919)	(166,149)
Trading profit		**331,662**	**282,912**
Other operating income	H	10,291	4,207
Other operating expenses	H	(7,827)	(2,122)
Operating profit		**334,126**	**284,997**
Share of result of equity-accounted companies	O	(579)	(1,220)
Operating profit after share of result of equity-accounted companies		**333,547**	**283,777**
Finance income	I	2,553	1,918
Finance costs	I	(275,052)	(271,399)
Net finance costs		(272,499)	(269,481)
Other financial income	J	23,580	14,894
Other financial charges	J	(28,393)	(8,762)
Result before tax: profit		**56,235**	**20,428**
Income tax expense	K	876	80,934
Result for the year: profit		**57,111**	**101,362**
Group share: profit		57,225	101,361
Minority interest share: (loss)/profit		(114)	1
Profit per share (€)	L	0.11	0.19
Profit per share after dilution (€)	L	0.11	0.19

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

€'000	Note	31 December 2014	31 December 2013
Items that will never be reclassified to the income statement:			
Actuarial gains and losses on employee benefits	T	(33,332)	7,515
Related tax	K	167	2,086
Items that are or may be reclassified to the income statement:			
Foreign exchange translation differences		(110,925)	36,799
Movement in fair value of hedging contracts	U	(572,534)	229,092
Related tax	K	7,927	42,388
Net (expense)/income recognised directly in equity		(708,697)	317,880
Profit for the year – Group share		57,225	101,361
Total comprehensive (expense)/income – Group share		**(651,472)**	**419,241**
Total comprehensive (expense)/income – minority interest share		(114)	5
Total comprehensive (expense)/income for the year		**(651,586)**	**419,246**

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

€'000	Note	31 December 2014	31 December 2013
ASSETS			
Goodwill	M	18,193	16,997
Intangible assets	M	9,337	9,814
Total intangible assets		**27,530**	**26,811**
Concession property, plant and equipment	N	6,229,499	6,333,187
Other property, plant and equipment	N	220,967	195,858
Total property, plant and equipment		**6,450,466**	**6,529,045**
Equity-accounted companies	O	1,693	880
Deferred tax asset	K	140,759	127,496
Other financial assets	P.1	166,564	157,259
Total non-current assets		**6,787,012**	**6,841,491**
Inventories		3,531	3,622
Trade receivables	P.2	145,655	130,600
Other receivables	P.2	42,511	30,280
Other financial assets	P.1	174	207
Cash and cash equivalents	P.3	384,723	276,725
Total current assets		**576,594**	**441,434**
Total assets		**7,363,606**	**7,282,925**
EQUITY AND LIABILITIES			
Issued share capital	Q	220,000	220,000
Share premium account		1,711,796	1,711,796
Other reserves		(315,094)	252,328
Profit for the year		57,225	101,361
Cumulative translation reserve		84,155	195,080
Equity – Group share		**1,758,082**	**2,480,565**
Minority interest share		(109)	5
Total equity		**1,757,973**	**2,480,570**
Retirement benefit obligations	T	81,298	43,203
Financial liabilities	U	4,040,311	3,889,951
Interest rate derivatives	U	1,199,459	626,925
Total non-current liabilities		**5,321,068**	**4,560,079**
Provisions	X	1,845	907
Financial liabilities	U	43,505	39,527
Trade payables	Y	199,635	170,837
Other payables	Y	39,580	31,005
Total current liabilities		**284,565**	**242,276**
Total equity and liabilities		**7,363,606**	**7,282,925**

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

€'000	Issued share capital	Share premium account	Consolidated reserves	Result	Cumulative translation reserve	Group Share	Minority interests	Total
1 January 2013	220,000	1,711,796	32,339	31,719	158,281	**2,154,135**	–	**2,154,135**
Transfer to consolidated reserves			31,719	(31,719)		**–**		**–**
Payment of dividend			(65,189)			**(65,189)**		**(65,189)**
Share based payments			5,390			**5,390**		**5,390**
Acquisition/sale of treasury shares			(33,012)			**(33,012)**		**(33,012)**
Result for the period				101,361		**101,361**	1	**101,362**
Net profit / (loss) recorded directly in other comprehensive income			281,081		36,799	**317,880**	4	**317,884**
31 December 2013	**220,000**	**1,711,796**	**252,328**	**101,361**	**195,080**	**2,480,565**	**5**	**2,480,570**
Transfer to consolidated reserves			101,361	(101,361)		**–**		**–**
Payment of dividend (note R)			(80,886)			**(80,886)**		**(80,886)**
Share based payments(*)			5,195			**5,195**		**5,195**
Acquisition/sale of treasury shares			4,680			**4,680**		**4,680**
Result for the period				57,225		**57,225**	(114)	**57,111**
Profit / (loss) recorded directly in other comprehensive income:								
• Actuarial gains and losses on employee benefits			(33,332)			**(33,332)**		**(33,332)**
• Related tax			167			**167**		**167**
• Movement in fair value of hedging contracts			(572,534)			**(572,534)**		**(572,534)**
• Related tax			7,927			**7,927**		**7,927**
• Foreign exchange translation differences					(110,925)	**(110,925)**		**(110 925)**
31 December 2014	**220,000**	**1,711,796**	**(315,094)**	**57,225**	**84,155**	**1,758,082**	**(109)**	**1,757,973**

* *Of which €2,381,000 in respect of free shares, €1,792,000 in respect of share options and €1,022,000 in respect of free preference shares.*

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

€'000	Note	31 December 2014	31 December 2013
Result for the year: profit		57,111	101,362
Income tax expense		(876)	(80,934)
Other financial income		4,813	(6,132)
Net finance costs		272,499	269,481
Share of result of equity-accounted companies		579	1,220
Other operating (income)/expenses		(2,464)	(2,085)
Depreciation		165,919	166,149
Trading profit before depreciation		**497,581**	**449,061**
Exchange adjustment	(*)	6,685	3,019
Increase/(decrease) in inventories		116	(371)
(Increase)/decrease in trade and other receivables		(20,013)	2,847
Increase in trade and other payables		13,432	4,457
Net cash inflow from trading		**497,801**	**459,013**
Other operating cash flows		7,052	(4,487)
Taxation paid		(2,440)	(1,943)
Net cash inflow from operating activities		**502,413**	**452,583**
Payments to acquire property, plant and equipment		(128,609)	(74,937)
Sale of property, plant and equipment		56,921	31,235
Change in loans and advances		(4,967)	(4,858)
Net cash outflow from investing activities		**(76,655)**	**(48,560)**
Dividend paid		(80,886)	(65,189)
Purchase of treasury shares		–	(35,447)
Exercise of stock options		3,406	–
Cash received from loans		21,828	–
Fees paid on loans		(221)	–
Interest paid on Term Loan		(182,954)	(177,756)
Interest paid on hedging instruments		(64,269)	(63,086)
Scheduled repayment of Term Loan		(33,745)	(45,835)
Interest paid on other loans		(1,312)	(1,374)
Repayment of other loans		(1,385)	(1,443)
Interest received on cash and cash equivalents		2,584	1,864
Interest received on other financial assets		6,434	6,217
Net payments on liquidity contract		1,256	2,304
Net cash outflow from financing activities		**(329,264)**	**(379,745)**
Increase in cash in year		**96,494**	**24,278**

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

MOVEMENT DURING THE YEAR

€'000	Note	2014	2013
Cash and cash equivalents at 1 January		276,725	256,228
Effect of movement in exchange rate		11,468	(3,838)
Increase in cash in year		96,494	24,278
Increase in interest receivable in year		36	57
Cash and cash equivalents at 31 December	P.3	**384,723**	**276,725**

The accompanying notes form an integral part of these consolidated financial statements.

Notes to the financial statements

The conversion of Groupe Eurotunnel SA into a European company, as voted by the shareholders' combined ordinary and extraordinary general meeting held on 29 April 2014, took effect on 26 December 2014, the date on which the French trade and companies registry registered the company as a European company. The conversion does not result in the creation of a new legal entity. The duration of the company, the dates of the accounting period, the share capital, the registered office and the purposes of the company remain unchanged. The terms of the current mandates of the company's directors and statutory auditors have been confirmed within the European company.

Groupe Eurotunnel SE is the consolidating entity of the Eurotunnel Group, whose registered office is at 3 rue La Boétie, 75008 Paris, France and whose shares are listed on Euronext Paris and on NYSE Euronext London. The term "Groupe Eurotunnel SE" or "GET SE" refers to the holding company which is governed by French law. The term "Group" or "the Eurotunnel Group" refers to Groupe Eurotunnel SE and all its subsidiaries.

The main activities of the 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), as well as rail freight and maritime activities.

A. Important events

Maritime activity: procedure before the UK Competition and Markets Authority

SeaFrance was liquidated on 9 January 2012. In July 2012, Eurotunnel purchased three ferries as part of the asset disposal procedure conducted by the French Tribunal de Commerce, and sub-contracted the operation of the ferries to an independent company, SCOP SeaFrance. The ferries are owned by three subsidiaries of Euro-TransManche Holding SAS, and the commercial activity is carried out by another subsidiary of Euro-TransManche Holding SAS, MyFerryLink SAS.

On 9 January 2015, the Competition Appeal Tribunal rejected the appeal made by the Eurotunnel Group and SCOP SeaFrance and confirmed the decision of the Competition and Markets Authority that the Eurotunnel Group must cease operating these ferries out of the port of Dover within the next six months. The decision of the Competition and Markets Authority was based on the assumption that the Eurotunnel Group had acquired SeaFrance's business, an interpretation that the Group has always contested.

The Eurotunnel Group decided not to appeal this decision and announced that it intends to seek a buyer for MyFerryLink and the three ferries. Due to the condition imposed by the Tribunal de Commerce at the time of their purchase in 2012 prohibiting the sale of the ferries within a period of five years, any such sale before 2017 would need to be authorised by the Tribunal.

These decisions, which were taken after the end of the 2014 financial year, do not impact the consolidated financial statements at 31 December 2014. Financial information relating to the MyFerryLink segment is presented in note D below.

On 6 February 2015, SCOP was granted permission by the UK Court of Appeal to appeal the decision of the Competition Appeal Tribunal.

B. Basis of preparation and significant accounting policies

B.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with those IFRS standards as adopted by the European Union up to 31 December 2014. IFRS as adopted by the European Union differ in certain aspects from those published by the IASB. Nevertheless, the Group has checked that the financial information for the periods presented would not have been substantially different if they had been prepared in accordance with IFRS as published by the IASB.

The consolidated financial statements were finalised by the board of directors on 17 March 2015, and will be submitted for approval to the shareholders' general meeting.

B.2 Basis of preparation and presentation of the consolidated accounts

The consolidated accounts consist of the consolidation of the accounts of GET SE and its subsidiaries as set out in the table in note C below. The accounting periods of Eurotunnel companies run from 1 January to 31 December.

Eurotunnel has control over the nature and price of the services it provides, and therefore does not meet the criteria set out in IFRIC 12 relating to concession contracts.

The following standards and interpretations published by the IASB and adopted by the European Union became applicable to the Group on 1 January 2014:

- Amendments to IAS 32 "Offsetting Financial Assets and Financial Liabilities", IAS 36 "Recoverable Amount Disclosures for Non-Financial Assets" and IAS 39 "'Novation of Derivatives and Continuation of Hedge Accounting".
- IFRS 10 "Consolidated Financial Statements" which will replace IAS 27 "Consolidated and Separate Financial Statements" for the part relating to consolidated financial statements as well as interpretation SIC 12 "Consolidation-Special Purpose Entities".
- IFRS 11 "Joint Arrangements" which will replace IAS 31 "Interests in Joint Ventures" as well as the interpretation SIC 13 "Jointly Controlled Entities – Non-Monetary Contributions by Venturers".
- IFRS 12 "Disclosure of Involvement with Other Entities".
- Revision to IAS 27 renamed "Separate Financial Statements" and IAS 28 "Investments in Associates and Joint Ventures".

No significant impact resulting from the initial application of these standards has been identified.

The interpretation IFRIC 21 "Levies imposed by governments" published by the IASB has been adopted by the European Union for mandatory application for accounting periods commencing on or after 1 January 2015. This interpretation states that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. The Group does not expect any significant effect to arise from the application of this standard.

The main texts which may be applicable to the Group that have been published by the IASB but are not yet in force (not adopted by the European Union) are listed below. Their potential impacts are being analysed.

- IFRS 9 "Financial Instruments: Classification and measurement of financial assets and liabilities". Subject to its being adopted by the European Union, this standard will be mandatory for accounting periods commencing on or after 1 January 2018 following the decision by the IASB in February 2014.
- IFRS 15 "Revenue from Contracts with Customers" for accounting periods commencing on or after 1 January 2017.
- Revision to IFRS 11 "Joint Arrangements" for accounting periods commencing on or after 1 January 2016.
- Revision to IAS 16 "Property, Plant and Equipment" and IAS 38 "Intangible Assets" for accounting periods commencing on or after 1 January 2016.

No other standards, interpretations and amendments to existing standards are applicable to the Group.

i. Exchange rates

GET SE's company accounts and consolidated accounts are prepared in euros.

The accounts of the Group's British subsidiaries, and notably those of GBRf, CTG and its subsidiaries, are prepared in sterling and are converted into euros as follows:

- Retained reserves brought forward and Concession property, plant and equipment and related depreciation, at historical rates.
- All other assets and liabilities at the rate ruling at the end of the reporting period.
- Income statement items, with the exception of the Concessionaires' depreciation, at the average rate for the year.
- Exchange differences arising from the application of the above are included in the cumulative translation reserve in the statement of financial position.
- The closing and average €/£ exchange rates for 2014 and 2013 are as follows:

€/£	2014	2013
Closing rate	1.284	1.199
Average rate	1.258	1.187

ii. 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 board of directors periodically reviews its valuations and estimates based on its experience and various other factors considered relevant for the determination of reasonable and appropriate estimates of the assets' and liabilities' carrying value.

The actual results could differ significantly from these estimates depending on different conditions and hypotheses. The use of estimations concerns mainly the valuation of intangible and tangible property, plant and equipment (see notes M and N), the evaluation of the Group's deferred tax situation (note K), and certain elements of the valuation of financial assets and liabilities (note V).

B.3 Significant accounting policies

i. Business combinations and goodwill

Business combinations are recorded in accordance with the acquisition accounting method as set out in revised IFRS 3. Under this method, the assets acquired and liabilities and contingent liabilities assumed are recorded at fair value.

Goodwill represents the excess of the acquisition price over the fair value of the identifiable assets, liabilities and contingent liabilities acquired. It is valued in the functional currency of the entity acquired and is accounted for in the statement of financial position.

Where the fair value of assets, liabilities and contingent liabilities acquired exceeds the acquisition price, a negative goodwill is immediately recorded in the income statement.

Costs directly attributable to business combinations are accounted for in the period's operating result.

ii. Interests in equity-accounted companies

Interests in equity-accounted companies include investments in entities in which the Group has significant influence and jointly controlled entities. These investments are initially recognised at cost of acquisition, including any goodwill arising. Their carrying amount is then increased or decreased to recognise the Group's share of the entity's profits or losses after the date of acquisition. Should the losses be greater than the value of the Group's net investment in the equity-accounted entity, these would only be recognised to the extent that the Group has entered into a commitment to recapitalise the entity.

Should there be an indication that an investment is impaired, its recoverable value is tested and impairment losses are recognised as a deduction from the carrying amount of the corresponding investments.

The Eurotunnel Group presents its share of the net result of equity-accounted investments whose operational nature is an extension to the Group's activity on a specific line of the income statement, between the "operating profit" and "operating profit after share of result of equity-accounted companies" lines.

iii. Intangible assets relating to commercial contracts

Intangible assets are depreciated on a straight line basis over the estimated life of the commercial contracts.

iv. Tangible property, plant and equipment, and depreciation

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Property, plant and equipment is depreciated on a systematic basis in order to write down the costs of assets over their expected useful lives as follows:

	Fixed Link	Europorte	Maritime
Tunnels	Concession(*)	–	–
Terminals and related land	10 years – life of Concession(*)	–	–
Fixed equipment and machinery	5 years – life of Concession(*)	–	–
Land, construction, fixtures and fittings	–	Length of contract/20 years	10 years
Industrial equipment	–	3 – 10 years	5 – 10 years
Rolling stock	5 – 60 years	5 – 35 years	–
Ferries	–	–	5 – 23 years(**)
Freehold land	not depreciated	–	–
Office equipment	3 – 10 years	3 – 10 years	3 – 10 years

* *The Concession expires in 2086.*

** *The depreciation period has been determined for each ferry based on an expected useful life of 30 years from their first date of entry into service.*

The expected useful lives of the assets are kept under review and revised when necessary, according to experience.

Concession property, plant and equipment whose useful life is greater than the duration of the Concession, is depreciated over the life of the Concession on a straight line basis. Depreciation on assets whose useful life is less than the duration of the Concession ("renewable assets") is calculated on a straight line basis.

As all property, plant and equipment will be written down to £nil at the end of the Concession, depreciation of the final renewal cost of renewable assets will be based on the residual duration of the Concession.

The calculation for depreciation of the ferries takes account of their estimated residual value at the end of their useful lives, determined on the basis of their scrap value.

Subsidies on capital expenditure received during the year have been allocated to the asset to which they relate.

v. Impairment of tangible property, plant and equipment

In accordance with IAS 36, the carrying amounts of assets and groups of assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment.

In the Eurotunnel Group each activity segment represents a cash-generating unit (CGU), although, in certain circumstances, the CGU may be made up of a single operating legal entity.

If any indication of impairment exists, an impairment test is carried out: the net book value of the asset is compared to its recoverable amount. The recoverable amount of assets is the greater of their net selling price and their value in use. The net selling price is determined by reference to studies carried out by independent experts.

The value in use of CGUs is calculated by discounting operating cash flows after taxation and capital expenditure incurred to replace assets as forecast in the CGU's business plan and validated by the Group's management as part of its operational management. The period covered by the business plan is three years. For Concession assets, cash flows are extrapolated on the basis of an assumption of growth over the residual duration of the Concession. For non-Concession assets, the extrapolation is complemented by a terminal value which is calculated on the basis of infinite free cash flows that continue growing at a moderate rate below inflation. The discount rate retained is the WACC calculated per CGU at each year end. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

Goodwill is subject to an annual impairment test. The recoverable value is calculated for the CGU to which the goodwill belongs.

vi. Retirement liabilities

The Group provides for its legal and contractual obligations for retirement indemnities of employees under French contracts, and for the defined benefit retirement schemes of employees under UK contracts operated by CTG and ESL and GBRf's retirement scheme. The liability for defined benefits, recorded in the statement of financial position, is the present value of the obligation under defined benefit plans at the end of the financial year less the fair value of plan assets. These liabilities are valued using the actuarial method of projected unit of credit on the basis of actuarial valuations made at the end of each financial year. The current service cost of the period and the interest on the obligation are accounted for in the "staff benefit expense" line of the consolidated income statement. Valuation of the liability for defined benefit plans in respect of (i) actuarial gains and losses, (ii) the actual return on plan assets and (iii) changes in the effect of the asset ceiling benefits are recognised in the consolidated statement of other comprehensive income.

vii. Provisions

Provisions are recognised when there exists a legal or constructive obligation stemming from a past event and when the related future cash flows can be reliably estimated.

viii. Financial instruments

Financial assets

In accordance with IAS 39, the Group's financial assets have been classified in one of the following four categories:

- financial assets at fair value through profit and loss;
- loans and receivables;
- held-to-maturity investments;
- available-for-sale financial assets.

The classification defines the accounting treatment of these instruments. The classification is designated by the Group at the date of initial recognition depending on the purpose for which the assets were acquired. The purchase and sale of financial assets are accounted for on the transaction date, being the date on which the Group has contracted for the purchase or sale of the asset.

Financial assets at fair value through profit and loss

These are financial assets held by the Group for the purpose of generating a short-term profit, or assets designated to this category at inception.

These assets are measured at their fair value with changes in the carrying amount being taken to the income statement.

These financial instruments include short-term treasury investments which are classified as current assets in cash equivalents.

Loans and receivables
Loans and receivables are financial assets with fixed or determinable payments that are not listed on an active market and that are not held for trading purposes and are not available for sale.

These assets are initially measured at their fair value and subsequently at their amortised cost using the effective interest rate method. For short-term receivables that do not have a contractual rate of interest, the fair value is assimilated to the original invoiced amount except where the effective interest rate has a significant impact.

These assets are subject to impairment tests if there is an indication of impairment losses. An impairment loss is recognised whenever the carrying amount exceeds the estimated recoverable amount.

Receivables arising on shares and trade receivables are included in this category. They are shown as financial assets and as trade receivables.

Held-to-maturity investments
Held-to-maturity investments are financial assets, other than loans and receivables, with fixed or determinable payments and fixed maturity that the Group has the positive intent and ability to hold to maturity. At the end of the reporting period, the Group has not designated any financial asset to this category.

Available-for-sale financial assets
All financial assets that are not classified in another category are classified as available-for-sale. They are measured at their fair value. Unrealised gains and losses are recognised in equity until the asset's sale or derecognition. However when there is objective evidence that an available-for-sale asset may be impaired, the cumulative net loss is recognised in profit or loss. Impairments on equity securities cannot be reversed in subsequent accounting periods. The impairment criteria defined by the Group for securities and shares (securities with variable returns) correspond to a prolonged or significant loss. For debt instruments, the impairment is only charged to the income statement when impairment is indicated that is related to a counterparty risk.

Fair value, for listed securities, equates to the market price. For unlisted securities, the fair value is determined by reference to recent transactions or by using valuation techniques incorporating reliable and observable market data. However, when no reliable estimate of the fair value of a security can be made, it is measured at historical cost. These assets are subject to impairment tests to establish their recoverability.

This category includes shares in non-consolidated subsidiaries and other financial assets.

Financial liabilities
Financial liabilities include, in accordance with IAS 39:
- loans and bank overdrafts;
- derivative liabilities.

Borrowings
Borrowings are recognised initially at fair value less transaction costs, and subsequently at amortised cost according to the effective interest rate method.

For financial liabilities that are at a fixed interest rate, interest costs are recognised at a constant interest rate until maturity of the debt using the effective interest rate method. The effective interest rate is the rate that exactly discounts all of the contractual cash flows due on the debt until its maturity. These cash flows are calculated on the basis of the estimated cash flows due on each instrument constituting the debt. The calculation takes into account the transaction-related costs and all other premiums and discounts.

For financial liabilities that are at a variable interest rate, cash flows are periodically re-estimated to reflect changes in market interest rates, thereby changing the effective interest rate.

For financial liabilities that are at a fixed interest rate indexed to inflation, cash flows are periodically re-estimated to take account of actual fluctuations in the inflation rate, thereby changing the effective interest rate.

Interest rate hedging instruments
All the derivative instruments are designed to hedge exposure to interest rate risk. They are measured at market value and are used as cash flow hedges.

Cash flow hedges: the derivative instruments designed to hedge the floating rate element of the debt are accounted for as cash flow hedges. The portion of the gains and losses arising from changes in the fair value that is deemed to be an effective hedge is taken directly to equity until the underlying transaction is recognised in the Group's financial statements. The portion deemed ineffective is accounted for in the income statement for the period. The gains and losses included in equity are recycled to the income statement in the period when the hedged item affects the income statement. The interest rate hedging instruments described in note U on financial liabilities, meet the criteria set out in IAS 39 and are therefore accounted for as cash flow hedges.

ix. Share-based payments
Share options are accounted for in accordance with IFRS 2. The options are valued at their fair value at the date on which they are granted (see note B.4 below) and any variations in value occurring after the grant date are not taken into account. The value is charged to employee benefits expense on a straight line basis between the date of the grant and the maturity date (the vesting period), with an equal and opposite entry directly to equity.

x. Treasury shares
GET SE shares held by the Group are accounted for at cost as a reduction in equity. Subsequent disposals are taken directly to equity and no profit or loss is recognised.

xi. Foreign exchange
Transactions in foreign currencies are converted into the reporting currency of each individual company at the rate of exchange ruling at the date of the transaction. Assets and liabilities denominated in foreign currencies other than those mentioned in note B.2i above are translated at the rate ruling at the end of the reporting period. Exchange differences are dealt with in the income statement.

xii. Revenue recognition
Revenue comprises the value of sales of services in the normal course of business. Revenue is recognised on the date the service is rendered; that is to say when the transport occurs. Therefore when travel tickets are issued for the Shuttle and the maritime activities, they are accounted for in "deferred income".

xiii. Net gains or net losses on each category of financial instrument
Interest income and charges recognised in profit or loss include:
- Interest on the financial assets and liabilities accounted for at amortised cost using the effective interest rate method. The calculation of the effective interest rate includes all commissions and margins payable or receivable between the contracting parties which are an integral part of the effective interest rate, and all transaction costs and all other premiums and discounts. The transaction costs are the marginal costs directly attributable to the acquisition, issue or disposal of a financial asset or liability.
- Changes in the fair value of derivatives categorised as hedges (for the ineffective portion).

xiv. Income tax
Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax
Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Additional tax payable on the distribution of dividends is accounted for when the dividends are recognised as a liability.

Deferred tax
Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities, for financial reporting purposes and the amounts used for taxation purposes, except as provided by IAS 12 "Income Taxes".

The tax rates used are those in effect at the end of the reporting period.

Net deferred tax is determined at the level of each tax group.

Deferred tax assets in respect of temporary differences are recognised only to the extent that it is probable that sufficient future taxable profits will be available against which the differences can be used, at the level of the tax entity.

Deferred tax assets in respect of tax losses are recognised according to the likelihood of their recoverability assessed on the basis of the Group's budget and medium-term plans. The assumptions in these plans used are the same as those used for testing the value of assets.

B.4 Measurement of fair value

The Group's accounting policies require the measurement of its financial and non-financial assets and liabilities at their fair value. The fair value has been measured, both for their valuation and for the presentation of information in the notes to the accounts, in accordance with the following methods. When necessary, more detailed information relating to the assumptions used in the measurement of fair value is given in the notes on the asset or liability concerned.

Non financial instruments

Tangible property, plant and equipment

The fair value of tangible property, plant and equipment acquired following a business combination is measured by taking the higher of the net selling price or the value in use.

Intangible assets

The fair value of intangible assets acquired following a business combination is measured using the present value of forecast future cash flows after taxation to be generated by the assets concerned.

Share-based payments

The fair value of stock option plans is measured by applying the binomial Black & Scholes model and the Monte Carlo approach. The basis of calculation includes the share price on the grant date, the exercise price of the options, expected volatility of the underlying shares, expected period before exercise, expected dividends and share yield, and the expected turnover of beneficiaries. Performance conditions which are not related to the market are not included in the fair value measurement.

Financial instruments

Financial assets accounted for at their fair value are classified in accordance with the following levels of fair value:

- Level 1: fair value using quoted prices (unadjusted) observed in active markets for identical assets or liabilities.
- Level 2: fair value using data ("inputs") other than quoted prices included in level 1, which are observable for the asset or liability, either directly (in the form of price) or indirectly (determined from the price).
- Level 3: fair value from valuation techniques which rely completely or in part on non observable data such as prices on an inactive market or the valuation on a multiples basis for non quoted securities.

Cash and cash equivalents

Cash and cash equivalents include cash and short-term investments with maturities less than or equal to three months from date of acquisition which do not carry a significant risk of variation in value and which are used by the Group to manage short term commitments. Money market funds are evaluated at their market value at the end of the reporting period.

Trade and other receivables

The fair value of trade and other receivables is measured on the basis of their expected recoverable value. This fair value is measured for the purpose of the information in the notes to the accounts as part of the receivables acquired following the business combinations.

Derivative instruments

The fair value of hedging instruments is measured on the basis of valuations supplied by the financial counterparties integrating the credit risk (CVA) or the counterparty risk (DVA).

B.5 Financial indicators

The main financial indicators used are the following:

i. EBITDA/operating margin

EBITDA (or operating margin) as used by the Group is calculated by adding back depreciation charges to the trading profit.

ii. Distinction between the trading result and the operating result

The Group considers that it is helpful to include an additional result line in the presentation of its income statement within the operating result, in order to understand better its financial performance. This line is called the "trading result", and excludes income or charges which are non-recurrent in terms of their frequency and nature and for which the amount is significant. The Group therefore applies recommendation number 2013-03 of the French national authority for accounting standards, the *Autorité des Normes Comptables*.

C. Basis of consolidation

Companies acquired or formed during the year are consolidated as from their date of acquisition or formation.

For the purposes of consolidation, GET SE comprises the following companies at 31 December 2013 and 31 December 2014:

	Country of registration or incorporation	Consolidation method	31 December 2014		31 December 2013	
			% interest	% control	% interest	% control
Fixed Link segment						
Groupe Eurotunnel SE (GET SE)(*)	France	FC			Holding company	
France Manche SA (FM, the French Concessionaire)	France	FC	100	100	100	100
The Channel Tunnel Group Limited (CTG, the British Concessionaire)	England	FC	100	100	100	100
Centre International de Formation Ferroviaire de la Côte d'Opale SAS (CIFFCO)	France	FC	100	100	100	100
Cheriton Resources 14 Limited	England	FC	100	100	100	100
ElecLink Limited	England	EM	49	49	49	49
Euro-Immo GET SAS	France	FC	100	100	100	100
Eurotunnel Agent Services Limited	England	FC	100	100	100	100
Eurotunnel Financial Services Limited	England	FC	100	100	100	100
Eurotunnel Management Services Limited	England	FC	100	100	100	100
Eurotunnel SE	Belgium	FC	100	100	100	100
Eurotunnel Services GIE (ESGIE)	France	FC	100	100	100	100
Eurotunnel Services Limited (ESL)	England	FC	100	100	100	100
Gamond Insurance Company Limited (GICL)	Guernsey	FC	100	100	100	100
GET Elec Limited	England	FC	100	100	100	100
Société Immobilière et Foncière Eurotunnel SAS	France	FC	100	100	100	100
Europorte segment						
Bourgogne Fret Services SAS	France	FC	63	100	63	100
Europorte Channel SAS	France	FC	100	100	100	100
Europorte France SAS	France	FC	100	100	100	100
Europorte Proximité SAS	France	FC	100	100	100	100
Europorte SAS	France	FC	100	100	100	100
Eurosco SAS	France	FC	100	100	100	100
GB Railfreight Limited	England	FC	100	100	100	100
JP Serwices SAS(**)	France	FC	63	100	–	–
Socorail SAS	France	FC	100	100	100	100

	Country of registration or incorporation	Consolidation method	31 December 2014 % interest	31 December 2014 % control	31 December 2013 % interest	31 December 2013 % control
MyFerryLink segment						
Euro-TransManche 3 BE SAS	France	FC	100	100	100	100
Euro-TransManche 3 NPC SAS	France	FC	100	100	100	100
Euro-TransManche 3 SAS	France	FC	100	100	100	100
Euro-TransManche Holding SAS	France	FC	100	100	100	100
Euro-TransManche SAS	France	FC	100	100	100	100
MyFerryLink SAS	France	FC	100	100	100	100
Companies with no significant activity during 2014						
Cheriton Leasing Limited, Cheriton Resources 1, 2, 3, 6, 7, 8, 9, 10, 11, 12, 13, 15, 16 Limited	England	FC	100	100	100	100
Eurotunnel Developments Limited (EDL)	England	FC	100	100	100	100
Eurotunnel Finance Limited (EFL)	England	FC	100	100	100	100
Eurotunnel Trustees Limited (ETRL)	England	FC	100	100	100	100
EurotunnelPlus Limited	England	FC	100	100	100	100
EurotunnelPlus GmbH	Germany	FC	100	100	100	100
Le Shuttle Limited	England	FC	100	100	100	100
London Carex Limited	England	FC	100	100	100	100
MyFerryLink Limited	England	FC	100	100	100	100
Orbital Park Limited (OPL)	England	FC	100	100	100	100

* *Formerly Groupe Eurotunnel SA, converted into a European company on 26 December 2014.*

** *New company acquired in 2014.*

All the companies listed above are fully consolidated (FC) at 31 December 2014 except ElecLink Limited which is 49%-owned by GET Elec Limited (subsidiary of Groupe Eurotunnel SE) and is accounted for under the equity method (EM).

ElecLink Limited has an activity whose nature is in line with the Group's business, and as such, the Group's share of the company's net result is included in the consolidated income statement in the line "share of result of equity-accounted companies".

D. Segment information

The Group is organised around the following three activities, which correspond to the internal information reviewed and used by the main operational decision makers (the Executive Committee):

- the "Concession for the cross-Channel Fixed Link" segment which includes the Group's corporate services,
- the "Europorte" segment, the main activity of which is that of rail freight operator, and
- the "MyFerryLink" segment, the main activity of which is the lease of ferries and the commercialisation of cross-Channel transport services. The ferries are leased to SCOP SeaFrance which is an operating company outside the Eurotunnel Group.

€'000	Fixed Link	Europorte	MyFerryLink	Total
At 31 December 2014				
Revenue	847,237	266,478	92,998	**1,206,713**
EBITDA	493,121	16,440	(11,980)	**497,581**
Trading profit/(loss)	343,235	5,193	(16,766)	**331,662**
Net result before taxation	61,532	13,201	(18,498)	**56,235**
Investment in property, plant and equipment	48,184	(*)92,101	345	**140,630**
Property, plant and equipment (intangible and tangible)	6,230,910	179,446	67,640	**6,477,996**
At 31 December 2013				
Revenue	779,188	238,493	74,305	**1,091,986**
EBITDA	452,212	19,241	(22,392)	**449,061**
Trading profit/(loss)	303,780	8,324	(29,192)	**282,912**
Net result before taxation	43,715	7,215	(30,502)	**20,428**
Investment in property, plant and equipment	37,442	(*)31,445	5,495	**74,382**
Property, plant and equipment (intangible and tangible)	6,334,257	149,519	72,080	**6,555,856**

* *Of which €56 million was the subject of a sale and lease back operation (2013: €29 million). See note N.2 below.*

Geographical information

The activities of the Fixed Link and MyFerryLink are mainly that of the transport of vehicles and their passengers between France and the United Kingdom.

In 2014, approximately 43% of the Europorte segment's revenues were generated in France and 57% in the United Kingdom.

E. Revenue

Revenue is analysed as follows:

€'000	2014	2013
Shuttle Services	526,653	477,006
Railway Network	305,395	289,257
Other revenues	15,189	12,926
Sub-total Fixed Link	**847,237**	**779,189**
Europorte	266,478	238,493
MyFerryLink	92,998	74,304
Total	**1,206,713**	**1,091,986**

F. Employee numbers and employee benefits expense

	2014	2013
Number of persons employed at year end(*)	3,959	3,754
Average number of persons employed(*)	3,894	3,732
Employee benefits expense (in €'000)(**)	254,039	231,227

* *Including board directors.*

** *Including employment costs and directors' remuneration (10 non-executive directors at 31 December 2014 and 10 at 31 December 2013).*

In 2014, employee benefits expense include charges of €5,293,000 (2013: €5,388,000) relating to share options, free shares and preference shares (see note S below).

G. Remuneration of members of the board of directors and senior executives

The total remuneration from all Group companies to members of the GET SE board of directors who served during 2014 was €1.6 million (2013: €1.5 million) before pension contributions. This remuneration, which includes attendance fees paid to members of the board of directors for a total of €0.6 million (2013: €0.5 million) and the Chairman and Chief Executive Officer's remuneration, is entirely comprised of current employment benefits.

The remuneration for members of the Group's Executive Committee (excluding members of the board of directors) in 2013 and 2014, is given in the table below. There were 7 members of the Executive Committee (excluding board directors) at 31 December 2014 (7 at 31 December 2013), 2 of whom were members of a UK pension scheme which is described in note T below.

€'000	2014	2013
Current employment benefits	2,011	1,442
Post employment benefits	68	40
Other long term benefits	–	–
Payments in respect of termination of service	–	–
Cost of share-based payments	1,291	831
Total	**3,370**	**2,313**

H. Other operating income and (expenses)

€'000	2014	2013
Net profit on disposal or write-off of assets	–	3,413
Severance payment on property contract	9,111	–
Other	1,180	794
Sub-total other operating income	**10,291**	**4,207**
Net profit on disposal or write-off of assets	(1,029)	–
Other operating expenses	(6,798)	(2,122)
Sub-total other operating expenses	**(7,827)**	**(2,122)**
Total	**2,464**	**2,085**

Other operating expenses relate mainly to legal and advisory costs.

I. Net finance costs

€'000	2014	2013
Finance income	2,553	1,918
Total finance income	**2,553**	**1,918**
Interest on loans before hedging	(182,032)	(178,157)
Adjustments relating to hedging instruments	(63,676)	(62,868)
Effective rate adjustment	(1,149)	(1,034)
Sub-total	(246,857)	(242,059)
Inflation indexation of the nominal	(28,195)	(29,340)
Total finance costs after hedging	**(275,052)**	**(271,399)**
Total net finance costs after hedging	**(272,499)**	**(269,481)**

The inflation indexation of the nominal reflects the effect of the levels of UK and French inflation rates in the year on the calculation of the nominal amount of tranches A_1 and A_2 of the Term Loan as described in note U below.

Information relating to financial liabilities and hedging instruments is presented in note U below.

J. Other financial income and (charges)

€'000	2014	2013
Unrealised exchange gains(*)	13,181	6,112
Other exchange gains	3,260	1,856
Interest received on floating rate notes	6,895	6,689
Other	244	237
Other financial income	**23,580**	**14,894**
Unrealised exchange losses(*)	(26,089)	(7,278)
Other exchange losses	(2,293)	(1,468)
Other	(11)	(16)
Other financial charges	**(28,393)**	**(8,762)**
Total	**(4,813)**	**6,132**
Of which net unrealised exchange gains/(losses)	*(12,908)*	*(1,166)*

* *Mainly arising from the re-evaluation of intra-group debtors and creditors.*

K. Income tax expense

K.1 Effect on the income statement

i. Tax provisions of the Concession Agreement and other provisions

The Concession requires that the Group's Concessionaires (CTG and FM) share equally the cost price of the project and all revenues and costs relating to the operation of the Fixed Link between the British and French companies. Operating revenues and costs are recognised in the income statement of the partnership and are shared equally between the Concessionaires. Revenues and costs which do not relate to the operation of the Concession are not subject to these sharing arrangements.

Article 15 of the French Finance Act 2013 on the limitation of the deductibility of financial expenses does not apply to the subsidiary FM as assets acquired under a concession contract are outside its application scope.

ii. Tax accounted for through the income statement

€'000	2014	2013
Current tax:		
Income tax	(1,865)	(133)
Tax on dividends	(2,427)	(1,956)
Total current tax	**(4,292)**	**(2,089)**
Deferred tax	5,168	83,023
Total	**876**	**80,934**

The current tax charge relates to amounts paid or to be paid in the short term to the tax authorities for the year, according to the rules in force in the different countries and specific conventions. In 2013, the current tax charge related to tax to be paid outside France and the UK.

At 31 December 2013, the Group accounted for a deferred tax asset for the first time which resulted in a credit of €83 million in respect of the French and UK tax groups.

iii. Reconciliation between the effective tax rate and the applicable tax rate

€'000		2014		2013
Result before tax		56,235		20,428
Theoretical tax charge	**38.00%**	**(21,369)**	**34.43%**	**(7,033)**
Impact of tax rates in foreign jurisdictions		6,873		3,000
Share of ElecLink's result which is not taxed		(116)		(332)
Effect of permanent differences		(15,629)		(5,036)
Changes in temporary differences of the financial year for which no deferred tax had previously been recognised before 2013		–		25,915
Tax loss for the year for entities not fiscally integrated		(134)		(3,674)
Activation of previously unrecognised fiscal deficits		33,659		–
Taxation on restructuring profit previously deferred		–		(12,973)
Effect of deferred tax recognised for the first time in 2013		–		83,023
Tax on dividends and other		(2,408)		(1,956)
Income tax		**876**		**80,934**

The French tax group being fiscally profitable at 31 December 2014, the proof of tax has been prepared for the year 2014 on the basis of the tax rate in force, including additional contributions, of 38.00%. However, the main reversals of temporary differences being planned beyond the period of additional contributions, the deferred tax calculation for the French tax group was made on the basis of 34.43%.

For the British tax group, in view of its fiscal deficit at 31 December 2014, at 31 December 2013 and for the years 2015, 2016 and 2017 on the basis of the Group's estimates, deferred tax was calculated on the basis of the tax rate of 20% corresponding to the rate in effect from 1st April 2015.

K.2 Effect on the statement of financial position

i. Deferred tax

€'000 *Tax effects of temporary differences related to:*	At 31 December 2013 published	At 31 December 2013 recalculated	2014 Impact on: income statement	2014 Impact on: other comprehensive income	At 31 December 2014
Property, plant and equipment	333,829	318,025	(32,077)	–	285,948
Hedging contracts	42,388	42,388	–	7,926	50,314
Deferred taxation of restructuring profit	(473,766)	(473,767)	3,911	–	(469,856)
Other	(3,608)	(3,568)	2,406	167	(995)
Tax losses	228,654	244,420	30,928	–	275,348
Net tax assets/(liabilities)	**127,497**	**127,498**	**5,168**	**8,093**	**140,759**

Concession property, plant and equipment

The impact of taxation on property, plant and equipment corresponds mainly to the conditions relating to the deductibility of the Fixed Link's depreciation costs in the French tax group (reintegration of impairment costs) and in the British tax group (profile of tax deductions in respect of depreciation, including Capital Allowances).

Deferred tax resulting from temporary differences on property, plant and equipment will reverse over the period until the end of the Concession in line with the profile of the Group's depreciation charges and taxable results.

Profit arising from the restructuring

The financial restructuring in 2007 gave rise to profit in the consolidated accounts of €3,323 million. At 31 December 2014, the taxation of €1,364 million of this amount remains deferred within the French tax group. The taxation of this residual profit is dependent upon the repayment of a loan between the Concessionaires (FM and CTG) and Groupe Eurotunnel SE, which in turn is subordinated to the Term Loan which matures in 2050.

Deferred tax in respect of tax losses

Deferred tax assets recognised in respect of carried forward tax losses within the French and British tax groups amount to €275 million at 31 December 2014 (€29 million for the French tax group and €246 million for the British tax group).

The recognition of these assets for each of the tax groups is based on:

- The forecasts of taxable profits derived from the Group's three-year business plan for its different activities; this plan is based on the same assumptions as those used in the impairment test of assets (see note N below). On the basis of these forecasts in respect of taxable profits, the Group has recognised a deferred tax asset in respect of carried forward losses which are expected to be utilised in the next 3 years for both the French and British tax groups.
- The forecasts for use of carried forward losses to cover the reversal of temporary differences on the British tax group.

ii. Unrecognised deferred tax assets and liabilities

	31 December 2014			
	Base			Unrecognised
€'000	Total	Recognised	Unrecognised	tax
Deductible temporary differences	3,526,956	2,445,485	1,081,471	294,048
Tax losses	6,384,797	1,316,344	5,068,453	1,423,844
Total assets	**9,911,753**	**3,761,829**	**6,149,924**	**1,717,892**
Temporary differences	3,312,671	3,312,671	–	–
Total liabilities	**3,212,671**	**3,312,671**	**–**	**–**
Net total	**6,599,082**	**449,158**	**6,149,924**	**1,717,892**

Unrecognised temporary differences correspond to a deferred tax asset in respect of interest rate hedging contracts whose reversal is expected beyond the recoverability horizon.

French carried forward tax losses

In France, the deficits can be carried forward indefinitely but their future use is limited to 50% of the profit for the period beyond the first million euros.

GET SE is the parent company of the consolidated tax group which it forms with all the Group's French subsidiaries.

At 31 December 2014, the cumulative tax losses of the tax group which can be carried forward indefinitely amount to €2,927 million (31 December 2013: €2,933 million), consisting essentially of:

- cumulative tax losses which can be carried forward indefinitely of €910 million generated by the GET SE consolidated tax group since 1 January 2008 and chargeable to the taxable profits of the members of this group (31 December 2013: €916 million); and
- cumulative tax losses which can be carried forward indefinitely of €1,986 million (31 December 2013: €1,987 million) generated by the old TNU SA consolidated tax group. These deficits may only be applied to the taxable profits of FM, Société Immobilière et Foncière Eurotunnel SAS and Europorte SAS.

Potential unrecognised tax assets in respect of the carried forward tax losses of the French tax group amount to €979 million (on a base of €2,842 million).

British carried forward tax losses

In England, the tax losses may be carried forward indefinitely.

At 31 December 2014, the tax losses carried forward for the British companies amounted to £2,694 million (31 December 2013: £2,694 million).

Potential unrecognised tax assets in respect of the carried forward tax losses of the British tax group amount to €445 million (on a base of €2,226 million).

L. Earnings per share

		2014	2013
Weighted average number:			
– of issued ordinary shares		550,000,000	550,000,000
– of treasury shares		(10,829,727)	(9,038,787)
Number of shares used to calculate the result per share (A)		**539,170,273**	**540,961,213**
– effect of share options	i	753,964	–
– effect of preference shares	ii	524,829	–
– effect of free shares	iii	1,037,933	1,398,503
Potential number of ordinary shares (B)		**2,316,726**	**1,398,503**
Number of shares used to calculate the diluted result per share (A+B)		**541,486,999**	**542,359,716**
Net profit (€'000) **(C)**		57,225	101,362
Profit per share (€) (C/A)		**0.11**	**0.19**
Profit per share after dilution (€) (C/(A+B))		**0.11**	**0.19**

The calculations were made on the following basis:

(i) on the assumption of the exercise of the maximum number of options issued and still in issue at 31 December 2014 (when the average price of the shares during the period exceeds the exercise price of options which was not the case in 2013). The exercise of these options is conditional on attaining the targets described in note S.1 below;

(ii) on the assumption of the acquisition of all the free shares allocated to staff. 667,430 of the free shares issued to staff in 2012 were acquired by them during the period. Details of free shares are given in note S.2 below); and

(iii) on the assumption of the acquisition of preference shares allocated to staff and still in issue at 31 December 2014 in accordance with the applicable terms of conversion as described in note S.3 below and taking into account the average share price over the period. Conversion of these preference shares is subject to achieving certain targets and remaining in the Group's employment.

M. Intangible assets and goodwill

M.1 Intangible assets

Intangible assets represent mainly the estimation of the fair value of the main commercial contracts held by GBRf on the date of its acquisition by the Group, 28 May 2010. This value was calculated on the basis of the discounted future cash flows generated by these contracts after deduction of general costs and taxation, and using inflation and contract renewal assumptions. These intangible assets are depreciated on a straight line basis over 12 years, being the estimated remaining duration of the contracts used in the valuation.

€'000	**2014**	**2013**
Cost		
At 1 January	13,720	14,016
Exchange difference	965	(296)
At 31 December	**14,685**	**13,720**
Depreciation		
At 1 January	3,906	2,877
Charged in the year	1,144	1,079
Exchange difference	298	(50)
At 31 December	**5,348**	**3,906**
Net book value		
At 1 January	9,814	11,139
At 31 December	**9,337**	**9,814**

M.2 Goodwill

The goodwill of €18,193,000 at 31 December 2014 is attached to the CGU represented by the company GBRf.

The Group performed a test of value in use of this CGU at 31 December 2014. On the basis of a discount rate of 9.5% (31 December 2013: 9.5%) and a long-term growth rate of 2%, the calculations show that the value in use is higher than the carrying value of the goodwill.

The Group also carried out a sensitivity analysis on reasonably possible changes to key assumptions (discount rate and long-term growth rate) of plus or minus 0.5%. This analysis did not reveal a likely scenario which could lead to an impairment of goodwill.

N. Tangible property, plant and equipment

N.1 Concession property, plant and equipment

In France, all immovable property, plant and equipment within the Concession area is the property of the French State and will revert to it on the expiry of the Concession period (2086). In the UK, the Government has required CTG to transfer to it the title to freehold land and property acquired for the purpose of construction and operation of the project and in exchange has granted leases for the duration of the Concession. On the expiry of the Concession, the interest of the Concessionaires in all movable property and intellectual property rights necessary for the operation of the Concession will become, without payment, the joint property of the two States.

€'000	Assets in course of construction	Tunnels	Terminals and related land	Fixed equipment and machinery	Rolling stock	Office equipment	Total
Cost:							
At 1 January 2014	52,970	6,549,501	2,071,725	3,283,923	2,012,800	108,709	**14,079,628**
Additions	27,773	–	305	11,215	7,552	965	**47,810**
Transfers	(11,146)	–	(105)	7,530	2,881	840	**–**
Disposals	–	–	–	(44,088)	(4,305)	(2,865)	**(51,258)**
At 31 December 2014	**69,597**	**6,549,501**	**2,071,925**	**3,258,580**	**2,018,928**	**107,649**	**14,076,180**
Depreciation:							
At 1 January 2014	–	3,144,036	1,102,344	2,107,347	1,295,865	96,849	**7,746,441**
Charged in the year	–	46,810	19,443	43,930	36,214	3,408	**149,805**
Transfers	–	–	(2)	39	–	(37)	**–**
Disposals	–	–	–	(42,625)	(4,076)	(2,864)	**(49,565)**
At 31 December 2014	**–**	**3,190,846**	**1,121,785**	**2,108,691**	**1,328,003**	**97,356**	**(*) 7,846,681**
Net book value:							
At 1 January 2014	52,970	3,405,465	969,381	1,176,576	716,935	11,860	**6,333,187**
At 31 December 2014	**69,597**	**3,358,655**	**950,140**	**1,149,889**	**690,925**	**10,293**	**6,229,499**
Cost:							
At 1 January 2013	48,152	6,549,501	2,072,245	3,278,892	2,002,294	103,010	**14,054,094**
Additions	25,405	–	100	3,336	6,944	1,094	**36,879**
Transfers	(20,587)	–	136	3,399	11,955	5,097	**–**
Disposals	–	–	(756)	(1,704)	(8,393)	(492)	**(11,345)**
At 31 December 2013	**52,970**	**6,549,501**	**2,071,725**	**3,283,923**	**2,012,800**	**108,709**	**14,079,628**
Depreciation:							
At 1 January 2013	–	3,097,226	1,083,177	2,067,228	1,267,833	93,405	**7,608,869**
Charged in the year	–	46,810	19,553	41,823	36,281	3,932	**148,399**
Disposals	–	–	(386)	(1,704)	(8,249)	(488)	**(10,827)**
At 31 December 2013	**–**	**3,144,036**	**1,102,344**	**2,107,347**	**1,295,865**	**96,849**	**(*) 7,746,441**
Net book value:							
At 1 January 2013	48,152	3,452,275	989,068	1,211,664	734,461	9,605	**6,445,225**
At 31 December 2013	**52,970**	**3,405,465**	**969,381**	**1,176,576**	**716,935**	**11,860**	**6,333,187**

* *Including €3.128 billion of exceptional depreciation on tangible fixed assets.*

At 31 December 2014, Eurotunnel did not identify any indication of impairment of its tangible Concession assets, but nevertheless carried out a valuation in order to ensure that the recoverable value of the assets remained higher than their net accounting value.

The valuation carried out at 31 December 2014 confirmed that the recoverable value of assets remained higher than their net accounting value on the basis of a discount rate of 6.77% (31 December 2013: 6.77%) and on the basis of revenue growth of approximately 2% for the period after the three year plan.

The Group also carried out a sensitivity analysis on reasonably possible changes to key assumptions (discount rate and revenue growth rate) of plus or minus 0.5%. This analysis did not reveal a likely scenario which could lead to an impairment of Concession assets.

N.2 Other property, plant and equipment

€'000	Assets in course of construction	Land, construction, fixtures and fittings	Industrial equipment	Rolling stock	Ferries	Office equipment	Total
Cost:							
At 1 January 2014	17,706	3,835	1,881	127,590	77,254	6,321	**234,587**
Exchange differences	754	295	85	2,316	–	12	**3,462**
Additions	7,499	550	605	83,385	345	436	**92,820**
Transfers	(5,666)	–	–	4,829	488	349	**–**
Disposals	–	(213)	–	(56,816)	–	(18)	**(57,047)**
At 31 December 2014	**20,293**	**4,467**	**2,571**	**161,304**	**78,087**	**7,100**	**273,822**
Depreciation:							
At 1 January 2014	–	1,727	1,011	25,363	7,079	3,550	**38,730**
Exchange differences	–	194	66	989	–	9	**1,258**
Charged in year	–	584	385	8,600	3,967	1,480	**15,016**
Disposals	–	(155)	–	(1,977)	–	(17)	**(2,149)**
At 31 December 2014	**–**	**2,350**	**1,462**	**32,975**	**11,046**	**5,022**	**52,855**
Net book value:							
At 1 January 2014	17,706	2,108	870	102,227	70,175	2,771	**195,857**
At 31 December 2014	**20 293**	**2 117**	**1 109**	**128 329**	**67 041**	**2 078**	**220 967**
Cost:							
At 1 January 2013	5,940	3,641	1,662	138,320	71,930	5,011	**226,504**
Exchange differences	–	(87)	(23)	(947)	–	–	**(1,057)**
Additions	12,860	415	242	17,586	5,324	1,076	**37,503**
Transfers	(1,094)	(134)	–	994	–	234	**–**
Disposals	–	–	–	(28,363)	–	–	**(28,363)**
At 31 December 2013	**17,706**	**3,835**	**1,881**	**127,590**	**77,254**	**6,321**	**234,587**
Depreciation:							
At 1 January 2013	–	1,360	730	18,827	1,137	2,025	**24,079**
Exchange differences	–	(52)	(18)	(283)	–	–	**(353)**
Charged in year	–	526	299	8,531	5,942	1,418	**16,716**
Transfers	–	(107)	–	–	–	107	**–**
Disposals	–	–	–	(1,712)	–	–	**(1,712)**
At 31 December 2013	**–**	**1,727**	**1,011**	**25,363**	**7,079**	**3,550**	**38,730**
Net book value:							
At 1 January 2013	5,940	2,281	932	119,493	70,793	2,986	**202,425**
At 31 December 2013	**17,706**	**2,108**	**870**	**102,227**	**70,175**	**2,771**	**195,857**

The net value of property, plant and equipment under finance leases was €4,558,000 at 31 December 2014 (31 December 2013: €5,227,000).

In the context of the situation described in note A above, Eurotunnel carried out a valuation in order to ensure that the recoverable value of its maritime assets remained higher than their net accounting value at 31 December 2014. The market value of these assets was estimated using studies by independent experts. These valuations have confirmed that the market value of the three ferries (the Berlioz, the Rodin and the Nord Pas de Calais) remains higher than their net accounting value at 31 December 2014.

At 31 December 2014, Eurotunnel did not identify any indication of impairment of its Europorte assets, but nevertheless carried out a valuation in order to ensure that their recoverable value remained higher than their net accounting value. The market value of Europorte's assets, estimated using studies by independent experts, was found to be at least equal to the net accounting value at 31 December 2014.

O. Interests in equity-accounted companies

€'000	31 December 2014	31 December 2013
Equity-accounted company	3,603	2,113
Share of result since acquisition	(1,910)	(1,233)
Total	**1,693**	**880**

Interests in equity-accounted companies relate to the Group's investment in ElecLink Limited, in which GET SE's subsidiary GET Elec Limited has a 49% shareholding.

P. Financial assets

P.1 Other financial assets

€'000	31 December 2014	31 December 2013
Floating rate notes	156,464	151,357
Other	10,100	5,902
Total non-current	**166,564**	**157,259**
Accrued interest on floating rate notes	174	207
Total current	**174**	**207**

Other financial assets consist mainly of floating rate notes. The Group holds notes issued by Channel Link Enterprises Finance (CLEF), the structure that securitised the Group's debt in 2007. These purchases, carried out by way of private transactions for €150 million, related to floating rate notes with a nominal value of €167 million, representing an average discount of approximately 11%. These notes correspond to the securitisation of tranche C of the Group's debt and have the same characteristics in terms of maturity and interest.

The accounting value of the floating rate notes is made up as follows:

€'000	Notes in £	Notes in €	Total
Nominal value	77,780	94,650	172,430
Discount (net of acquisition costs)	(7,035)	(8,931)	(15,966)
Accounting value	**70,745**	**85,719**	**156,464**
Maturity	20/06/2046 – 20/06/2050	20/06/2041 – 20/06/2050	
Interest rate	Libor +3.25%	Euribor +3.25%	

P.2 Loans and receivables

i. Trade receivables

The maximum credit risk exposure on trade receivables by type of customer at the end of the reporting period is as follows:

€'000	31 December 2014	31 December 2013
Road haulage companies	51,010	45,087
National railways	21,522	22,566
Rail freight sector	70,136	59,378
Other	9,219	8,898
Gross value	**151,887**	**135,929**
Allowance for impairment	(6,231)	(5,329)
Net value	**145,655**	**130,600**

The age profile of trade receivables at the end of the reporting period is as follows:

€'000		Not yet due	Past due for less than 30 days	Past due for between 30 and 90 days	Past due for more than 90 days
At 31 December 2014	**Gross**	**112,083**	**24,524**	**7,705**	**7,574**
	Allowance for impairment	**–**	**–**	**463**	**5,768**
At 31 December 2013	Gross	94,124	26,443	9,446	5,958
	Allowance for impairment	–	–	631	4,698

Where a trade receivable is considered doubtful, an impairment allowance is made for the full amount due except in a small number of cases where the Group considers that recovery is possible.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

€'000	2014	2013
Balance at 1 January	5,329	5,064
Impairment loss recognised	1,368	1,023
Impairment loss recovered	(523)	(743)
Exchange difference	57	(15)
Balance at 31 December	**6,231**	**5,329**

ii. Other receivables

€'000	31 December 2014	31 December 2013
Suppliers	1,315	918
State debtors	27,456	20,194
Prepayments	7,717	5,506
Other	6,023	3,662
Total	**42,511**	**30,280**

P.3 Cash and cash equivalents

Cash equivalents represents short-term investments in certificates of deposit, deposit accounts and money market funds (see note W.5ii below). At 31 December 2013 and 31 December 2014, none of these investments were unavailable for more than 3 months.

€'000	31 December 2014	31 December 2013
Investments in €	102,906	93,224
Investments in £	219,283	157,685
Sub-total: cash equivalents	**322,189**	**250,909**
Cash at bank and in hand	62,534	25,816
Total	**384,723**	**276,725**

Q. Share capital

Q.1 Management of capital

The Group's policy is to maintain a solid capital base in order to retain the confidence of investors, creditors and of the market and to support the future development of the activity. Capital can include the share capital, share premium and retained earnings. The board of directors monitors return on equity and the level of dividends paid to shareholders.

The Group buys its own shares on the market. The timing of these purchases depends on the market price. These transactions are carried out as part of the share buyback programme of which the liquidity contract is part (see note Q.2 below).

During the year, the Group has not changed its policy on the management of capital.

Q.2 Share capital

At 31 December 2014, the issued share capital of GET SE amounted to €220,000,000.00 divided into 550,000,000 fully paid-up GET SE ordinary shares with a nominal value of €0.40 each, unchanged compared to 31 December 2013.

Q.3 Treasury shares

The movements in the number of own shares held during the year were as follows:

	Share buyback programme	Liquidity contract	Total
At 1 January 2014	11,215,450	220,000	**11,435,450**
Shares transferred to staff (free share scheme)	(667,430)		**(667,430)**
Exercise of stock options	(533,500)		**(533,500)**
Net purchase/(sale) under liquidity contract		(120,000)	**(120,000)**
At 31 December 2014	**10,014,520**	**100,000**	**10,114,520**

Treasury shares held as part of the share buyback programme renewed by the general meeting of shareholders and implemented by decision of the board of directors on 29 April 2014 are allocated, in particular, to cover share option plans and the grant of free shares, as approved by the general meetings of shareholders in 2010, 2011, 2013 and 2014.

As part of the 2013 share buyback programme, GET SE continued with the liquidity contract entered into on 18 May 2010 and amended on 11 January 2012 and 1 October 2012 with Oddo Corporate Finance. Under the terms of this contract and in accordance with the code of ethics issued by the *Association française des marchés financiers* and approved by the French market authorities (*Autorité des marchés financiers*) on 1 October 2008, GET SE appointed Oddo Corporate Finance to intervene on its behalf in the market in order to improve the liquidity of transactions and the stabilisation of prices of GET SE's shares and to avoid price differences not justified by market trends. At 31 December 2014, the following means were allocated to the balance of the liquidity contract: 100,000 GET SE Shares and €6,514,543.39 in cash. On the basis of a price of €10.70 per share, this combined amount represented 0.13% of GET SE's capital in issue at 31 December 2014.

R. Changes in equity

Dividend

On 29 April 2014, Groupe Eurotunnel SE's shareholders' general meeting approved the payment of a dividend relating to the financial year ended 31 December 2013, of 15 cents of a euro per share. This dividend was paid on 28 May 2014 for a total of €80.9 million (before 3% tax on dividends amounting to €2.4 million).

S. Share-based payments

S.1 Share options

Share option plan (treated as an equity instrument)

On 26 May 2010, the general meeting of shareholders authorised the board of directors to grant, in one or several allocations, options over shares in the company to executives and senior staff of GET SE and its subsidiaries, during a period the duration of which is fixed at 38 months from 26 May 2010. The total number of options may not give the right to more than 3,900,000 shares of a nominal value of €0.40 each. The board of directors has allocated 3,900,000 shares held under the share buyback programme to these options. Under this scheme, the board of directors have approved three grants of share options: on 16 July 2010, 21 July 2011 and 20 July 2012.

Characteristics and conditions of the share option plans

The characteristics and conditions attached to the attribution of the share options are as follows:

Date of grant / main staff concerned	Number of options	Conditions for acquiring rights	Vesting period
Options granted to key executives and senior staff on 16 July 2010	1,164,000	Staff must remain as employees of the Group until the exercise of options. Performance conditions: 50% of options are subject to conditions based on the financial performance of the Group (distribution of a dividend, consolidated EBITDA in 2010 and 2011 above a predetermined level). The performance conditions have been met. Market performance condition: 50% of options are conditional on the GET SA share price performing better than the SBF120 index. The performance conditions have been met.	4 years
Options granted to key executives and senior staff on 21 July 2011	1,430,000	Staff must remain as employees of the Group until the exercise of options. Performance conditions: 50% of options are subject to conditions based on the financial performance of the Group (distribution of a dividend, consolidated EBITDA in 2011 and 2012 above a predetermined level). The performance conditions have been met. Market performance condition: 50% of options are conditional on the GET SA share price performing better than the SBF120 index. The market conditions have not been met.	4 years
Options granted to key executives and senior staff on 20 July 2012	1,405,000	Staff must remain as employees of the Group until the exercise of options. Performance conditions: 50% of options are subject to conditions based on the financial performance of the Group (distribution of a dividend, consolidated EBITDA in 2012 and 2013 above a predetermined level). The performance conditions have been met. Market performance condition: 50% of options are conditional on the GET SA share price performing better than the SBF120 index. The market condition for 2012 was not met. The market condition for 2013 has been met.	4 years

Information on the share option plans

The number and the average weighted exercise price of the share options are as follows:

	2014		2013	
	Average weighted exercise price (in euros)	Number of options	Average weighted exercise price (in euros)	Number of options
In issue at 1 January	6.66	2,723,750	6.72	3,539,000
Granted during the year	–	–	–	–
Renounced during the year	6.57	(26,000)	6.82	(133,000)
Exercised during the year	6.42	(533,500)	–	–
Expired during the year	–	–	6.92	(682,250)
In issue at 31 December	**6.72**	**2,164,250**	**6.66**	**2,723,750**
Exercisable at 31 December	**6.42**	**470,500**	**–**	**–**

Of the 2,164,250 options in issue au 31 December 2014:

- 470,500 are exercisable, subject to staff remaining as employees of the Group, at a price of €6.42 until July 2020,
- 671,500 will be exercisable, subject to staff remaining as employees of the Group, at a price of €7.52 between July 2015 and July 2021, and
- 1,022,250 will be exercisable, subject to staff remaining as employees of the Group, at a price of €6.33 between July 2016 and July 2022.

Assumptions used for the fair value measurement on the grant date

The fair value of the rights granted to staff as part of the share option plan on the grant date was calculated by applying the binomial Black & Scholes model and the Monte Carlo approach. The assumptions used to measure the fair value of the share option plan on the grant date were as follows:

Fair value of options and assumptions	2012 plan	2011 plan	2010 plan
Fair value of options on grant date (€)	2.13	2.69	2.02
Share price on grant date (€)	6.28	7.629	6.046
Exercise price of an option (€)	6.33	7.52	6.42
Expected volatility	39%	36%	40%
Expected life of options	7 years	7 years	7 years
Number of beneficiaries	57	56	57
Risk-free interest rate (based on government bonds)	1.53%	3.0%	2.4%

S.2 Grant of free shares

Following the approval by the general meeting of shareholders on 28 April 2011 of the plan to issue existing free shares, GET SE's board of directors decided on 26 April 2012 to make a second grant for a total of 1,102,360 GET SE Shares (310 shares per employee) to all employees of GET SE and its related companies with the exception of executive and corporate officers. The definitive acquisition of these shares by the employees is subject to their remaining in employment with the Group for a minimum period of 4 years.

On 26 April 2014, 667,430 free shares issued in 2012 were acquired by employees.

Following the approval by the general meeting of shareholders on 29 April 2014 of the plan to issue existing free shares, GET SE's board of directors decided on 29 April 2014 to grant a total of 369,100 GET SE Shares (100 shares per employee) to all employees of GET SE and its related companies with the exception of executive and corporate officers. The definitive acquisition of these shares by the employees is subject to their remaining in employment with the Group and they cannot be sold for a minimum period of 4 years.

Number of shares	2014	2013
In issue at 1 January	1,254,090	1,700,470
Granted during the year	369,100	–
Renounced during the year	(25,340)	(35,070)
Acquired during the year	(667,430)	(411,310)
Expired during the year	–	–
In issue at 31 December	**930,420**	**1,254,090**

The assumptions used to measure the fair value of the free shares were as follows:

Fair value of free shares and assumptions	2014 grant	2012 grant	2011 grant
Fair value of free shares on grant date (€)	9.28	5.89	6.62
Share price on grant date (€)	9.68	6.26	7.232
Number of beneficiaries	3,691	3,556	3,302
Risk-free interest rate (based on government bonds)	0.33%	1.05%	2.25%

S.3 Preference shares convertible into ordinary shares

Preference share plan (treated as an equity instrument)

On 29 April 2014, the general meeting of shareholders authorised the board of directors to grant to executives and senior staff of GET SE and its subsidiaries preference shares with a nominal value of €0.01 each with no voting rights which are convertible into GET SE ordinary shares subject to performance conditions at the end of a four-year period. The total number of preference shares may not give the right to more than 1,500,000 ordinary shares of a nominal value of €0.40 each. Under this scheme, the board of directors approved on 29 April 2014 the grant of 300 preference shares, each convertible at the end of the four-year period into a maximum of 5,000 ordinary shares.

Characteristics and conditions of the preference share plan

Date of grant / main staff concerned	Number of preference shares	Conditions for acquiring rights	Vesting period
Preference shares granted to key executives and senior staff on 29 April 2014	300	Staff must remain as employees of the Group. Market performance condition: calculated on a tapering scale corresponding to the percentage achievement of a maximum target of an average price of €11.50.	4 years

Information on the preference share plan

Number of preference shares	2014
In issue at 1 January	–
Granted during the period	300
Renounced during the period	–
Exercised during the period	–
Expired during the period	–
In issue at 31 December 2014	**300**
Exercisable at 31 December 2014	**–**

Assumptions used for the fair value measurement on the grant date

The fair value on grant date of the rights granted to staff as part of the plan (the 1,500,000 ordinary shares on conversion of the preference shares) was calculated by using the Monte Carlo valuation model. The assumptions used to measure the fair value of the plan on grant date were as follows:

Fair value of shares and assumptions	2014 plan
Fair value on grant date (€)	2.68
Share price on grant date (€)	9.68
Number of beneficiaries	36
Risk-free interest rate (based on government bonds)	0.5831%

S.4 Charges to income statement

€'000	31 December 2014	31 December 2013
Stock options	1,825	2,047
Free shares	2,441	3,341
Preference shares convertible into ordinary shares	1,027	–
Total	**5,293**	**5,388**

T. Retirement benefits

The Group has provided for the following retirement liabilities:

€'000	31 December 2014	31 December 2013
UK: ESL	61,781	31,168
UK: GBRf	10,521	4,820
France	8,996	7,215
Total	**81,298**	**43,203**

T.1 UK employee defined benefit obligations

In the UK, GET SE operates three pension schemes: The Channel Tunnel Group Pension Fund and The Channel Tunnel Group Senior Executives Pension Fund providing defined benefits for ESL staff based on final pensionable pay, and the GBRf retirement fund. The characteristics of these schemes are similar and the assets of each are held in separate trustee-administered funds.

The valuation at the end of the financial year has been prepared by an independent qualified actuary to take account of the requirements of the amended IAS 19 in order to assess the liabilities and assets of the schemes as at the end of the reporting period.

The fair value of the schemes' assets, which are not intended to be realised in the short term and may be subject to significant change, and the present value of the schemes' liabilities, which are derived from cash flow projections over long periods and thus inherently uncertain, were:

€'000	ESL		GBRf	
31 December	**2014**	**2013**	**2014**	**2013**
Analysis of plan assets: **Return seeking investments:**				
Equities	152,859	135,457	47,408	35,403
Other	21,577	19,090	–	–
Liability matching investments:				
Gilts	29,639	22,758	–	–
Bonds	51,528	42,000	4,152	2,695
Other	879	274	350	727
Fair value of plan assets	**256,482**	**219,399**	**51,910**	**38,825**
Present value of funded obligations	316,970	250,296	69,447	46,855
Present value of net obligations	**60,488**	**30,897**	**17,537**	**8,030**
Portion of deficit / surplus attributed to members	–	–	(7,016)	(3,212)
Effect of asset ceiling	1,293	259	–	–
Recognised liability for retirement obligations (see below)	**61,781**	**31,156**	**10,521**	**4,818**

Assumptions

The main assumptions that have been used in the actuarial calculations are as follows:

	ESL		GBRf	
	2014	**2013**	**2014**	**2013**
Discount rate	3.7%	4.5%	3.7%	4.5%
Future salary increases	N/A	N/A	3.2%	3.5%
Inflation rate	3.2%	3.5%	3.2%	3.5%
Future pension increases	3.1%	3.4%	2.2%	2.5%

Sensitivity to changes in the main assumptions

Reasonably possible changes to one of the relevant actuarial assumptions at the end of the reporting period, all things being equal, would have affected the defined benefit liability by the amounts shown below.

€'000	ESL		GBRf	
31 December 2014	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount rate: +/– 1%	(60,085)	79,599	(12,894)	16,109
Inflation: +/– 1%	64,707	(56,490)	16,143	(13,144)
Mortality: +/– 1 an	9,372	(10,143)	2,279	(2,207)

Expected cash outflows and risks associated with pension liabilities

The investment strategy for managing the assets of the pension schemes is defined by the trustees of the pension fund. The maturities of the contributions and the level of funding of schemes are negotiated between the Group and the trustees on the basis of actuarial valuations carried out every three years. Contributions are intended both to recover the deficit related to rights acquired in the past and to cover the service costs in future years.

The Group estimates that contributions to be paid into the defined benefit schemes in the 2015 financial year will be €8 million, of which €6 million will be in respect of current service costs for the period and €2 million will be in respect of the recovery of the deficit in the Channel Tunnel Group Pension Fund. The weighted average duration of the both the GBRf plan and the ESL plan is 22 years.

Movements in the present value of retirement obligations

	ESL		GBRf	
€'000	2014	2013	2014	2013
Opening liability at 1 January	250,296	231,927	46,855	37,690
Current service costs	3,873	3,480	3,185	2,327
Interest on obligation	11,728	9,812	2,252	1,624
Contributions received from employees	1,902	1,921	1,466	1,211
Benefits paid and transfers	(3,982)	(3,370)	1,725	749
Actuarial gain/(loss) and curtailment	34,450	11,271	10,260	3,963
Exchange rate adjustment	18,703	(4,745)	3,704	(709)
Closing liability at 31 December	**316,970**	**250,296**	**69,447**	**46,855**

Movements in the fair value of plan assets

	ESL		GBRf	
€'000	2014	2013	2014	2013
Fair value of plan assets at 1 January	219,399	192,223	38,825	33,196
Contributions received from employer	5,316	5,140	2,264	1,870
Contributions received from employees	1,902	1,921	1,466	1,211
Benefits paid and transfers	(3,982)	(3,370)	1,725	749
Administration charges	–	–	(122)	(140)
Expected return on plan assets	10,431	8,275	1,954	1,496
Actuarial gain/(loss) on plan assets	7,452	19,024	2,843	1,093
Exchange rate adjustment	15,964	(3,814)	2,955	(650)
Fair value of plan assets at 31 December	**256,482**	**219,399**	**51,910**	**38,825**

Movements in the net liability for retirement obligations recognised in the balance sheet

	ESL		GBRf	
€'000	2014	2013	2014	2013
Opening net liability at 1 January	31,156	41,421	4,818	2,697
Company contributions paid	(5,317)	(5,140)	(2,264)	(1,870)
Recognised in the income statement	5,185	5,093	3,067	2,305
Recognised in other comprehensive income	27,978	(9,237)	4,452	1,722
Exchange rate adjustment	2,779	(981)	448	(36)
Closing net liability at 31 December	**61,781**	**31,156**	**10,521**	**4,818**

Expense recognised in the income statement

	ESL		GBRf	
€'000	2014	2013	2014	2013
Current service costs	3,873	3,480	2,815	2,144
Interest on obligation and administration costs	1,312	1,613	252	161
Total	**5,185**	**5,093**	**3,067**	**2,305**

Profit/(loss) recognised in other comprehensive income

	ESL		GBRf	
€'000	2014	2013	2014	2013
Actuarial profit/(loss) on assets	7,452	19,024	1,706	655
Actuarial profit/(loss) on retirement obligation	(34,450)	(11,271)	(6,158)	(2,377)
Effect of asset ceiling	(980)	1,484	–	–
Total	**(27,978)**	**9,237**	**(4,452)**	**(1,722)**

T.2 UK defined contribution scheme

On 1 October 2006, Eurotunnel put in place a defined contribution pension scheme (the Eurotunnel Defined Contribution Pension Scheme) which is open to all new ESL employees. The charge to the income statement in 2014 relating to this scheme was €608,000 (2013: €401,000).

T.3 French employee defined benefit scheme

In France, employees receive a lump sum payment on retirement in accordance with contractual commitments. These liabilities cover both the Fixed Link and Europorte companies.

€'000	**2014**	**2013**
Provision for retirement liabilities at 1 January	7,215	6,355
Current service cost	610	509
Interest on obligation	215	177
Total charge to the income statement in "employee benefits expense"	**825**	**686**
Actuarial losses and (gains)	1,115	362
Indemnities paid	(159)	(188)
Provision for retirement liabilities at 31 December	**8,996**	**7,215**

Assumptions

Principal actuarial assumptions at the end of the reporting period (expressed as weighted averages) are as follows:

	31 December 2014	**31 December 2013**
Discount rate	1.89%	2.95%
Future salary increases	1.60%	2.0%
Inflation rate	1.50%	1.9%

U. Financial liabilities

The movements in financial liabilities during the year were as follows:

€'000	**31 December 2013 published**	**(*)31 December 2013 recalculated**	**Increase**	**Reclassification**	**Repayment**	**Interest, indexation and fees**	**31 December 2014**
Term Loan (note i below)	3,868,491	4,004,672		(35,649)		29,901	**3,998,924**
Other loans (note ii below)	16,401	16,401	20,803	(903)			**36,301**
Finance leases (note iii below)	5,059	5,415		(329)			**5,086**
Total non-current financial liabilities	**3,889,951**	**4,026,488**	**20,803**	**(36,881)**	**–**	**29,901**	**4,040,311**
Term Loan	32,582	33,745		35,649	(33,745)		**35,649**
Other loan	867	867	1,025	903	(867)		**1,928**
Finance leases	559	598		329	(518)		**409**
Accrued interest on Term Loan	5,519	5,707				(188)	**5,519**
Total current financial liabilities	**39,527**	**40,917**	**1,025**	**36,881**	**(35,130)**	**(188)**	**43,505**
Total	**3,929,478**	**4,067,405**	**21,828**	**–**	**(35,130)**	**29,713**	**4,083,816**

* *The financial liabilities at 31 December 2013 (calculated at the year end exchange rate of £1 = €1.199) have been recalculated at the exchange rate of 31 December 2014 (£1 = € 1.284) in order to facilitate comparison.*

U.1 Description of the loans

i. Term Loan

The long term loans put in place on 28 June 2007 (collectively known as the "Term Loan") comprise the following elements at 31 December 2014:

In millions	Currency	Amount in currency	Amount in euros(**)	Effective interest rate	Contractual interest rate
Tranche A_1(*)	GBP	750	963	7.21%	3.49%
Tranche A_2(*)	EUR	367	367	4.84%	3.98%
Tranche B_1	GBP	367	471	6.66%	6.63%
Tranche B_2	EUR	606	607	6.24%	6.18%
Tranche C_1	GBP	350	449	(***)4.04%	LIBOR +3.39%
Tranche C_2	EUR	953	953	(***)3.81%	EURIBOR +3.39%
Total Term Loan			**3,810**	**5.47%**	

* *Linked to inflation (see notes a) and b) below).*

** *Nominal amount excluding impact of effective interest rate and inflation indexation and at the exchange rate at 31 December 2014 (£1=€1.284).*

*** *Excluding hedging. The effective interest rate with hedging of tranches C_1 and C_2 for the 2014 financial year was 8.65% and 8.36% respectively.*

The transaction costs used for the determination of the effective interest rate correspond to the issue costs for the Term Loan, amounted to €69 million (1.6% of the nominal value). These costs include mainly those relating to financing and to legal and bank fees.

a) Tranche A_1

The tranche A_1 loan amounts to £750 million, and bears interest at a fixed rate until its maturity, of 3.49%, and is linked to the UK All Items Retail Price Index inflation index as published by the United Kingdom's Office for National Statistics. Repayment of this tranche will begin on 20 June 2018 to end on 20 June 2042. Repayments of capital and payments of interest will fall every six months on 20 June and 20 December of each year.

b) Tranche A_2

The tranche A_2 loan amounts to €367 million, and bears interest at a fixed rate until its maturity, of 3.98%, and is linked to the *indice des prix à la consommation hors tabac* inflation index as published by l'Institut National de la Statistique et des Etudes Economiques. Repayment of this tranche will begin on 20 June 2018 to end on 20 June 2041. Repayments of capital and payments of interest will fall every six months on 20 June and 20 December of each year.

c) Tranche B_1

The tranche B_1 loan amounts to £400 million, and bears interest at a fixed rate of 6.63% until its maturity. Repayment of this tranche began on 20 June 2013 and will end on 20 June 2046. Repayments of capital and payments of interest will fall every six months on 20 June and 20 December of each year.

d) Tranche B_2

The tranche B_2 loan amounts to €645 million, and bears interest at a fixed rate of 6.18% until its maturity. Repayment of this tranche began on 20 June 2013 and will end on 20 June 2041. Repayments of capital and payments of interest will fall every six months on 20 June and 20 December of each year.

e) Tranche C_1

The tranche C_1 loan amounts to £350 million, and bears interest at a floating rate (LIBOR) plus a margin of 1.39% which is entirely hedged by a fixed/floating interest rate swap for which Eurotunnel pays a fixed rate of 5.26% and receives a floating rate (LIBOR). Repayment of this tranche will begin on 20 June 2046 to end on 20 June 2050. Repayments of capital and payments of interest will fall every six months on 20 June and 20 December of each year.

f) Tranche C_2

The tranche C_2 loan amounts to €953 million, and bears interest at a floating rate (EURIBOR) plus a margin of 1.39% which is entirely hedged by a fixed/floating interest rate swap for which Eurotunnel pays a fixed rate of 4.90% and receives a floating rate (EURIBOR). Repayment of this tranche will begin on 20 June 2041 to end on 20 June 2050. Repayments of capital and payments of interest will fall every six months on 20 June and 20 December of each year.

Undertakings and prohibitions under the Term Loan

The Term Loan provides for a number of undertakings and prohibitions which are customary for this type of financing. These relate to:

- the creation of new or the continuation of existing guarantees on the assets of the Eurotunnel Group;
- to the transfer of the assets of the Eurotunnel Group and to the acquisition by the Eurotunnel Group of new assets;
- to the granting of loans, guarantees or warranties to third parties, and
- the amendment of contracts which were conditions precedent for utilisation of the loans under the Term Loan, including inter alia the Railway Usage Contract.

In relation to the Term Loan, the Eurotunnel Group must respect two financial ratios, one of which, if not met, would constitute an event of default (see section on "Event of default and acceleration" below). The second ratio is the ratio of operating cash flow to the total synthetic debt service on the Term Loan. GET SE is required to ensure that at each six-monthly test date after 31 December 2007, this ratio is not less than 1.25. For the purposes of this test, the ratio is calculated taking into account the hypothetical amortisation on the Term Loan and on the basis of a rolling 12 month period prior to the date of the test. Failure to meet this ratio on a six-monthly testing date would lead to restrictions on the use of the Group's excess available cash flow on the date of the next interest payment on the Term Loan until such time as the test is met once again. These restrictions include, in particular, the ability of the Eurotunnel Group to pay dividends and to finance new activities. Failure to meet this test on three consecutive six monthly testing dates would trigger a prepayment event, under which the Group's excess available cash flow would have to be used towards prepayment of the Term Loan until the testing date on which the ratio is met once again.

Voluntary prepayment of the Term Loan

Clause 7.2 of the credit agreements provide for voluntary prepayments to be made on the Term Loan for a minimum amount of £5 million or €7.5 million, without penalties but subject to the payment of certain market standard prepayment premia.

Guarantees and security relating to the Term Loan

Guarantees:

Under the Intercreditor Deed, the main companies in the Group each jointly and severally guarantee the obligations of FM and CTG as borrowers of the Term Loan vis-à-vis the lenders, the arrangers and the hedging counterparties of the Term Loan.

Security granted by Eurotunnel Group under French law:

(i) assignment of trade receivables by way of security under which (A) FM assigns the receivables held by it under the Concession Agreement and the Railways Usage Contract as well as its the trade receivables held by it against the freight transporters and coach operators, its insurance receivables and the intercompany receivables held by it against French companies of the Eurotunnel Group, (B) CTG assigns the same categories of receivables as FM with the exception of trade receivables owed by the freight transporters and coach operators and (C) other members of the Eurotunnel Group qualifying as guarantors assign their insurance receivables and intercompany receivables held against French companies of the Eurotunnel Group;

(ii) unregistered mortgages over FM's main real estate assets that are not the subject of short-or medium-term development projects;

(iii) a registered pledge over FM's rolling stock;

(iv) a pledge on all bank and investment accounts open in France under the name of any borrower or guarantor of the Term Loan;

(v) a pledge on shares in the Eurotunnel Group members held by the borrowers or guarantors of the Term Loan;

(vi) a pledge on the main Eurotunnel trademarks; and

(vii) a pledge on receivables held by FM under certain pieces of land comprised in the "ZAC 1" and which is the subject of long term construction leases (*baux à construction*).

Security granted by Eurotunnel Group under English law:

The main companies in the Group grant security over all of their assets held at the date of execution of the Term Loan as well as over their future assets and over certain of their contractual rights.

Security over the other assets of the Eurotunnel Group:

All of the shares of member companies of Eurotunnel Group that are not subject to security as described above (with the exception of Europorte SAS and its subsidiaries) are pledged by way of security for the obligations of the borrowers under the Term Loan and guarantors under the Intercreditor Deed.

Event of default and acceleration

The Term Loan contains a number of events of default which, in certain instances subject to grace periods, permit the lenders to declare the Term Loan immediately due and payable, to enforce the security, and/or to demand the implementation of the substitution mechanism provided for under the terms of the Concession.

The events of default include:

- any non-payment under the Term Loan;
- a failure to comply with any provision of the Term Loan, the Intercreditor Deed or related documents. These provisions impose restrictions on, among other things, indebtedness, acquisitions, disposals and other transfers, mergers, borrowings, and the granting of guarantees and new security by the companies of the Eurotunnel Group, and include, in particular:
  (i) a financial covenant which requires GET SE to ensure that at each six-monthly test date after 31 December 2007, a ratio of operating cash flow to total debt service on the Term Loan is not less than 1.10, such ratio being calculated by reference to a rolling 12 month period preceding the testing date; and
  (ii) certain undertakings and representations relating to the tax treatment of the Eurotunnel Group to the extent that a breach is reasonably likely to have a materially adverse effect on the financial position of FM, CTG or the Eurotunnel Group;
- a representation or warranty is made or deemed to have been made by a Borrower or a guarantor under the terms of the Term Loan, or any related finance document or any other document delivered by or on behalf of a Borrower or an Obligor under the terms of the finance documents (which contain representations and warranties that are customary for this type of document), which proves to have been incorrect or misleading at the time at which it was made or deemed to have been made;
- the occurrence of a cross default under any other indebtedness in excess of a specified amount of any of the companies within Eurotunnel Group (other than Groupe Eurotunnel SE);
- the inability of any borrower or guarantor to pay its debts as they fall due, the insolvency or the opening of any legal proceedings in relation to any borrower or guarantor under the Term Loan;
- the illegality or invalidity of the Term Loan, any related security or the subordination created under the Intercreditor Deed;
- Eurotunnel becoming permanently unable to carry on the business of operating the Tunnel, the destruction of the Tunnel, or the cessation of a material part of its business by a borrower or a guarantor;
- a guarantor ceasing to be a wholly-owned subsidiary of Groupe Eurotunnel SE;
- any act or omission of France or the United Kingdom which renders a borrower or guarantor under the Term Loan incapable of performing its obligations under the Term Loan and associated documents; and
- the occurrence of litigation (or similar proceedings) against any Eurotunnel Group member or its assets, which is reasonably likely (i) to be adversely determined against the relevant company and (ii) to have a material adverse effect on the financial condition of FM, CTG or Eurotunnel Group.

The Term Loan also includes other events of default which are customary for this type of financing.

The debt service cover ratio and the synthetic service cover ratio for Groupe Eurotunnel SE at 31 December 2014 were 1.76 and 1.58 respectively, and thus the financial covenants for the period were respected.

ii. Other loans

"Other loans" amounting to €38.2 million at 31 December 2014 in the above table represent:

- A bank loan drawn by Europorte SAS in 2012 in order to finance the purchase of locomotives by its subsidiaries. This loan bears interest at a fixed rate of 4.37% and is repayable over a period of seven years.
- A bank loan drawn by GB Railfreight Ltd in 2014 in order to finance the purchase of locomotives. This loan bears interest at a fixed rate of 4.241% and is repayable over a period of seven years.

iii. Finance leases

"Finance leases" amounting to €5.5 million at 31 December 2014 in the above table represent finance lease contracts entered into by GB Railfreight Ltd in 2012 in order to finance the purchase of locomotives. They are repayable over 10 years.

U.2 Interest rate exposure

The Eurotunnel Group has hedging contracts in place to cover its floating rate loans (tranches C_1 and C_2) in the form of swaps for the same duration and for the same value (EURIBOR against a fixed rate of 4.90% and LIBOR against a fixed rate of 5.26%). No premiums were paid to obtain these contracts. The nominal value of hedging swap is €953 million and £350 million.

These derivatives generated a charge of €63 million in 2014 which was accounted for in the income statement (2013: charge of €63 million).

In accordance with IAS 39, these derivatives have been measured at their fair value on the balance sheet:

€'000	Market value of hedging contracts 31 December 2014	31 December 2013	(*)Changes in market value
Contracts in euros	Liability of 869,535	Liability of 466,061	403,474
Contracts in sterling	Liability of 329,924	Liability of 160,864	169,060
Total	**Liability of 1,199,459**	**Liability of 626,925**	**572,534**

* *Recorded directly in equity.*

In accordance with IFRS 13, the Group takes into account credit risk (DVA) and counterparty risk (CVA) in the valuation of financial instruments. In practice, this recommendation particularly affects the valuation of derivatives to the extent that they are measured at fair value including a probabilistic weighting of estimated cash flows.

In the case of a default by the Eurotunnel Group, counterparties to the hedging contracts have priority over all holders of debt and securities and guarantees granted to holders of debt under the Concession Contract and the Intercreditor Deed. In this respect, the Group believes that the risk of loss for the counterparties in the event of default is insignificant and therefore has not recorded a discount to the fair value of hedging instruments under the DVA.

The table in note W.2 below gives the periods in which the cash flows associated with the derivatives are expected to occur, and the periods in which the amounts initially recognised in equity are expected to impact the income statement.

V. Matrix of class of financial instrument and recognition categories and fair value

The table below presents the carrying amounts and fair values of financial assets and financial liabilities and their level in the hierarchy of fair value. It does not include information about the fair value of financial assets and financial liabilities that are not measured at fair value to the extent that the carrying amount is a reasonable approximation of fair value.

At 31 December 2014

€'000		Carrying amount						Fair value			
Class of financial instrument	**Note**	**Assets at fair value through profit and loss**	**Available-for-sale financial assets**	**Loans and receivables**	**Hedging instruments**	**Liabilities at amortised cost**	**Total net carrying value**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value											
Other non-current financial assets	P.1	n/a	n/a	n/a	n/a	n/a	**n/a**	n/a	n/a	n/a	**n/a**
Financial assets not measured at fair value											
Other current and non-current financial assets				166,738			**166,738**	n/a	n/a	n/a	**n/a**
Trade receivables	P.2i			145,655			**145,655**	n/a	n/a	n/a	**n/a**
Cash and cash equivalents	P.3	384,723					**384,723**	384,723			**384,723**
Financial liabilities measured at fair value											
Interest rate derivatives					1,199,459		**1,199,459**		1,199,459		**1,199,459**
Financial liabilities not measured at fair value											
Financial liabilities	U					4,083,816	**4,083,816**			5,400,000	**5,400,000**
Trade payables	Y					199,635	**199,635**	n/a	n/a	n/a	**n/a**

On 28 June 2007, Eurotunnel took out a long-term loan totalling €3,810 million (nominal value at the end of the reporting period on 31 December 2014), from a banking consortium comprising Goldman Sachs International and Deutsche Bank AG, with a spread of 139 basis points. This debt is accounted for at its amortised cost.

The Term Loan is not quoted or traded on an active financial market and it is particularly difficult to identify any observable market equivalents, taking into account the specificities and characteristics of the Eurotunnel Group's debt and in particular its 30 to 40-year maturity profile (see note W.2 below).

The Group's estimate of the fair value of the long-term loan is based on a level 3 fair value.

The modelling techniques used involve the discounting of future cash flows determined at the calculation date. The discounting parameters are derived from a zero-coupon curve and an estimated credit spread based on a sample of comparable BBB rated companies (the Eurotunnel Group's rating has remained unchanged since 2007) with an adjustment to take into account the particularly long maturity of the Group's debt.

On this basis, the Eurotunnel Group estimates the fair value of the Term Loan to be €5,400 million compared to a carrying value at 31 December 2014 of €4,084 million. As an indication, if the rate used (including the credit spread) was 100 basis points higher, the fair value of the Term Loan would be approximately €700 million lower. With regard to the methodology used, the Eurotunnel Group does not prejudge the conditions that may be obtained on the market. Furthermore, the characteristics of the current funding agreements govern any prepayment or refinancing operations on the Term Loan, and the resulting gains that may arise for the Group.

At 31 December 2013

€'000		Carrying amount						Fair value			
Class of financial instrument	Note	Assets at fair value through profit and loss	Available-for-sale financial assets	Loans and receivables	Hedging instruments	Liabilities at amortised cost	Total net carrying value	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value											
Other non-current financial assets	P.1	n/a	n/a	n/a	n/a	n/a	**n/a**	n/a	n/a	n/a	**n/a**
Financial assets not measured at fair value											
Other current and non-current financial assets				157,466			**157,466**	n/a	n/a	n/a	**n/a**
Trade receivables	P.2i			130,600			**130,600**	n/a	n/a	n/a	**n/a**
Cash and cash equivalents	P.3	276,725					**276,725**	276,725			**276,725**
Financial liabilities measured at fair value											
Interest rate derivatives					626,925		**626,925**		626,925		**626,925**
Financial liabilities not measured at fair value											
Financial liabilities	U					3,929,478	**3,929,478**			4,900,000	**4,900,000**
Trade payables	Y					170,824	**170,824**	n/a	n/a	n/a	**n/a**

W. Financial risks

W.1 Exchange rate exposure

Approximately half of the Eurotunnel Group's revenues are denominated in sterling, whereas more than half of its operating expenses and capital expenditure are in euros. The Term Loan is denominated in sterling for a total of £1.467 billion and in euros for a total of €1.926 billion (at 31 December 2014). All the external financial instruments are denominated either in sterling or in euros. As a result, no exchange gain or loss can arise on revaluation of the external financial instruments. The residual foreign exchange risk relates to the revaluation of intra-group balances, the residual value of which at 31 December 2014 is €58 million; a 10% change in the euro/sterling parity would result in unrealised exchange gains or losses of approximately €6 million.

The Eurotunnel Group has and will continue to make every effort to closely match the currencies in which its revenues and costs are denominated and will use currency hedging transactions to manage its foreign exchange risk where necessary. Groupe Eurotunnel SE prepares its consolidated accounts in euros. Fluctuations in the value of the sterling/euro rates have an impact on the value in euros of revenues, costs and financial income and costs, as well as on elements of the Group's reported assets and liabilities. By way of example and all else being equal and on the basis of accounting information at 31 December 2014, the table below presents the effect that a change of plus or minus 10% in the exchange rate would have on the main financial indicators.

€ million	2014				2013			
Variation in exchange rate	**Rate**	**Published**	**+10%**	**– 10%**	**Rate**	**Published**	**+10%**	**– 10%**
Revenue	1.258	1,207	1,265	1,149	1.187	1,092	1,143	1,041
Operating margin (EBITDA)	1.258	498	530	465	1.187	449	478	420
Pre-tax profit	1.258	56	75	38	1.187	20	36	5
Equity	1.284	1,758	1,556	1,943	1.199	2,481	2,304	2,657

W.2 Liquidity risk

The contractual cash flow reflects the structure of the financial liabilities and confirms that Eurotunnel is able to meet its liquidity risks.

The contractual maturity profile of the financial liabilities (including interest payments and excluding the impact of offset agreements) is as follows:

At 31 December 2014

IN MILLIONS	**Accounting value**	**Contractual cash flow**	**12 months or less**	**1-5 years**	**5-10 years**	**10-20 years**	**20-30 years**	**30-40 years**
NON-DERIVATIVE FINANCIAL LIABILITIES								
Fixed Link: guaranteed sterling bank loans:								
Tranche A_1 – £(*)	930	(2,704)	(34)	(203)	(351)	(989)	(1,127)	–
Tranche B_1 – £	361	(960)	(39)	(117)	(117)	(231)	(364)	(92)
Tranche C_1 – £(**)	344	(996)	(15)	(78)	(89)	(191)	(196)	(427)
Total in sterling	**1,635**	**(4,660)**	**(88)**	**(398)**	**(557)**	**(1,411)**	**(1,687)**	**(519)**
Fixed Link: guaranteed euro bank loans:								
Tranche A_2 – €(*)	399	(933)	(16)	(91)	(148)	(384)	(294)	–
Tranche B_2 – €	598	(1,206)	(55)	(198)	(232)	(461)	(260)	–
Tranche C_2 – €(**)	938	(2,616)	(33)	(144)	(217)	(587)	(909)	(726)
Total in euros	**1,935**	**(4,755)**	**(104)**	**(433)**	**(597)**	**(1,432)**	**(1,463)**	**(726)**
Total Fixed Link bank loans (expressed in euros)	**4,035**	**(10,737)**	**(217)**	**(944)**	**(1,311)**	**(3,243)**	**(3,629)**	**(1,393)**
Europorte bank loans:								
In £	21	(30)	(3)	(12)	(15)	–	–	–
In €	17	(19)	(2)	(17)	–	–	–	–
Total Europorte bank loans (expressed in euros)	**44**	**(57)**	**(5)**	**(33)**	**(19)**	**–**	**–**	**–**
Total bank loans (expressed in euros)	**4,079**	**(10,794)**	**(222)**	**(977)**	**(1,330)**	**(3,243)**	**(3,629)**	**(1,393)**
DERIVATIVE FINANCIAL LIABILITIES								
Sterling interest rate swaps used for hedging	257	(365)	(15)	(43)	(62)	(99)	(105)	(41)
Euro interest rate swaps used for hedging	870	(833)	(46)	(173)	(179)	(203)	(189)	(43)
Total swaps (expressed in euros)	**1,199**	**(1,301)**	**(65)**	**(227)**	**(258)**	**(330)**	**(325)**	**(96)**
Net cash flow after hedging (expressed in euros)	**5,278**	**(12,095)**	**(287)**	**(1,204)**	**(1,588)**	**(3,573)**	**(3,954)**	**(1,489)**
SUPPLIERS AND OTHER CREDITORS								
In £	49	(49)	(49)	–	–	–	–	–
In €	137	(137)	(137)	–	–	–	–	–

* *Tranches A_1 and A_2 are indexed with inflation, and are presented in the liquidity table on the basis of the Group's medium and long term budgetary assumptions.*

** *Tranches C_1 and C_2 are at a variable rate of interest, and are presented in the liquidity table on the basis of a long-term interest rate at the end of the reporting period.*

At 31 December 2013

IN MILLIONS	Accounting value	Contractual cash flow	12 months or less	1-5 years	5-10 years	10-20 years	20-30 years	30-40 years
NON-DERIVATIVE FINANCIAL LIABILITIES								
Fixed Link: guaranteed sterling bank loans:								
Tranche A_1 – £(*)	908	(2,721)	(33)	(175)	(334)	(938)	(1,241)	–
Tranche B_1 – £	375	(999)	(39)	(132)	(117)	(232)	(310)	(169)
Tranche C_1 – £(**)	344	(1,130)	(14)	(67)	(106)	(237)	(238)	(468)
Total in sterling	**1,627**	**(4,850)**	**(86)**	**(373)**	**(558)**	**(1,407)**	**(1,789)**	**(636)**
Fixed Link: guaranteed euro bank loans:								
Tranche A_2 – €(*)	397	(977)	(16)	(82)	(148)	(382)	(349)	–
Tranche B_2 – €	614	(1,261)	(55)	(206)	(233)	(462)	(306)	–
Tranche C_2 – €(**)	938	(2,718)	(37)	(161)	(244)	(581)	(835)	(859)
Total in euros	**1,949**	**(4,956)**	**(108)**	**(450)**	**(624)**	**(1,424)**	**(1,490)**	**(859)**
Total Fixed Link bank loans (expressed in euros)	**3,901**	**(10,773)**	**(211)**	**(898)**	**(1,293)**	**(3,112)**	**(3,636)**	**(1,623)**
Europorte bank loans:								
In £	5	(9)	(1)	(4)	(4)	–	–	–
In €	17	(21)	(2)	(6)	(13)	–	–	–
Total Europorte bank loans (expressed in euros)	**23**	**(31)**	**(3)**	**(11)**	**(17)**	**–**	**–**	**–**
Total bank loans (expressed in euros)	**3,924**	**(10,804)**	**(214)**	**(909)**	**(1,310)**	**(3,112)**	**(3,636)**	**(1,623)**
DERIVATIVE FINANCIAL LIABILITIES								
Sterling interest rate swaps used for hedging	134	(272)	(16)	(54)	(44)	(64)	(63)	(31)
Euro interest rate swaps used for hedging	466	(809)	(42)	(155)	(151)	(209)	(195)	(58)
Total swaps (expressed in euros)	**627**	**(1,136)**	**(61)**	**(219)**	**(204)**	**(286)**	**(271)**	**(95)**
Net cash flow after hedging (expressed in euros)	**4,551**	**(11,940)**	**(275)**	**(1,128)**	**(1,515)**	**(3,398)**	**(3,907)**	**(1,718)**
SUPPLIERS AND OTHER CREDITORS								
In £	41	(41)	(41)	–	–	–	–	–
In €	121	(121)	(121)	–	–	–	–	–

* *Tranches A_1 and A_2 are indexed with inflation, and are presented in the liquidity table on the basis of the Group's medium and long term budgetary assumptions.*

** *Tranches C_1 and C_2 are at a variable rate of interest, and are presented in the liquidity table on the basis of a long-term interest rate at the end of the reporting period.*

The credit agreements allow, on condition that the debt service cover ratio is not less than 1.25, to apply for (i) a renewable credit line of up to €75 million, and (ii) a structurally subordinated additional credit line of up to £225 million (or equivalent in euros).

W.3 Interest rate risk exposure

The risk of an unfavourable movement in rates during the duration of the Term Loan is covered by the fact that tranches B_1 and B_2 are at a fixed rate of interest, tranches A_1 and A_2 which are indexed on inflation are at a fixed rate of interest, and tranches C_1 and C_2 are at a variable rate of interest but are covered by fixed/variable rate hedging contracts. Short-term receivables and debts are not at risk from interest rate exposure.

The contractual cash flows associated with the swaps are paid simultaneously with the contractual cash flows of the variable rate loans and the amount deferred in equity is recognised in profit or loss over the period where the interest on the debt affects the result.

A variation of +0.5% in rates would lead to a change in the portion accounted for in equity relating to the derivative instruments of €242 million. A variation of −0.5% in rates would lead to a change in the portion accounted for in equity relating to the derivative instruments of €277 million.

The notes in other financial assets carry a variable rate of interest and a change of +/− 0.5% in rate would lead to a change in financial income on the income statement of +/−€0.85 million.

W.4 Inflation risk

The inflation risk relates to the interest and the repayments of principal on the two indexed tranches (A_1 and A_2) respectively denominated in pounds and euros. By way of example, a variation of 1% in the inflation rate would have an impact of €16 million on the amount of the principal of these two tranches.

W.5 Credit risks

Credit risk represents the risk of financial loss to the Group in the event that a customer or counterparty to a financial instrument fails to honour its contractual obligations.

i. Trade receivables

The Group's exposure to customer credit risk arises from its customers in the United Kingdom and Eurozone countries, with the following exceptions:

- The Group's main customers, the Railways, accounted for 25% of the Group's revenue in 2014.
- Most of the Group's car customers pay for their tickets in advance, in particular via the internet; consequently, the credit risk in relation to these customers is very limited.

The Group applies a credit policy which requires that every new customer is subject to a credit check before being able to benefit from the Group's standard credit terms. The Group's credit risk exposure to account customers is managed by means of continuous monitoring of their financial situation and of their outstanding debt in regard to their credit limits and payment terms.

ii. Investments

The Group limits its credit risk exposure by only investing in i) short-term deposits and certificates of deposit with a maximum term of 6 months with counterparties with a minimum short-term rating of P-1 from Moody's or ii) in monetary SICAVs (the French equivalent of mutual funds) and money market funds with a minimum long-term rating of Aaa from Moody's or AAA from S&P.

Funds invested by the Group in any one monetary SICAV or money market fund should not exceed £100 million per SICAV or fund in pounds sterling or €120 million per fund or SICAV in euros. Investments in short term deposits or certificates of deposit should not exceed £65 million or €78 million with any one bank group.

iii. Credit risk exposure

The carrying value of the financial assets represents the maximum credit risk exposure. The maximum credit risk exposure at the end of the reporting period is as follows:

€'000	31 December 2014	31 December 2013
Financial assets	156,464	151,357
Trade receivables	145,655	130,600
Cash and cash equivalents	384,723	276,725
Total	**686,842**	**558,682**

Financial assets included the floating rate notes (see note P.1 above).

X. Provisions

€'000	1 January 2014	Charge to income statement	Release of unspent provisions	Provisions utilised	Exchange difference	31 December 2014
Restructuring	454		(454)			–
Other	453	1,632	(72)	(168)		1,845
Total	**907**	**1,632**	**(526)**	**(168)**	**–**	**1,845**

Y. Trade and other payables

€'000	31 December 2014	31 December 2013
Trade cash advances	1,571	1,671
Trade creditors and accruals	99,616	90,312
Taxation, social security and staff	71,244	62,370
Property, plant and equipment creditors and accruals	27,204	16,484
Trade payables (current)	**199,635**	**170,837**
Deferred income(*)	34,300	26,020
Other	5,280	4,985
Other payables (current)	**39,580**	**31,005**
Total	**239,215**	**201,842**

* *Deferred income is mainly composed of tickets issued but not yet used.*

Z. Commitments and contingent liabilities

GET SE, FM, CTG, Eurotunnel SE, EFL, ESGIE, ESL and EurotunnelPlus Limited each jointly and severally guarantee the obligations of FM and CTG in relation to the Term Loan. In order to guarantee these obligations, these companies have granted security as described in note U above.

AA. Operating lease contracts

AA.1 Leases granted

€'000	31 December 2014	31 December 2013
Less than one year	7,565	11,650
From one to five years	–	7,565
More than five years	–	–
Total	**7,565**	**19,215**

Leases granted relate to the maritime subsidiaries Euro-TransManche's commitments to lease the ferries (*Berlioz*, *Rodin* and *Nord-Pas-de-Calais*) to the SCOP (the third party company which operates in the cross-Channel market under the MyFerryLink name). The contracts were agreed with the lessee in June 2012 for a period of three years with effect from the date of delivery of the ferries and are renewed by tacit agreement. The amounts in the above table are calculated on the basis of contracts in place for the first three years.

Revenue of €11.6 million was accounted for in the year in relation to these contracts (2013: €10.2 million).

AA.2 Lease commitments

The contractual duration of non-cancellable operating lease contracts is set out in the table below:

€'000	31 December 2014	31 December 2013
Less than one year	23,358	22,251
From one to five years	56,862	53,869
More than five years	9,981	14,142
Total	**90,201**	**90,262**

These relate to the leasing commitments for rolling stock by the rail freight subsidiaries. At 31 December 2014, the contracts have a residual duration of up to 10 years and usually include options to renew at the end of the contractual period. In order to take into account changes in leasing market conditions, the rental amounts of certain contracts are reviewed every year.

During the year, leasing charges of €25.9 million were accounted for relating to rolling stock operating leases (2013: €24.2 million).

BB. Statutory auditors' fees

In application of decree number 2008-1487 dated 30 December 2008, the table below presents the statutory auditors' fees for the financial years ended 31 December 2013 and 2014 for all Eurotunnel Group companies.

€'000	2014	2013
Auditorship, certification and examination of individual and consolidated accounts	1,537	1,448
Other fees and services directly linked to the duties of the auditors	486	242
Total	**2,023**	**1,690**

CC. Related party transactions

CC.1 Eurotunnel Group subsidiaries

Within the Eurotunnel Group, all companies are fully consolidated at 31 December 2014, except for ElecLink as described in note O above.

The regulated agreements and commitments between GET SE and the Group's consolidated subsidiaries are set out in the statutory auditors' special report on regulated agreements and commitments in paragraph 16.9.5 of the 2014 Registration Document.

CC.2 Related parties with a significant influence on the Group

During the financial restructuring in 2007, the Eurotunnel Group concluded interest rate hedging contracts with financial institutions, in the form of swaps (see note U above). Goldman Sachs International was one of the counterparties to these hedging contracts, and at 31 December 2014 held 2.7% of the contracts, representing a charge of €1.7 million in 2014 and a liability of €32.4 million at 31 December 2014.

Two of Goldman Sachs's infrastructure funds (GS Global Infrastructure Partners I, L.P., and GS International Infrastructure Partners I, L.P., together known as GSIP) hold approximately 15.5% of GET SE's share capital at 31 December 2014.

CC.3 Remuneration of board members and senior executives

The amount of remuneration paid to members of the board of directors and senior directors is included in note G above.

DD. Events after the reporting period

See note A above.

20.3.2 GROUPE EUROTUNNEL SE PARENT COMPANY FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2014 AND THE STATUTORY AUDITORS' REPORT THEREON

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CONTENTS OF THE PARENT COMPANY FINANCIAL STATEMENTS[1]

(1) *Groupe Eurotunnel SE's parent company financial statements are prepared in accordance with French accounting standards.*

REPORT OF THE STATUTORY AUDITORS ON THE ANNUAL PARENT COMPANY FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2014

This is a free translation into English of the statutory auditor's report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users. The statutory auditor's report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditor's assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by annual general meeting, we hereby report to you, for the year ended 31 December 2014, on:
- the audit of the accompanying financial statements of Groupe Eurotunnel SE (Ex Groupe Eurotunnel SA);
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

1 Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at 31 December 2014 and of the results of its operations for the year then ended in accordance with French accounting principles.

2 Justification of our assessments

In accordance with the requirements of article L.823-9 of the French Commercial Code (Code de commerce), we bring to your attention the following matter.

Note B.3 and D of the financial statements relating to the investments in subsidiary undertakings presents the approaches of the company relating to the value in use of the investments and the other financial assets. We assessed the approaches used by the company and the appropriateness of the information given in this note to the financial statements.

These assessments were made as part of our audit of the financial statements, taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

3 Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of article L.225-102-1 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company, from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders (and holders of the voting rights) has been properly disclosed in the management report.

Statutory auditors

Paris La Défense, 17 March 2015

KPMG Audit
Division of KPMG S.A.

Fabrice Odent
Partner

Courbevoie, 17 March 2015

Mazars

Jean-Marc Deslandes
Partner

STATEMENT OF FINANCIAL POSITION

		31 December 2014			31 December 2013
€'000	Note	Gross	Impairment	Net	Net
ASSETS					
Intangible assets	C	116,552	–	116,552	116,552
Investments in subsidiary undertakings	D	1,477,389	1	1,477,388	1,477,388
Loans	E.1	2,136,839	65,478	2,071,361	2,038,311
Treasury shares	F	31,692	–	31,692	35,316
Other		76	–	76	76
Fixed assets		**3,762,548**	**65,479**	**3,697,069**	**3,667,643**
Advances and deposits		323	–	323	47
Trade receivables and related accounts		7	–	7	–
Receivables from Government and other public bodies		1,955	–	1,955	1,908
Other receivables		24	–	24	70
Group and associates	E.3	15,829	–	15,829	13,464
Other financial assets	E.1	27,361	–	27,361	25,302
Investments in securities	G	55,107	–	55,107	99,477
Cash and cash equivalents	G	17,448	–	17,448	6,801
Current assets		**118,054**	**–**	**118,054**	**147,069**
Prepaid expenses		463	–	463	111
Exchange adjustment asset		13,046	–	13,046	4,028
Total assets		**3,894,111**	**65,479**	**3,828,632**	**3,818,851**
LIABILITIES					
Share capital	H.1			220,000	220,000
Share premium	H.2			1,711,796	1,711,796
Legal reserve	H.2			22,422	22,422
Special reserve and other reserves	H.2			598,797	598,797
Retained earnings	H.2			404,280	483,277
Result for the year	H.2			98,809	1,889
Total equity and shareholders' funds				**3,056,104**	**3,038,181**
Provision for risk and charges	I			17,109	9,558
Financial liabilities				9	3
Group and associates	E.2			689,748	743,117
Trade payables				8,318	8,202
Tax and social security liabilities				5,043	2,404
Other liabilities				112	115
Debts(*)				**703,230**	**753,841**
Exchange adjustment liability				52,189	17,271
Total liabilities				**3,828,632**	**3,818,851**

* *More than one year with third parties: none (2013: none).*

The notes form an integral part of the annual financial statements.

INCOME STATEMENT

€'000	Note	2014	2013
Operating revenue			
Revenue from sale of services	J	17,586	12,761
Cost transfer		2,545	3,123
Total operating revenue		**20,131**	**15,884**
Operating expenses			
Purchases and external costs	K	(13,018)	(12,249)
Salaries and charges	L	(4,285)	(2,778)
Taxes		(413)	(318)
Depreciation and provisions		(2,615)	(3,136)
Other expenses		(619)	(537)
Total operating expenses		**(20,950)**	**(19,018)**
Operating result		**(819)**	**(3,134)**
Financial income			
Income from investments in subsidiary undertakings		100,641	–
Interest and similar income	N	36,973	33,710
Release of provisions		–	2,796
Net income on sales of investments		33	20
Exchange gains	M	490	1,617
Total financial income		**138,137**	**38,143**
Financial charges			
Depreciation and provisions	O	(28,505)	(30,589)
Interest and similar charges	N	(10,566)	(8,467)
Exchange losses	M	(224)	(1,200)
Total financial charges		**(39,295)**	**(40,256)**
Financial result		**98,842**	**(2,113)**
Exceptional result	P	3,536	8,983
Tax	Q	(2,750)	(1,847)
Net result for the year		**98,809**	**1,889**

The notes form an integral part of the annual financial statements.

NOTES TO THE FINANCIAL STATEMENTS

The conversion of Groupe Eurotunnel SA into a European company, as voted by the shareholders combined ordinary and extraordinary general meeting held on 29 April 2014, took effect on 26 December 2014, the date on which the French trade and companies registry registered the company as a European company. The conversion does not result in the creation of a new legal entity. The duration of the company, the dates of the accounting period, the share capital, the registered office and the purposes of the company remain unchanged. The terms of the current mandates of the company's directors and statutory auditors have been confirmed within the European company.

Groupe Eurotunnel SE is the consolidating entity of the Eurotunnel Group, whose registered office is at 3 rue La Boétie, 75008 Paris, France and whose shares are listed on Euronext Paris and on NYSE Euronext London. The term "Groupe Eurotunnel SE" or "GET SE" refers to the holding company which is governed by French law. The term "Group" or "the Eurotunnel Group" refers to Groupe Eurotunnel SE and all its subsidiaries.

The main activities of the 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), as well as rail freight and maritime activities.

GET SE provides various services to its subsidiaries such as administrative and financial management, corporate strategy and shareholder relations. In 2014, GET SE charged its subsidiaries €17.6 million for these services, of which €14.1 million was charged to the Concessionaires.

A. Important events

A.1 Maritime activity: procedure before the UK Competition and Markets Authority

SeaFrance was liquidated on 9 January 2012. In July 2012, Eurotunnel purchased three ferries as part of the asset disposal procedure conducted by the French Tribunal de Commerce, and sub-contracted the operation of the ferries to an independent company, SCOP SeaFrance. The ferries are owned by three subsidiaries of Euro-TransManche Holding SAS, and the commercial activity is carried out by another subsidiary of Euro-TransManche Holding SAS, MyFerryLink SAS.

On 9 January 2015, the Competition Appeal Tribunal rejected the appeal made by the Eurotunnel Group and SCOP SeaFrance and confirmed the decision of the Competition and Markets Authority that the Eurotunnel Group must cease operating these ferries out of the port of Dover within the next six months. The decision of the Competition and Markets Authority was based on the assumption that the Eurotunnel Group had acquired SeaFrance's business, an interpretation that the Group has always contested.

The Eurotunnel Group decided not to appeal this decision and announced that it intends to seek a buyer for MyFerryLink and the three ferries. Due to the condition imposed by the Tribunal de Commerce at the time of their purchase in 2012 prohibiting the sale of the ferries within a period of five years, any such sale before 2017 would need to be authorised by the Tribunal.

These decisions, which were taken after the end of the 2014 financial year, do not impact the consolidated financial statements at 31 December 2014.

GET SE financed the acquisition and rehabilitation of these assets, and assures the financing of this new activity. The resulting intra-group loan between GET SE and its Euro-TransManche Holding SAS subsidiaries stood at €139 million at 31 December 2014.

At 31 December 2014, GET SE accounted for a depreciation of €19.5 million in relation to this loan, corresponding to the losses incurred by this activity in 2014, in addition to the €46 million depreciation already accounted for relating to the 2012 and 2013 financial years.

On 6 February 2015, SCOP was granted permission by the UK Court of Appeal to appeal the decision of the Competition Appeal Tribunal.

A.2 Dividend

In 2014, GET SE received a dividend of £80 million (€101 million) from its subsidiary The Channel Tunnel Group Limited.

B. Accounting methods and policies

The annual accounts have been prepared in accordance with the laws and regulations in force in France. Transactions are recorded in the accounts are valued in accordance with the historical cost convention and the accounts are prepared on the going concern basis.

B.1 Use of estimates

The preparation of 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 board of directors periodically reviews its valuations and estimates based on its experience and various other factors considered relevant for the determination of reasonable and appropriate estimates of the assets' and liabilities' carrying value.

The actual results could differ significantly from these estimates depending on different conditions and hypotheses. The use of estimations concerns mainly the valuation of investments in subsidiary undertakings and of associated debts and loans.

B.2 Valuation of intangible assets

Intangible assets consist of goodwill (see note C below). A provision for depreciation is recorded when the value in use of the underlying assets to which the goodwill is allocated is less than its accounting value.

B.3 Valuation of investments in subsidiary undertakings

GET SE assesses the value in use of its investments in subsidiary undertakings on the basis of several criteria, such as the net book value of the asset, the adjusted book value of the asset, the discounted net financing cash flows, or external evaluations. A depreciation of intra-group loans where applicable or a provision for impairment may be made when the net assets of the subsidiary undertaking is negative.

B.4 Investments in securities

Investments are stated in the statement of financial position at cost. If the market value is lower than the acquisition cost, a provision for depreciation is booked for the difference. "Investments in securities" and "Cash and cash equivalents" include any accrued interest due thereon.

B.5 Treasury shares

GET SE holds its own shares acquired as part of a share buy back programme and a liquidity contract.

Treasury shares which are reserved explicitly for a share option plan are accounted for as investments in securities at their purchase price.

In the absence of an explicit allocation to staff or to a share capital reduction, the shares purchased as part of the buy back programme are accounted for at cost in financial fixed assets.

Shares acquired as part of the liquidity contract, the aim of which is to reduce excessive volatility in GET SE's shares, are accounted for at cost in investments and the gain or loss on sale of these shares is calculated on a FIFO basis.

At the end of the financial year, these shares are valued on the average share price during the last month. A provision is made if this valuation is below the book value, except for those shares which are allocated to stock option plans, the free shares and shares that are to be cancelled.

B.6 Share-based payments

As part of the share option plan, GET SE makes a provision for risk and charges relating to share option grants as soon as it is probable that there will be an outflow of resources from the business in the future. When treasury shares are granted as part of a share option plan, a provision is made for the difference between the exercise price proposed to the beneficiaries and the net accounting value of the treasury shares granted.

B.7 Tax integration convention

Under the terms of the group tax integration convention, tax charges are recognised in the individual financial statements of consolidated companies, on a stand-alone basis. Any tax savings or losses realised by the Group are recognised immediately in the parent company's income statement for the financial year.

B.8 Provisions

Provisions are recognised when there exists a legal or constructive obligation stemming from a past event and when the future cash flows can be reliably estimated.

B.9 Conversion of receivables and payables denominated in foreign currencies

Receivables and payables denominated in foreign currencies are accounted for on the basis of the exchange rate on the date of the transaction, and are then re-valued at the rate prevailing at the end of the reporting period.

Unrealised exchange differences resulting from this revaluation are recorded in the cumulative translation reserve. A provision for risks and charges is recognised if the conversion shows unrealised losses.

C. Goodwill

The goodwill of €116,552,000 which resulted from the merger of TNU SA into GET SE in 2009 was accounted for as an intangible asset.

D. Investments in subsidiary undertakings

At 31 December 2014, shares in subsidiary undertakings are analysed as follows:

€'000	Gross value at 31 December 2013	Gross value at 31 December 2014	Depreciation	Net accounting value at 31 December 2014
Channel Tunnel Group Limited (CTG)	1,163,879	1,163,879	–	1,163,879
Cheritons	33	33	–	33
Europorte SAS	72,674	72,674	–	72,674
Euro-TransManche Holding SAS (ETMH)	1	1	1	–
Eurotunnel Agent Services Limited (EASL)	–	–	–	–
Eurotunnel Developments Limited (EDL)	–	–	–	–
Eurotunnel Finance Limited (EFL)	1	1	–	1
Eurotunnel Management Services Limited (EMSL)	–	–	–	–
Eurotunnel Services GIE (ESGIE)	1	1	–	1
France Manche SA (FM)	239,450	239,450	–	239,450
GET Elec Limited	–	–	–	–
Société Immobilière et Foncière Eurotunnel (SIFE)	1,350	1,350	–	1,350
Total	**1,477,389**	**1,477,389**	**1**	**1,477,388**

The key financial information for subsidiaries is presented in the following table:

	Revenue	Equity				Percentage of capital held		Carrying value of shares (€'000)		
IN THOUSANDS	(excluding tax)	Share capital	Other equity (excluding the result for the year)	Result for the year	Total equity	Directly	Directly and indirectly	Gross	Net	Security and guarantees given by the company
CTG £	332,771	95,857	(22,339)	25,712	**99,230**	100%	100%	1,163,879	1,163,879	(*)
EASL £	–	–	819	340	**1,158**	100%	100%	–	–	(*)
EDL £	–	7,257	(11,615)	–	**(4,358)**	100%	100%	–	–	(*)
EFL £	–	1	–	–	**1**	79%	100%	1	1	(*)
EMSL £	140	–	7	13	**20**	100%	100%	–	–	(*)
Cheritons £	–	4	81	–	**85**	100%	100%	33	33	(*)
GET Elec £	–	–	(1,029)	(128)	**(1,157)**	100%	100%	–	–	(*)
Total in £	**332,912**	**103,119**	**(34,077)**	**25,937**	**94,979**			**1,163,913**	**1,163,913**	
ESGIE €	112,552	2	–	–	**2**	38%	100%	1	1	(*)
ETMH €	494	1	(49,901)	(24,993)	**(74,893)**	100%	100%	1	1	(*)
Europorte €	7,188	48,000	(5,682)	6,066	**48,385**	100%	100%	72,674	72,674	(*)
FM €	427,233	95,857	7,545	21,111	**124,512**	100%	100%	239,450	239,450	(*)
SIFE €	–	525	797	(6)	**1,316**	100%	100%	1,350	1,350	(*)
Total in €	**547,465**	**144,384**	**(47,241)**	**2,178**	**99,321**			**313,476**	**313,476**	

* *This information is provided in note S below.*

The value in use of the investments in subsidiary undertakings in France Manche SA and Channel Tunnel Group Limited has been assessed taking into account the most recent valuation of the Concession.

The value in use of the investments in subsidiary undertakings in Europorte SAS has been assessed taking into account the specific characteristics of the activities of each of its subsidiaries:
- for the French subsidiaries, the value of assets is assessed by reference to independent external studies, and
- for the British subsidiary, the value in use is assessed on the basis of the most recent business plan.

The value in use of Euro-TransManche Holding SAS's investments in subsidiary undertakings has been assessed on the basis of the share of equity.

E. Group and associates

E.1 Other financial assets

€'000		31 December 2014	31 December 2013
Other non-current financial assets:			
Amended bond debt (ABD):			
– Channel Tunnel Group Limited	(*)	289,333	268,941
– France Manche SA	(*)	1,127,062	1,138,659
Sub-total ABD		**1,416,395**	**1,407,600**
NRS Redemption Premium Debt: France Manche SA	(*)	100,373	100,373
NRS Redemption Premium Debt: Channel Tunnel Group Limited	(*)	150,887	140,969
NRS Commission Loan: France Manche SA	(*)	80,200	80,200
Intra-group loan: Eurotunnel Agent Services Limited		154,983	150,375
Intra-group loan: GET Elec Limited		10,897	5,930
Intra-group loan: Euro-TransManche Holding SAS		139,009	119,532
Intra-group loan: Europorte SAS		84,095	79,323
Gross total		**2,136,839**	**2,084,302**
Depreciation of intra-group loan to Euro-TransManche Holding SAS (see note A.1 above)		(65,478)	(45,991)
Net total		**2,071,361**	**2,038,311**
Other current financial assets:			
Accrued interest on the ABD: Channel Tunnel Group Limited	(*)	6,722	6,625
Accrued interest on the ABD: France Manche SA	(*)	17,991	16,287
Sub-total accrued interest on ABD		**24,713**	**22,912**
Accrued interest on loan to Eurotunnel Agent Services Limited		174	207
Accrued interest on NRS Commission Loan: France Manche SA	(*)	2,364	2,099
Accrued interest on loan to Europorte SAS		110	84
Total		**27,361**	**25,302**

* *These receivables (totalling €1,774,932,000) are governed by the Master Intra-Group Debt Agreement as described in chapter 22 of the 2014 Registration Document. This agreement is intended to harmonise (i) the rules for current accounts between Group companies, (ii) the interest rates of the various intra-group debts and (iii) where possible, the other conditions of these intra-group debts in order to facilitate the financial and accounting management of Group companies and to reflect the financial policy between the Group's companies. This agreement falls within the scope of R. 225-31 of the French Commercial Code relating to regulated agreements and commitments.*

Amended Bond Debt (ABD)

The ABD corresponds to the original bond holdings purchased by EGP as part of the 2007 financial restructuring with the proceeds from the issue of the NRS. This receivable was transferred by EGP to GET SE in 2008 and in 2009 on the basis of a valuation by an expert. The ABD, the nominal value of which at 31 December 2014 was €1,361 million and £242 million, is accounted for by GET SE taking into account the discount on its purchase.

During 2014, €14 million was paid to GET SE by France Manche SA in respect of a partial repayment of the ABD, which generated an exceptional profit of €2.4 million relating to the share of the discount realised by GET SE (see note P below).

The ABD bears interest at EONIA +1% for the receivable from France Manche SA and at LIBOR +1% for the receivable from Channel Tunnel Group Limited. The ABD is subordinate to the Group's external financial liabilities supported by France Manche SA and Channel Tunnel Group Limited, the contractual termination date for which is 2050.

NRS Redemption Premium Debts

The NRS Redemption Premium Debts correspond to the premium of 40% paid by EGP on the early cash redemption of the NRS I in April and July 2008 and which was due from France Manche SA and Channel Tunnel Group Limited to EGP in accordance with the terms of the ABD.

The NRS Redemption Premium Debts carry interest at EONIA +1% for the receivable from France Manche SA and LIBOR +1% for the receivable from Channel Tunnel Group Limited.

NRS Commission Loan

The NRS Commission Loan corresponds to the amount due by France Manche SA relating to commissions paid by EGP as part of the financial restructuring in 2007.

The NRS Commission Loan bears interest at EONIA +1%.

Intra-group loan: Eurotunnel Agent Services Limited

This loan, which comprises a euro tranche (€84.9 million) and a sterling tranche (€70.1 million or £54.6 million), was made by GET SE to its subsidiary Eurotunnel Agent Services Limited as part of the financing of the acquisition by the Group in 2011 and 2012 of the floating rate notes as described in note P.1 to the Group's consolidated accounts.

This loan bears interest at the same rate and with the same conditions as the floating rate notes acquired by Eurotunnel Agent Services Limited, i.e. EURIBOR +3.25% for the euro tranche and LIBOR +3.25% for the sterling tranche. The final maturity of this loan is 2050.

Intra-group loan: Euro-TransManche Holding SAS

The intra-group loan made by GET SE to its subsidiary Euro-TransManche Holding SAS (the holding company for the Group's maritime activities) was made in order to finance the acquisition of certain assets from the former SeaFrance group, the rehabilitation of the ferries and to meet the ongoing cash flow requirements of this new activity (see note A.1 above). At 31 December 2014, this loan amounted to €139 million and had been depreciated by €65.5 million corresponding to the consolidated losses of the maritime segment.

This loan bears interest at EONIA +1% and is repayable on demand by GET SE.

Intra-group loan: Europorte SAS

The intra-group loan made by GET SE to its subsidiary Europorte SAS (the holding company for the Group's rail freight activities) falls into three categories:

- Financing of the acquisition of shareholdings in Europorte SAS's subsidiaries. At 31 December 2014 this amounted to €7 million (31 December 2013: €13 million).
- Financing for the capital investments of Europorte's subsidiaries, in particular the acquisition of rolling stock. At 31 December 2014 this amounted to €32 million (31 December 2013: €34 million).
- Financing of the ongoing cash flow requirements of Europorte's subsidiaries. At 31 December 2014 this amounted to €45 million (31 December 2013: €32 million).

This loan bears interest at EONIA +1% and is repayable on demand by GET SE or Europorte SAS.

Intra-group loan: GET Elec Limited

In order to finance the ElecLink project, GET SE has made a loan to its subsidiary GET Elec Limited which in turn has made a loan to ElecLink Limited in the form of a shareholder advance. At 31 December 2014, the loan amounted to €10.9 million (£8.5 million). The loan, which bears no interest, was authorised by GET SE's board of directors on 13 January 2012 and approved at the general meeting of shareholders on 15 May 2013.

E.2 Debt with other Group companies

€'000		31 December 2014	31 December 2013
Debt relating to the Funding Loan: France Manche SA	(*)	197,784	197,498
Debt relating to the Funding Loan: Channel Tunnel Group Limited	(*)	139,195	130,069
Current account: GB Railfreight Limited		15	17
Current account: Eurotunnel Services Limited		32	–
Current account: Eurotunnel Management Services Limited		202	–
Current account: France Manche SA	(*)	352,520	415,533
Total		**689,748**	**743,117**

* *These debts (totalling €689,499,000) are governed by the "Master Intra-Group Debt Agreement".*

Debt relating to the Funding Loan

These debts correspond to the advances made by France Manche SA and Channel Tunnel Group Limited to EGP as part of the financial restructuring in 2007. The Funding Loans carry interest at EONIA +1% for the loan from France Manche SA and at LIBOR +1% for the loan from Channel Tunnel Group Limited. The amount included in the accounts relating to the Funding Loan from France Manche SA corresponds to the nominal value of the debt (€195,229,000) plus the accrued interest (€2,256,000) and the amount included in the accounts relating to the Funding Loan from Channel Tunnel Group Limited corresponds to the nominal value of the debt (€137,194,000 or £106,861,000) plus the accrued interest of €2,000,000.

E.3 Receivables from other Group companies

€'000	31 December 2014	31 December 2013
France Manche SA	9,329	8,303
Eurotunnel Services GIE	724	–
Eurotunnel Services Limited	228	–
Centre International de Formation Ferroviaire de la Côte d'Opale SAS	268	4
Europorte SAS	1,167	112
Channel Tunnel Group Limited	1,722	1,219
Eurotunnel Management Services Limited	196	17
Europorte France SAS	63	814
Socorail SAS	77	1,051
Europorte Proximité SAS	4	76
Eurosco SAS	76	80
GB Railfreight Limited	722	601
Euro-TransManche Holding SAS	279	274
MyFerryLink SAS	1	818
Euro-TransManche 3 SAS	337	–
Euro-TransManche 3 BE SAS	636	93
Euro-TransManche 3 NPC SAS	–	2
Total	**15,829**	**13,464**

Receivables from other Group companies relate mainly to the invoicing of management fees.

F. Treasury shares

The movements in the number of treasury shares held during the year were as follows:

	Number of shares					€'000				
	(*) Investments in securities			Financial assets		(*) Investments in securities			Financial assets	
	Allocated to plans	Liquidity contract	Total	Other	TOTAL	Allocated to plans	Liquidity contract	Total	Other	TOTAL
At 1st January 2014	5,215,450	220,000	**5,435,450**	6,000,000	**11,435,450**	28,241	1,633	**29,874**	35,316	**65,190**
Shares transferred to staff (free shares)	(667,430)		**(667,430)**		**(667,430)**	(3,884)		**(3,884)**		**(3,884)**
Exercise of stock options	(533,500)		**(533,500)**		**(533,500)**	(2,818)		**(2,818)**		**(2,818)**
Allocated to plans	618,350		**618,350**	(618,350)	**–**	3,624		**3,624**	(3,624)	**–**
Net purchase/(sale) under liquidity contract		(120,000)	**(120,000)**		**(120,000)**		(568)	**(568)**		**(568)**
At 31 December 2014	**4,632,870**	**100,000**	**4,732,870**	**5,381,650**	**10,114,520**	**25,163**	**1,065**	**26,228**	**31,693**	**57,920**

* *See note G below.*

At 31 December 2014, GET SE held 10,014,520 treasury shares as part of the share buyback programme renewed by the general meeting of shareholders and implemented by decision of the board of directors on 29 April 2014. 4,632,870 of these shares are allocated to cover share option plans and the grant of free shares, whose implementation was approved by the general meeting of shareholders in 2010, 2011 and 2014.

G. Investments in securities and cash and cash equivalents

This includes mainly short-term investments in certificates, deposit accounts and money market funds.

€'000	31 December 2014	31 December 2013
Treasury shares (see note F above)	26,228	29,874
Investments in sterling	–	7,205
Investments in euros	28,867	62,377
Accrued interest on securities	12	21
Sub-total	**55,107**	**99,477**
Cash at bank and in hand	17,448	6,801
Total	**72,555**	**106,278**

At 31 December 2014, GET SE held 100,000 treasury shares purchased by Oddo et Cie under the liquidity contract. At 31 December 2014, the value of these shares amounted to €1,070,000 (31 December 2013: €1,681,000) compared to a cost of acquisition of €1,065,000 (31 December 2013: €1,633,000).

H. Equity

H.1 Share capital

At 31 December 2014, the issued share capital of GET SE amounted to €220,000,000.00 divided into 550,000,000 fully paid-up GET SE ordinary shares with a nominal value of €0.40 each, unchanged compared to 31 December 2013.

H.2 Statement of changes in equity

€'000	Share capital	Share premium account	Legal reserve	Other reserves	Retained earnings	Result for the year	Total
At 1 January 2013	220,000	1,711,796	22,422	598,797	539,119	9,347	**3,101,481**
Payment of dividend					(55,842)	(9,347)	**(65,189)**
Result for the year						1,889	**1,889**
At 31 December 2013	**220,000**	**1,711,796**	**22,422**	**598,797**	**483,277**	**1,889**	**3,038,181**
Payment of dividend					(78,997)	(1,889)	**(80,886)**
Result for the year						98,809	**98,809**
At 31 December 2014	**220,000**	**1,711,796**	**22,422**	**598,797**	**404,280**	**98,809**	**3,056,104**

H.3 Employee share option plans

i. Share options

Share option plan (treated as an equity instrument)

On 26 May 2010, the general meeting of shareholders authorised the board of directors to grant, in one or several allocations, options over shares in the company to executives and senior staff of GET SE and its subsidiaries, during a period the duration of which is fixed at 38 months from 26 May 2010. The total number of options may not give the right to more than 3,900,000 shares of a nominal value of €0.40 each. The board of directors has allocated 3,900,000 shares held under the share buyback programme to these options. Under this scheme, the board of directors have approved three grants of share options: on 16 July 2010, 21 July 2011 and 20 July 2012.

Characteristics and conditions of the share option plans

The characteristics and conditions attached to the attribution of the share options are as follows:

Date of grant / main staff concerned	Number of options	Conditions for acquiring rights	Vesting period
Options granted to key executives and senior staff on 16 July 2010	1,164,000	Staff must remain as employees of the Group until the exercise of options. Performance conditions: 50% of options are subject to conditions based on the financial performance of the Group (distribution of a dividend, consolidated EBITDA in 2010 and 2011 above a predetermined level). The performance conditions have been met. Market performance condition: 50% of options are conditional on the GET SA share price performing better than the SBF120 index. The performance conditions have been met.	4 years
Options granted to key executives and senior staff on 21 July 2011	1,430,000	Staff must remain as employees of the Group until the exercise of options. Performance conditions: 50% of options are subject to conditions based on the financial performance of the Group (distribution of a dividend, consolidated EBITDA in 2011 and 2012 above a predetermined level). The performance conditions have been met. Market performance condition: 50% of options are conditional on the GET SA share price performing better than the SBF120 index. The market conditions have not been met.	4 years
Options granted to key executives and senior staff on 20 July 2012	1,405,000	Staff must remain as employees of the Group until the exercise of options. Performance conditions: 50% of options are subject to conditions based on the financial performance of the Group (distribution of a dividend, consolidated EBITDA in 2012 and 2013 above a predetermined level). The performance conditions have been met. Market performance condition: 50% of options are conditional on the GET SA share price performing better than the SBF120 index. The market condition for 2012 was not met. The market condition for 2013 has been met.	4 years

Information on the share option plans

The number and the average weighted exercise price of the share options are as follows:

	2014		2013	
	Average weighted exercise price (in euros)	Number of options	Average weighted exercise price (in euros)	Number of options
In issue at 1 January	6.66	2,723,750	6.72	3,539,000
Granted during the year	–	–	–	–
Renounced during the year	6.57	(26,000)	6.82	(133,000)
Exercised during the year	6.42	(533,500)	–	–
Expired during the year	–	–	6.92	(682,250)
In issue at 31 December	**6.72**	**2,164,250**	**6.66**	**2,723,750**
Exercisable at 31 December	6.42	470,500	–	–

Of the 2,164,250 options in issue au 31 December 2014:

- 470,500 are exercisable, subject to staff remaining as employees of the Group, at a price of €6.42 until July 2020,
- 671,500 will be exercisable, subject to staff remaining as employees of the Group, at a price of €7.52 between July 2015 and July 2021, and
- 1,022,250 will be exercisable, subject to staff remaining as employees of the Group, at a price of €6.33 between July 2016 and July 2022.

ii. Free shares

Following the approval by the general meeting of shareholders on 28 April 2011 of the plan to issue existing free shares, GET SE's board of directors decided on 26 April 2012 to make a second grant for a total of 1,102,360 GET SE Shares (310 shares per employee) to all employees of GET SE and its related companies with the exception of executive and corporate officers. The definitive acquisition of these shares by the employees is subject to their remaining in employment with the Group for a minimum period of 4 years.

On 26 April 2014, 667,430 free shares issued in 2012 were acquired by employees.

Following the approval by the general meeting of shareholders on 29 April 2014 of the plan to issue existing free shares, GET SE's board of directors decided on 29 April 2014 to grant a total of 369,100 GET SE Shares (100 shares per employee) to all employees of GET SE and its related companies with the exception of executive and corporate officers. The definitive acquisition of these shares by the employees is subject to their remaining in employment with the Group and they cannot be sold for a minimum period of 4 years.

Number of shares	2014	2013
In issue at 1 January	1,254,090	1,700,470
Granted during the year	369,100	–
Renounced during the year	(25,340)	(35,070)
Acquired during the year	(667,430)	(411,310)
Expired during the year	–	–
In issue at 31 December	**930,420**	**1,254,090**

iii. Preference shares convertible into ordinary shares

Preference share plan (treated as an equity instrument)

On 29 April 2014, the general meeting of shareholders authorised the board of directors to grant to executives and senior staff of GET SE and its subsidiaries preference shares with a nominal value of €0.01 each with no voting rights which are convertible into GET SE ordinary shares subject to performance conditions at the end of a four-year period. The total number of preference shares may not give the right to more than 1,500,000 ordinary shares of a nominal value of €0.40 each. Under this scheme, the board of directors approved on 29 April 2014 the grant of 300 preference shares, each convertible at the end of the four-year period into a maximum of 5,000 ordinary shares.

Characteristics and conditions of the preference share plan

Date of grant / main staff concerned	Number of preference shares	Conditions for acquiring rights	Vesting period
Preference shares granted to key executives and senior staff on 29 April 2014	300	Staff must remain as employees of the Group. Market performance condition: calculated on a tapering scale corresponding to the percentage achievement of a maximum target of an average price of €11.50.	4 years

Information on the preference share plan

Number of preference shares	2014
In issue at 1 January	–
Granted during the period	300
Renounced during the period	–
Exercised during the period	–
Expired during the period	–
In issue at 31 December 2014	**300**
Exercisable at 31 December 2014	–

I. Provision for risks and charges

€'000	1er January 2014	Charge to income statement	Release of unspent provisions	Provisions utilised	31 December 2014
Provision for exchange losses	4,027	9,018			**13,045**
Provision relating to share options and free shares	5,038	2,527		(3,972)	**3,593**
Other	493	87		(108)	**471**
Total	**9,558**	**11,632**	**–**	**(4,080)**	**17,109**

J. Revenues from sale of services

This item comprises revenues from services charged to the Concessionaires France Manche SA and Channel Tunnel Group Limited, to the rail freight companies via their holding company Europorte SAS and to the maritime companies.

K. Purchases and external costs

This item includes costs incurred on behalf of subsidiaries including the Concessionaires.

The fees paid to the statutory auditors relating to the 2014 and 2013 financial years are presented in note BB to the Group's consolidated accounts.

L. Staff numbers

The average number of staff employed during the year was 14 (2013: 11).

At 31 December 2014, 16 staff were employed by the company (31 December 2013: 12).

M. Exchange gains and losses

In 2014, this included realised exchange gains and losses arising from intra-group payables and receivables.

N. Interest and related income and charges

€'000		2014	2013
Interest and related income			
Interest due from Channel Tunnel Group Limited on the ABD	(*)	6,722	6,625
Interest due from France Manche SA on the ABD	(*)	17,991	16,287
Interest due from Eurotunnel Agent Services Limited		6,376	6,175
Interest due from France Manche SA on the NRS Commission Loan and the NRS Redemption Premium Loan	(*)	2,364	2,098
Interest due from Europorte on intra-group loans		1,486	1,121
Interest due from Euro-TransManche Holding SAS		1,728	1,281
Bank interest		306	123
Total		**36,973**	**33,710**
Interest and related charges			
Interest due to France Manche SA on the Funding Loan	(*)	2,556	2,269
Interest due to Channel Tunnel Group Limited on the Funding Loan	(*)	2,000	1,892
Interest due on intra-group current accounts	(*)	6,010	4,299
Interest due on intra-group current accounts		–	7
Total		**10,566**	**8,467**

* *These amounts (totalling €16,511,000: received €27,077,000, paid €10,566,000) are governed by the Master Intra-Group Debt Agreement.*

O. Financial depreciation and provisions

€'000	31 December 2014	31 December 2013
Depreciation of investment in subsidiary undertakings and associated receivables (see note A.1 above)	19,487	30,589
Provision for exchange losses	9,018	–
Total	**28,505**	**30,589**

P. Exceptional result

€'000	31 December 2014	31 December 2013
Exceptional charges	(5,359)	(3,960)
Exceptional income	2,421	4,060
Exceptional result on the partial repayment of the ABD (see note E.1 above)	2,403	5,933
Other provisions	–	(350)
Release of other provisions	4,071	3,300
Total	**3,536**	**8,983**

At 31 December 2014, exceptional charges and income relate primarily to the gains and losses recognised on the sale of treasury shares (see note B.5 above).

In 2014, GET SE released a provision for free shares for €3,963,000 (see note B.5 above) against a charge for the same amount following the transfer of shares to Group staff (see note F above) and released a provision for a legal risk for €108,000.

Q. Tax and fiscal situation

GET SE is the parent company of the consolidated tax group which it formed on 1 January 2008 with all the Group's French subsidiaries.

Q.1 Taxation accounted for through the income statement

The tax charge for the 2013 financial year related mainly to the 3% tax on dividends.

€'000	31 December 2014	31 December 2013
Tax expense of tax consolidation	(4,030)	–
Utilisation of brought forward fiscal deficits	2,229	–
Total income tax	**(1,801)**	**–**
Tax on dividends	(2,408)	(1,956)
Other	1,459	109
Total tax	**(2,750)**	**(1,847)**

Information presented as if the company was taxed separately and on the basis of a tax rate, applicable to taxable transactions, of 38.00%.

The result before tax includes the depreciation of the loan to Euro-Transmanche Holding SAS (see note A.1 above) which constitutes a non-tax deductible charge, as well as the part of the dividend distributed by Channel Tunnel Group Limited to GET SE, which is 95% tax deductable (see financial result note). The tax related to exceptional items includes the de-neutralisation of the latent tax gain on the restructuring profit, taxable in the year following the partial repayment of the Amended Bond Debt (see note E.1 above).

GET SE's taxable result, excluding integration, was a profit of €69.4 million (31 December 2013: profit of €53.8 million). The taxable result for the consolidated tax group was a profit of €4.8 million.

Q.2 Reductions and increases in future tax liabilities

	31 December 2014		31 December 2013	
€'000	Base	Tax	Base	Tax
Tax losses	910,881	313,616	915,854	315,328
Other (including exchange difference liabilities and provision for exchange risk)	69,288	23,859	26,820	9,233
Total reductions in future tax liabilities	**980,169**	**337,475**	**942,674**	**324,561**
Unrealised gain on the restructuring profit	1,364,387	469,758	1,376,028	473,766
Other (including exchange difference assets)	16,638	5,728	9,057	3,118
Total increases in future tax liabilities	**1,381,025**	**475,486**	**1,385,085**	**476,884**

Information presented as if the company was taxed separately and on the basis of a tax rate, applicable to taxable transactions, of 34.43%.

Carried forward losses of the tax consolidation group

At 31 December 2014, the cumulative tax losses of the tax group which can be carried forward indefinitely and are chargeable to the taxable profits of the members of this group amount to €910 million (31 December 2013: €916 million).

Profit arising from the restructuring

The financial restructuring in 2007 led to a restructuring profit in the accounts of the Eurotunnel Group of €3,323 million. At 31 December 2014, €1,364 million of this amount remains deferred within the French tax group. The taxation of this profit is dependent on the repayment of the Amended Bond Debt (see note E.1 above) between the Concessionaires (France Manche SA and Channel Tunnel Group Limited) and Groupe Eurotunnel SE, which in turn depends on the repayment of the Term Loan by the Concessionaires which matures in 2050.

Q.3 Other information

In January 2014, the company received notification of a tax audit from the French tax authorities relating to the financial years 2011 and 2012. At 31 December 2014, the audit is still underway.

R. Earnings per share and effect of dilution

		2014	2013
Weighted average number:			
– of issued ordinary shares		550,000,000	550,000,000
– of treasury shares		(10,829,727)	(9,038,787)
Number of shares used to calculate the result per share (A)		**539,170,273**	**540,961,213**
– effect of share options	i	753,964	–
– effect of preference shares	ii	524,829	–
– effect of free shares	iii	1,037,933	1,398,503
Potential number of ordinary shares (B)		**2,316,726**	**1,398,503**
Number of shares used to calculate the diluted result per share (A+B)		**541,486,999**	**542,359,716**
Net profit (€'000) **(C)**		98,809	1,889
Profit per share (€) (C/A)		**0.18**	**N/S**
Profit per share after dilution (€) (C/(A+B))		**0.18**	**N/S**

The calculations were made on the following basis:

(i) on the assumption of the exercise of the maximum number of options issued and still in issue at 31 December 2014 (when the average price of the shares during the period exceeds the exercise price of options which was not the case in 2013). The exercise of these options is conditional on attaining the targets described in note H.3i above;

(ii) on the assumption of the acquisition of all the free shares allocated to staff. 667,430 of the free shares issued to staff in 2012 were acquired by them during the period. Details of free shares are given in note H.3ii above); and

(ii) on the assumption of the acquisition of preference shares allocated to staff and still in issue at 31 December 2014 in accordance with the applicable terms of conversion as described in note H.3iii above and taking into account the average share price over the period. Conversion of these preference shares is subject to achieving certain targets and remaining in the Group's employment.

S. Commitments and contingent liabilities

GET SE, France Manche SA, Channel Tunnel Group Limited, Eurotunnel SE, Eurotunnel Finance Limited, ESGIE, ESL and EurotunnelPlus Limited jointly and severally guarantee the obligations of France Manche SA and Channel Tunnel Group Limited in respect of the Term Loan. In order to guarantee these obligations, these companies have granted security as described in note U of GET SE's consolidated financial statements.

T. Related party transactions

T.1 Subsidiaries of the Eurotunnel Group

The main transactions carried out with related parties (the other companies within the Eurotunnel Group), as well as the receivables and the payables relating to these companies, are as follows:

Statement of financial position *(€'000)*	**Note**	**31 December 2014**	**31 December 2013**
Other non-current financial assets	E.1	2,136,839	2,084,301
Group and associates receivables	E.3	15,829	13,464
Other current financial assets	E.1	27,361	25,302
Assets		**2,180,029**	**2,123,067**
Group and associates	E.2	689,748	743,117
Liabilities		**689,748**	**743,117**

Income statement *(€'000)*	**2014**	**2013**
France Manche SA	14,132	9,451
Europorte SAS	2,971	2,821
Euro-TransManche Holding SAS	480	480
Centre International de Formation Ferroviaire de la Côte d'Opale SAS	3	9
Sales	**17,586**	**12,761**
Eurotunnel Services GIE	763	761
Eurotunnel Services Limited	441	726
GB Railfreight Limited	353	133
Eurotunnel Management Services Limited	178	24
Europorte SAS	131	126
Europorte Channel SAS	–	87
Purchases	**1,866**	**1,857**
France Manche SA	8,566	6,568
Channel Tunnel Group Limited	2,000	1,892
Eurotunnel Agent Services Limited	–	7
Financial charges	**10,566**	**8,467**
France Manche SA	20,355	18,385
Channel Tunnel Group Limited	6,722	6,625
Euro-TransManche Holding SAS	1,728	1,281
Europorte SAS	1,486	1,120
Eurotunnel Agent Services Limited	6,376	6,175
Financial income	**36,667**	**33,586**

T.2 Remuneration of board members and senior executives

The amount of remuneration paid to members of the board of directors and senior executive officers is included in chapter 15 of the 2014 Registration Document.

U. Events after the reporting period

See note A.1 above.

20.4. AUDITING OF HISTORICAL ANNUAL FINANCIAL INFORMATION

The reports of the statutory auditors on the parent company and consolidated financial statements of GET SE for the year ended 31 December 2014 are set out in section 20.3 of this Registration Document. The reports of the statutory auditors on the parent company and consolidated financial statements of GET SE for the years ended 31 December 2013 and 31 December 2012 (contained in section 20.3 of the 2013 Registration Document and the 2012 Registration Document respectively) are incorporated by reference in this Registration Document pursuant to article 28-1 of European Commission Regulation (EC) 809-2004.

20.5. DATE OF LATEST FINANCIAL INFORMATION

The last financial year for which audited financial information is available is the year ended 31 December 2014.

20.6. INTERIM AND OTHER FINANCIAL INFORMATION

None.

20.7. DIVIDEND POLICY

The net profit for the 2014 financial year amounted to €98,809,363. It will be proposed at the general meeting of 29 April 2015, to approve the company's statutory accounts for the year ended 31 December 2014 which show this profit, as well as the transactions reflected in those financial statements, including non-deductible charges (€54,071) corresponding to the surplus of the depreciation of the rent on tourist vehicles (article 39-4 of the Code général des impôts).

GET SE intends to maintain and to reinforce its dividend policy. On 29 April 2015, GET SE will propose to its shareholders a dividend distribution of €0.18 per ordinary Share of €0.40 each comprising the share capital and with a right to dividend. GET SE will propose to its shareholders a distribution of dividends of €99,000,000, representing a dividend of €0.18 for each of the 550,000,000 Shares comprising the share capital and with a right to dividend and excluding Shares held by the company on the date of distribution. It will be proposed at the annual general meeting to allocate the entire profit for the year 2014 to the distribution of dividends, the legal reserve having been fully allocated and to input €190,637 to retained earnings from previous years.

Net profit for the financial year	€98,809,363
Profits carried forward	€404,279,175
Legal reserve	€22,422,885
Dividends	€99,000,000
Balance carried forward	€404,088,538

If, on the date of the distribution of the dividend, the company holds some of its own shares, the amount not paid because of these ordinary treasury shares would be allocated to retained earnings.

It is to be noted that for the financial year ended 31 December 2011, the company distributed a dividend of €0.08 per ordinary Share, increased to €0.12 for the 2012 financial year and to €0.15 for the 2013 financial year:

Financial year	(*)Amount allocated to distribution (in euros)	(**)Number of shares involved	Dividend per share (in euros)
2011 dividend	44,139,557	551,744,469	0.08
2012 dividend	66,000,000	550,000,000	0.12
2013 dividend	82,500,000	550,000,000	0.15

* *Theoretical amounts.*

** *Historical number of shares:*

- *2011 financial year: €44,104,960.48 for 551,312,006 shares;*
- *2012 financial year: €65,188,915.32 for 543,240,961 shares;*
- *2013 financial year: €80,886,077.55 for 539,240,517 shares.*

The adjustment relates to the existence of treasury shares.

The dividend policy is determined by the board of directors; it takes into account the Group's investment needs, the economic context and other facts deemed relevant.

The Group's objective is a policy of annual dividend distribution of two-thirds of its Free Cash Flow.

However, this objective is by no means a commitment by the Group; future dividends will depend, in particular, on the Group's results and financial position.

20.8. LEGAL AND ARBITRATION PROCEEDINGS

20.8.1 PROCEEDINGS RELATING TO THE SAFEGUARD PLAN

Elliott International L.P., The Liverpool Limited Partnership and Tompkins Square Park, on the one hand, and companies belonging to the Eurotunnel Group, on the other hand, pursuant to a settlement agreement, have agreed to definitively end litigation regarding the safeguard proceeding opened in August 2006 and the safeguard plans that were then subsequently approved; this settlement agreement does not result in any of the parties thereto bearing a burden of significant undertakings.

20.8.2 UK COMPETITION COMMISSION

In 2012, the Group arranged to purchase certain assets, including three ferries, belonging to former maritime company SeaFrance. On 8 November 2012, the French competition authority authorised this purchase subject to certain commitments. Risks to competition in the passenger market were ruled out. For freight transport, the Eurotunnel Group has agreed, for a period of five years, not to offer any discounts on its cross-Channel rail freight transport rates that would be contingent on the customer also using its maritime transport service. Specifically, it may not base annual rate negotiations on the volume of freight transported by MyFerryLink. The Eurotunnel Group has also agreed not to discriminate in any way against customers who do not use MyFerryLink for their cross-Channel maritime freight transport. To make sure it honours these commitments, the prices charged to freight customers will have to be negotiated by different sales teams for each mode of transport and are covered by separate contracts. An independent trustee is in charge of monitoring these commitments.

The matter was referred to the UK Competition Commission (which has since become the Competition and Markets Authority, or CMA). On 19 February 2013, the CC revealed the results of its preliminary analysis, finding that the entry of a new operator, MyFerryLink, would substantially lessen competition and that the sale of SeaFrance assets to another operator would have been better for competition in the cross-Channel market. The Group challenged this analysis. On 6 June 2013, the CMA announced its decision to ban Groupe Eurotunnel SE (or any related entity) from directly or indirectly operating ferry services from the port of Dover for a period of ten years using the *Berlioz* or *Rodin*, or for a period of two years using any other vessel.

Following an appeal by Groupe Eurotunnel SE and the SCOP SeaFrance, on 4 December 2013 the Competition Appeal Tribunal quashed the CMA's decision of 6 June 2013. The Tribunal found that the CMA, by failing to demonstrate that Groupe Eurotunnel SE had acquired an enterprise rather than individual assets, had not demonstrated that it had jurisdiction in the matter. The Tribunal therefore remitted to the CMA the question of whether the Eurotunnel Group had acquired an enterprise.

On 27 June 2014, the CMA reaffirmed its jurisdiction considering that Eurotunnel had taken over SeaFrance and that this takeover was within the UK merger rules enabling it to examine the operation. The CMA concluded that MyFerryLink must cease its activities in a period of six months from the date of the order being issued by the CMA giving its decision. Eurotunnel Group and the SCOP appealed this decision to the Competition Appeal Tribunal.

To consult with stakeholders, the CMA issued on 23 July 2014, the draft ruling to ban the Eurotunnel Group from serving the port of Dover with its ferries. In this context, Groupe Eurotunnel made a number of observations to the CMA.

On 18 September 2014, the CMA issued a final order dismissing all of the observations of the Eurotunnel Group. This order prohibits MyFerryLink continuing its activity with this destined to apply six months after a possible decision rejecting an appeal by Eurotunnel against the decision of the CMA.

On 9 January 2015, the CAT recognised the validity of the arguments presented by the Group, but felt that they were not of a nature to quash again the position taken by the CMA on 18 September 2014. The CAT forced the Group to withdraw from this activity. Before the ban to operate within six months was made, and to value the work done, the Eurotunnel Group decided to seek a buyer for the MyFerryLink company. The SCOP has again appealed the decision to the Court of Appeal and the hearing was held on 11 and 12 March 2015. The date of the decision is as yet unknown.

20.8.3 IGC

On 4 June 2013, the IGC announced that Eurostar had lodged a claim against the fee structure resulting from the 2014 Network Statement relating to the use of the Tunnel.

In accordance with the Rule of Procedure of 25 October 2005 (Intergovernmental Commission Rule of Procedure for the consideration of appeals brought under Article 12 of the Regulation on the use of the Channel Tunnel by International Groupings or railway Undertakings, signed at London on 25 October 2005), the Intergovernmental Commission (IGC) set the timetable and arrangements for examination of the appeal filed with the IGC by Eurostar ("EIL").

Substantively, the claim argued that the pricing information contained in the 2014 Network Statement was not compliant with regulation, since it failed to mention how the costs incurred by the rail infrastructure manager were related to the fees charged. It does not challenge the level of charging nor the amount of revenue. The Eurotunnel Group has contested both the nature of the loss alleged by EIL and the jurisdiction and independence of the IGC to hear the claim.

On 5 December 2013, the IGC confirmed that Eurotunnel ought to recover, through its fees, the long-term costs of the Fixed Link from rail operators using the Tunnel, in accordance with the procedures established under the Railway Usage Contract. The Eurotunnel Group applies this long-term cost recovery method in accordance with Article 8.2 of European Directive 2001/14/EC. The Railways are still able to audit these costs. The Eurotunnel Group provides the IGC with the necessary information in strict compliance with European directives. The Eurotunnel Group is continually improving the quality of its Network Statement to make it as comprehensive as possible; for the record, the Network Statement has been published on the Eurotunnel Group's website since the market opened up to competition in 2007.

As a precaution, the Eurotunnel Group has brought a procedural appeal against the IGC decision before the Court of Appeal of Paris. The parties are awaiting the procedural timetable to be determined by the Court of Appeal of Paris.

20.8.4 INFRINGEMENT PROCEEDINGS INITIATED BY THE EUROPEAN COMMISSION AGAINST FRANCE AND THE UNITED KINGDOM ON THE BASIS OF ARTICLE 258 OF THE TREATY ON THE FUNCTIONING OF THE EUROPEAN UNION (TFEU)

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In their response to the European Commission in September 2013, France and the United Kingdom rejected all grievances raised by the Commission and confirmed the validity of the charging structure of the Fixed Link with regard to European directives.

During the first half of 2014, the European Commission announced to the French and British states that it was abandoning complaints mentioned in the reasoned opinion issued against them on 20 June 2013 regarding pricing arrangements of railway companies in the Tunnel.

20.8.5 IMPACT ON THE FINANCIAL SITUATION AND PROFITABILITY OF THE EUROTUNNEL GROUP

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As far as it is aware, and subject to the paragraphs above, GET SE and its subsidiaries have not during the last twelve months been involved in any judicial or governmental proceedings or arbitration that is ongoing or suspended, which could have or has had a significant negative effect on its financial situation or profitability.

The Eurotunnel Group had no significant provisions for litigation at 31 December 2014.

20.9. SIGNIFICANT CHANGES TO THE FINANCIAL OR COMMERCIAL SITUATION

Please refer to note A to the consolidated accounts, contained in paragraph 20.3.1 of this Registration Document.

20.10. TABLE OF GET SE PARENT COMPANY RESULTS FOR THE LAST FIVE FINANCIAL YEARS

	2014	2013	2012	2011	2010
Capital at end of financial year					
Share capital	220,000,000	220,000,000	220,000,000	224,228,852	213,684,473
Number of existing ordinary Shares	550,000,000	550,000,000	550,000,000	560,572,129	534,211,182
Number of existing preferred shares	–	–	–	–	–
Maximum number of future ordinary Shares to be created on exercise of rights of holders of securities giving access to GET SE equity(*)	2,316,726	1,398,503	1,375,858	706,356	41,993,893
Transactions and results for the year (€'000)					
Revenue excluding tax	17,586	12,761	14,101	11,908	11,222
Payroll costs	2,706	1,862	2,051	1,644	1,139
Amount of benefits	1,579	917	1,053	755	522
Number of employees	14	11	10	6	5
Result before tax, employee participation and depreciation and provisions	128,598	31,716	30,800	18,862	570,037
Tax on profits	(2,750)	(1,847)	188	670	497
Result after tax, employee participation and depreciation and provisions	98,809	1,889	9,347	14,521	571,264
Distributed result	(**)99,000	80,886	65,189	44,105	21,368
Earnings per share (€)					
Result after tax, employee participation and before depreciation and provisions	0.18	NS	0.02	0.03	1.07
Result after tax, employee participation and depreciation and provisions	0.18	NS	0.02	0.03	1.07
Dividend per consolidated share	0.18	0.15	0.12	0.08	0.04

* *For details, see note L of the consolidated accounts in paragraph 20.3.1 of this Registration Document.*

** *Subject to approval by the general meeting on 29 April 2015 of the appropriation of the 2014 result.*

20.11. STATUTORY AUDITORS' FEES

	KPMG				Mazars			
	Amount (pre-tax)		%		Amount (pre-tax)		%	
€'000	2014	2013	2014	2013	2014	2013	2014	2013
Audit								
Statutory auditors, certification, examination of the individual and consolidated accounts:								
Issuer	315	285	31%	32%	216	189	21%	24%
Fully consolidated subsidiaries	499	491	49%	55%	507	483	50%	61%
Other fees and services directly linked to the duties of the statutory auditors:								
Issuer	204	117	20%	13%	276	114	28%	14%
Fully consolidated subsidiaries	–	5	–	–	–	–	–	–
Sub-total	**1,018**	**898**	**100%**	**100%**	**999**	**786**	**99%**	**99%**
Other services supplied by the networks to fully consolidated subsidiaries:								
Legal, tax and social	–	–	–	–	6	6	1%	1%
Other	–	–	–	–	–	–	–	–
Total	**1,018**	**898**	**100%**	**100%**	**1,005**	**792**	**100%**	**100%**

21. ADDITIONAL INFORMATION

21.1. SHARE CAPITAL

21.1.1 AMOUNT OF SHARE CAPITAL (ARTICLE 6 OF GET SE'S BY-LAWS)

On 31 December 2014, the share capital of GET SE was €220,000,000, divided into 550,000,000 Shares with a nominal value of €0.40 each, fully paid-up.

At the date of this Registration Document, the share capital of GET SE is €220,000,000 divided into 550,000,000 ordinary shares with a nominal value of €0.40 each, fully paid-up.

The share capital may be increased or reduced by a collective decision of the shareholders in accordance with applicable laws and the by-laws of GET SE.

As at the date of this Registration Document, GET SE is not aware of any charge over any significant proportion of its share capital.

21.1.2 FORM AND TRANSFER OF SHARES (ARTICLES 9 AND 10 OF GET SE'S BY-LAWS)

Unless otherwise provided by law or regulations, Shares are held in registered or bearer form, at the shareholder's discretion.

The Shares are freely tradable. They must be held in a securities account and are transferred by inter account transfer under the conditions set forth by applicable laws and regulations.

21.1.3 SECURITIES NOT REPRESENTING SHARE CAPITAL

As at the date of this Registration Document, there are no securities that do not represent share capital.

21.1.4 SHARES HELD BY GET SE OR ITS SUBSIDIARIES

As at the date of this Registration Document, with the exception of the Shares acquired by GET SE in accordance with the terms and conditions described in paragraph 21.1.8 below, neither GET SE nor its subsidiaries hold any Shares.

21.1.5 SECURITIES REDEEMABLE IN SHARES OR SECURITIES WITH WARRANTS ATTACHED

In 2014, GET SE had no securities redeemable in shares or securities with warrants attached in issue.

21.1.6 AUTHORISED BUT UNISSUED SHARE CAPITAL, COMMITMENTS TO SHARE CAPITAL INCREASES

There were 550,000,000 Shares in issue as at 31 December 2014.

The table below summarises the authorisations granted to the board of directors by the GET SE combined general meeting, held on first notice on 15 may 2013, in order to increase the share capital.

					Resolutions proposed to the 2015 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	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, with pre-emptive rights (11th resolution)	15 May 2013	26 months	50% of the share capital €110 million €900 million (debt instruments)	N/A	Delegation of authority granted to the board of directors to carry out allocation of ordinary shares or securities convertible into or exchangeable for ordinary shares of the Company and any companies within the Company's group, with pre-emptive rights	50% of the share capital €110 million €900 million (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, without pre-emptive rights but with a priority right (12th resolution)	15 May 2013	26 months	20% of the share capital €44 million €900 million (debt instruments)	N/A	Delegation of authority granted to the board of directors to carry out allocation of ordinary shares or securities convertible into or exchangeable for ordinary shares of the Company and any companies within the Company's group, without pre-emptive rights, but with a mandatory priority right	20% of the share capital €44 million €900 million (debt instruments)
–	–	–	–	–	Delegation of authority granted to the Board of Directors to carry out allocation of ordinary shares or securities convertible into or exchangeable for shares as payment for contributions in kind of shares of another company or securities exchangeable for or convertible into shares of another company	10% of the share capital €22 million
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 (14th resolution)	15 May 2013	26 months	€2 million	N/A	Delegation of authority to be granted to the Board of Directors in order to increase the share capital for the benefit of employees	€2 million
Overall limitation of the authorisations above (13tjh resolution)	15 May 2013	26 months	50% of share capital €110 million including a lower limit of 20% of share capital without preferential subscription rights €900 million (debt securities)	N/A	Overall limit on allocation of authorisations with or without shareholders' preferential subscription rights, above at 8, 9 and 10 resolutions	50% of the share capital €110 million including a lower limit of 20% of share capital without preferential subscription rights €900 million (debt securities)

Share capital subject to options

The combined general meeting of the Company held on 26 May 2010, in its 25th resolution, authorised the board of directors to grant, on one or more occasion, options over shares in the Company, to salaried staff with executive status and executive officers of GET SE and its subsidiaries, during a period of thirty-eight (38) months from the date of the general meeting. Pursuant to this authorisation, on the recommendation of the nomination and remuneration committee, the board of directors approved the terms of a share option scheme and proceeded to make three grants in 2010, 2011 and 2012. The exercise price and performance conditions for these options are given in chapters 15, 17 and 20 of this Registration Document.

Date of grant / main staff concerned	Number of options/ free Shares – 31 December 2013	Conditions for acquiring rights	Contractual duration of options
2010 Options granted to key executives and senior staff	Granted: 1,164,000 Exercisable: 470,500	Staff must remain as employees of the Group until the exercise of options. Internal performance (EBITDA and dividend) and market conditions (performance of the Share superior to that of the SBF120 index) have been met for 100% of the options.	4 years
2011 Options granted to key executives and senior staff	Granted: 1,430,000 Exercisable: 671,500	Staff must remain as employees of the Group until the exercise of options. Internal performance conditions (EBITDA and dividend) have been met for 50% of the options and 50% of the options were forfeited in 2012 and 2013, as the market conditions (performance of the Share superior to that of the SBF120 index) were not met.	4 years
2012 Options granted to key executives and senior staff	Granted: 1,405,000 Exercisable: 1,022,250	Staff must remain as employees of the Group until the exercise of options. Internal performance conditions (EBITDA and dividend) have been met for 50% of the options and 25% of the options were forfeited in 2013 as the market conditions in 2012 were not met. The market conditions in 2013 were met (12 month average Share price – from 20 July 2013 to 20 July 2014 – superior to that of the SBF120 index).	4 years

The performance conditions and the conditions which have been met are described in chapter 15 of this Registration Document.

The total number of options may not give entitlement to a total number of Shares that is greater than 3,900,000 Shares. The board of directors has allocated 2,164,250 Shares as part of the share buyback programme to cover these options.

Free shares

The general meeting of shareholders of 28 April 2011, in its 7th resolution, authorised the board of directors to proceed, on one or more occasions, to grant free Shares already in issue that had previously been bought by GET SE, in accordance with applicable law, to all employees of GET SE and of companies or entities related to it pursuant to article L. 225-197-2 of the French Commercial Code, including companies or entities located abroad (except for executive employees and executive officers of GET SE referred to in article L. 225-197-1 II of the French Commercial Code who waived their rights).

The total number of free Shares granted pursuant to the 7th resolution approved at the general meeting of shareholders of 28 April 2011, cannot, over three years, exceed 1,748,000 Shares. On 28 April 2011 and 26 April 2012, GET SE awarded each of the Group's employee (excluding executive officers) free of charge, 200 Shares (2011) and 310 Shares (2012). The definitive acquisition of these Shares is conditional on staff remaining as employees of the Group and the Shares continuing to be held for a minimum period of 4 years.

On 26 April 2014, the employees had acquired 667,430 Shares.

Further to the general meeting of shareholders of 29 April 2014, the board of directors granted 369,100 free Shares already in issue that had previously been bought by GET SE, in accordance with applicable law, to all employees of GET SE and of companies or entities related to it pursuant to article L. 225-197-2 of the French Commercial Code, including companies or entities located abroad (except for executive employees and executive officers of GET SE) on the basis of 100 Shares per employee. Employees must remain as employees of the Group until the end of the 4 year period.

At 31 December 2014, the total number of Shares granted to employees still with the Group, was 930,420 Shares (compared to 1,254,090 Shares at 31 December 2013), namely 0.17% of the share capital.

The board of directors has allocated 930,420 Shares as part of the share buyback programme to cover the collective scheme of free shares award for 2011, 2012, and 2014.

Number of shares	2014	2013
In issue at 1 January	1,254,090	1,700,470
Granted during the year	369,100	–
Renounced during the year	(25,340)	(35,070)
Acquired during the year	(667,430)	(411,310)
Expired during the year	–	–
In issue at 31 December	**930,420**	**1,254,090**

21.1.7 SHARE CAPITAL HISTORY OVER THE LAST THREE YEARS

–

Share capital prior to settlement of the 2007 exchange tender offer

The share capital of GET SE, prior to settlement of the exchange tender offer in 2007, was comprised of 22,500,000 shares of which 21,300,000 were held by Eurotunnel Participations 1 SAS and 1,200,000 were held by board members and individuals who were the initial shareholders of GET SE.

Share capital after settlement of the 2007 exchange tender offer

Following settlement of the 2007 exchange tender offer, GET SE's share capital was comprised of 2,391,364,450 class A ordinary Shares each with a nominal value of €0.01. With the exception of (i) the Shares held by Eurotunnel Participations 1 SAS and by board members and individuals who were the initial shareholders of GET SE and (ii) a preferred share, the full amount of the share capital of GET SE was held by the holders of the units who tendered them to the 2007 exchange tender offer (each unit included a TNU SA share and a TNU PLC share).

The shares held by Eurotunnel Participations 1 SAS and those held by board members (with the exception of qualification shares required to be held by directors pursuant to GET SE's by-laws) and the other initial shareholders of GET SE were acquired by GET SE.

The Shares were admitted to trading on Euronext Paris and were the subject of a secondary listing on the Official List of the United Kingdom Listing Authority and were admitted to trading on the London Stock Exchange. As a result, the initial shareholder base of GET SE, being the holders of units who tendered such units to the exchange tender offer, has changed. For more details on GET SE's shareholder base see chapter 18 of this Registration Document.

Share capital following the 1 for 40 Share consolidation

On 12 November 2007 a 40:1 consolidation was carried out by GET SE in accordance with the Safeguard Plan. 2,391,364,440[(1)] Shares with a nominal value of €0.01 each were subject to this consolidation.

Thereafter, the share capital of GET SE was comprised of 59,784,111 Shares with a nominal value of €0.40 each and one GET SE preferred share with a nominal value of €0.01. On 12 November 2009, the unclaimed Shares were sold on the stock market and the net proceeds of sale are held for the benefit of the persons so entitled, who did not ask for their non-consolidated Shares to be exchanged prior to 12 November 2009, for a ten-year period in a blocked account opened with BNP Paribas Securities Services. At the end of the said ten-year period, any sums owed to any person so entitled either (i) who had not requested the exchange, before 12 November 2009, of their non-consolidated Shares for Shares, or (ii) who had not requested a cash payment between 12 November 2009 and 12 November 2019, will be transferred to the Caisse des dépôts et consignations subject to the 30-year limitation period for the benefit of the French State.

Share capital following the exercise of the warrants

In connection with the early cash redemption of all of the NRS II, 104,622,189 Shares were issued on 4 June 2008 on exercise of the warrants allocated free of charge to GET SE Shareholders on 30 April 2008 (representing an increase in share capital of a nominal amount of €41,848,875.60). This transaction complemented the issue, on 6 March 2008, of 800,000 SDES at a nominal value of €1,000 each.

Share capital following the redemption of the NRS I T1

On 28 July 2008, in accordance with the terms and conditions relating to the NRS I as set out in the securities note approved by the Autorité des marchés financiers on 4 April 2007 under approval number 07-113, 537,532 NRS I T1 denominated in euros and

(1) *One GET SE shareholder waived the consolidation of 10 of their non-consolidated shares.*

440,013 NRS I T1 denominated in sterling, were redeemed by the issue of 13,986,490 Shares and 11,449,125 Shares respectively, on the basis of a redemption ratio for the NRS I of 26.02 as adjusted following the rights issue of 4 June 2008, making a total of 25,435,615 ordinary Shares after rounding.

Share capital following the Simplified Exchange Tender Offer of 2007 Warrants

In connection with the Simplified Exchange tender offer carried out in 2009 for the 2007 Warrants, 3,260,315,660 2007 Warrants were tendered to the offer and in exchange 103,502,084 Shares were issued on 27 July 2009 (representing an increase in share capital of a nominal amount of €41,400,833.60).

Share capital following the redemption of the NRS I T2

On 28 July 2009, in accordance with the terms and conditions relating to the NRS I as set out in the securities note approved on 4 April 2007 under approval no. 07-113, the Eurotunnel Group redeemed the NRS I T2 by issuing Shares at their contractual maturity. 530,798 NRS I T2 denominated in euros and 386,738 NRS I T2 denominated in sterling were redeemed. As at 31 December 2009, 9 NRS I T2 remained to be redeemed; the redemption of NRS I T2 resulted in an increase in nominal share capital of €9,549,702.40 over the financial year, by the issuing of 23,874,256 Shares.

Share capital following the early redemption of the NRS I T3

As part of the early redemption period running from 4 November 2009 to 17 November 2009 for the holders of NRS I T3, 1,545,317 NRS I T3 denominated in euros and 1,194,778 NRS I T3 denominated in sterling were redeemed by the issue of 68,502,375 Shares, on the basis of a redemption ratio of 25 Shares per NRS I T3, representing an increase in nominal share capital of €27,400,950.

Redemption of SDES into shares

From 6 September 2009 to 6 September 2010, SDES were redeemed in Shares, on the basis of a redemption ratio of 118.61 shares for one SDES. As at 31 December 2010, all SDES had been presented for redemption, representing over the period, the issue of 94,887,147 Shares, and the corresponding increase in nominal share capital of €37,954,858.80.

GET SE preferred share

The board of directors noted, at its meeting on 12 February 2010, pursuant to article 38 of the by-laws, that the specific rights attached to the GET SE preferred share had terminated, the GET SE preferred share becoming an ordinary Share, with effect from 1 January 2010.

Contractual redemption of the NRS I T3

On 28 July 2010, Eurotunnel Group carried out the contractual redemption of the third and final tranche of NRS I in Shares. This transaction resulted in a nominal capital increase of €21,190,000 through the issue of 52,974,440 Shares. The 9 NRS I T2 remaining to be presented for redemption were presented in the course of 2010.

Loyalty shares relating to the 2008 capital increase

As indicated in the securities note of 28 April 2008 registered with the AMF under no R. 08-024, one of the characteristics of the 2008 capital increase was the allocation of additional Shares to those who held until 6 March 2011 the new shares subscribed on exercise of the 2008 subscription warrants or acquired directly from the banks guaranteeing the transaction at the settlement date and registered with ISIN code FR0010612176. The maximum number of additional Shares that could thus be issued was calculated on the basis of a ratio of one additional Share for every 22 Shares held. On 3 March 2011, the board of directors decided to proceed with this issue. As a result, by decision of the board of directors on 25 April 2008, 2,396,905 extra Shares were issued (ISIN code FR0010978825) with an entitlement to dividends from 1 January 2011, against the special reserve created for this purpose.

Share cancellation

On 3 March 2011, the board of directors, exercising the powers granted by the 30th resolution of the GET SE general meeting of 26 May 2010, resolved to cancel the remaining Shares held by GET SE (8,500,000 after rounding) which could no longer be used for their intended purpose and to reduce GET SE's share capital correspondingly by cancelling 8,500,000 Shares (i) held by GET SE having been acquired as part of the Share buyback programme authorised by the shareholders and (ii) allocated for cancellation under the current buyback programme. The effect was to reduce GET SE's share capital by €3,400,000 by cancelling 8,500,000 Shares with a nominal value of €0.40 each.

Exercise of 2007 Warrants

A total of 954,809,654 2007 Warrants were exercised during the exercise period, from 1 July to 31 December 2011, resulting in the issue of 32,464,042 Shares. The effect was to increase the share capital by a nominal amount of €12,985,616.80.

NYSE Euronext London

On 19 July 2012, the Group transferred trading of its Shares from the London Stock Exchange to NYSE-Euronext London. The Shares remains listed on the Official List of the United Kingdom Listing Authority in London. Only the trading venue has changed.

Share cancellation

On 3 December 2012, the Eurotunnel Group cancelled 10,572,129 Shares, exercising the powers granted by the 13th resolution of the GET SE general meeting of 26 April 2012. These shares had been purchased as part of the company's share buyback programme and were cancelled. Following this transaction, the share capital is divided into 550,000,000 shares with a nominal value of €0.40 each.

GET eligible to Mid-caps Equity Saving Plans

On 4 April 2014, GET SE confirmed its eligibility to Saving Plans for Euronext listed Mid-caps Equity in accordance with decree nº 2014-238 of 4 March 2014.

Preference shares

The general meeting held on 29 April 2014 authorised under resolution 14, the creation of a new category of shares, the preference shares which may, after a four year period, be converted into ordinary Shares subject to performance conditions. Description of the terms and conditions of the preference shares is set out under paragraph 21.2.3 of this Registration Document.

Conversion of Groupe Eurotunnel SA into a European company

On 26 December 2014, Groupe Eurotunnel SA has been converted into a European company. The company name has been amended as follows: Groupe Eurotunnel SE.

The name of the shares and mnemonic code have not changed.

21.1.8 ACQUISITION BY GET SE OF ITS OWN SHARES

The general meeting of shareholders held on 29 April 2014, authorised GET SE to purchase, or procure the purchase of its own Shares, under the conditions set by articles L. 225-209 et seq. of the French Commercial Code.

a) Description of the 2014 share buyback programme

The characteristics of the new share buyback programme were determined by the board of directors on 29 April 2014 and published pursuant to article 241-2 of the General Regulations of the AMF. Pursuant to the 2014 buyback programme, GET SE is authorised, for a period of eighteen months to purchase, or to procure the purchase of, its own shares under the conditions set out in articles L. 225-209 et seq. of the French Commercial Code, in the General Regulations of the AMF and in EC Regulation 2273/2003 of 22 December 2003.

The following applies in respect of the programme:

- the purchase price per share must not exceed €12, it being stipulated that the board of directors may nevertheless adjust this purchase price should transactions occur giving rise to an increase in the nominal value of ordinary shares or the creation and grant of free shares, as well as a decrease of the nominal value of the ordinary shares or the consolidation of ordinary shares or any other transaction affecting equity in order to reflect the impact of such transaction on the value of the ordinary shares;
- the maximum amount of funds allocated for the purchase of ordinary shares under this programme may not, based on the number of shares in issue at *12 March 2014*, exceed €660,000,000 (corresponding to a maximum of 55,000,000 ordinary shares at a maximum price of €12 per share, as stated above);
- the maximum proportion of the share capital authorised by shareholders at the GET SE combined general meeting of *29 April 2014* for purchase under the buyback programme was limited to 10% of the total shares composing GET SE's share capital at the time.

The transactions carried out by GET SE within the scope of the 2014 buyback programme may be effected with a view to any allocation permissible by law or that may become permissible by the law, in particular for the following purposes:

- to carry out any market practices allowed by the AMF, such as (i) the purchase of shares in GET SE, to be retained then transferred or exchanged at a later date as part of external growth transactions, provided that the maximum number of shares acquired with a view to their use in the event of a merger, demerger or exchange must not exceed 5% of the share capital of the company at the time of the acquisition; or (ii) the sale or purchase of shares under a liquidity contract concluded with an entity qualified as an investment services provider and complying with the ethics code drawn up by the French Financial Markets Association (AMAFI) and recognised by the AMF; as well as (iii) any market practice which may become permissible by the AMF or by law;

- to enter into or comply with obligations and, in particular, to transfer shares on exercise of securities convertible, immediately or in future, into shares in GET SE, as well as implement hedging transactions in respect of the obligations of GET SE (or those of any of its subsidiaries) linked to these securities, within the conditions set out by the market authorities and at any time determined by the board of directors or any person acting on the authority of the board of directors;
- to cover any stock option plans granted, in accordance with articles L. 225-177 et seq. of the French Commercial Code, to corporate officers of GET SE or any related company or group linked to it within the meaning of applicable regulations, pursuant to authorisation to be granted subsequently;
- to freely assign ordinary shares in GET SE, under the conditions specified by articles L. 225-197-1 et seq. of the French Commercial Code, to employees or corporate officers of GET SE or companies or entities that are related to it within to the meaning of the regulations in force;
- to offer employees the possibility to acquire shares, in particular within the framework of a company savings scheme, in accordance with articles L. 3332-1 et seq. of the French Labour Code, pursuant to authorisation to be granted subsequently;
- to reduce GET SE's share capital pursuant to the 17th resolution approved at the general meeting of shareholders of *29 April 2014* or any *similar* authorisation.

b) Summary of transactions carried out by GET SE on its own securities under the buyback programme approved by the combined general meeting on 29 April 2014

Between 1 January 2014 and 31 December 2014, GET SE purchased no Shares under its share buyback programme.

On 31 December 2014, GET SE held[(1)]10,014,520 of its own Shares, mainly to cover stock option (2,164,250) and free share (930,420) plans, the conversion of preference shares into ordinary Shares and eventual external growth transaction. On 18 March 2015, pursuant to the liquidity agreement entered with Oddo Corporate Finance on 18 May 2010, it was agreed to transfer 500,000 Shares held under the buyback programme to the liquidity agreement relating to GET. These own Shares represented 1.82% of GET SE's share capital at 31 December 2014, with a nominal value of €4,005,808 and a value based on average purchase price of €56,251,558.84 not including the liquidity contract.

	Summary as at 31 December 2014
Percentage of share capital held by GET SE	1.82%
Number of shares cancelled over the preceding 24 months	None
Number of shares in the portfolio	10,014,520
Book value of the portfolio	56,856,169 euros
Market value of the portfolio	108,225,364 euros
Positions opened/closed on derivatives	None

21.2. CONSTITUTIONAL DOCUMENT AND BY-LAWS

The Eurotunnel Group wished to benefit from a status more in line with (i) its economic and cultural identity and (ii) the expectations of its stakeholders, and would also boost its international image and considered in 2014, that the European company legal framework could meet this expectation since it has the advantage of benefiting from the basis of a homogenous entity that is recognised by all EU Member States.

The ordinary and extraordinary general meeting held on 29 April 2014 approved (resolution eighteen) the proposed conversion of the company into a European Company, and accordingly, the revised by-laws. This decision took effect on 26 December 2014.

GET SE is still be governed by the French law provisions relating to "sociétés anonymes" with a board of directors, compatible with the SE regulations; the conversion of the company into a European company did not result neither in its dissolution nor in the incorporation of a new legal entity; the duration of the company, its corporate object and its registered office have not been modified, nor the share capital which remained the same and is composed of the same number of shares, with a nominal value of € 0.40 each.

(1) Excluding shares acquired by Oddo Corporate Finance under the liquidity contract and excluding shares held by the Eurotunnel company FCPE (employee shareholding vehicle – 387,800 GET SE Shares) and Eurotunnel Trustees Limited (1,463 GET SE Shares).

21.2.1 CORPORATE PURPOSE (ARTICLE 2 OF GET SE'S BY-LAWS)

The corporate purpose of GET SE is:

- acquire equity interests by way of the purchase, subscription, transfer or exchange of corporate rights, shares, partnership interests or otherwise, with any co-contracting party, French or foreign, in any company whose purpose is directly or indirectly related to the operation of the Tunnel between France and the United Kingdom or any other fixed links;
- participate in any manner whatsoever, directly or indirectly, in any transactions connected with its corporate purpose via the creation of new companies, the contribution, subscription or purchase of securities or corporate rights, merger or otherwise, creation, acquisition, leasing, lease management of all businesses or establishments; taking, acquiring, operating or selling any procedures or patents relating to its activities;
- generally, all industrial, commercial, financial, civil, personal or real property transactions, directly or indirectly related to any of the purposes referred to above or any similar or connected purposes, including in particular, any transport business.

21.2.2 MEMBERS OF THE BOARD OF DIRECTORS AND MANAGEMENT BODIES

The provisions relating to the board of directors and management bodies of GET SE are described in sections 14.1 and 16.2 of this Registration Document.

21.2.3 RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES (ARTICLE 11 OF GET SE'S BY-LAWS)

Transforming the Company into a European company does not affect the rights of shareholders, who will have the same number of shares in the Company, and the same proportions of voting rights. Their liability is still restricted to their economic contributions. This operation does not entail any changes to share capital, its distribution, the number of shares of which it is composed, the number of voting rights attached to shares making up the equity, or to the distribution of Company profits to shareholders, which remains unchanged.

Ownership of one Share implies acceptance of the terms of the by-laws of GET SE and of all decisions taken by GET SE shareholders in general meetings.

Shares (ordinary shares)
In addition to voting rights, each Share grants the right to a share in the ownership of the company's assets, profits and liquidation proceeds, in proportion to the fraction of the share capital that it represents.

Preference shares – B shares –
The 14th resolution of the General Meeting of 29 April 2014 authorised the creation of a new category of shares, convertible at the end of a period of four years to ordinary shares if market performance conditions of the Shares are met. Those preference shares are referred to as B shares under the company by-law.

Preference shares may be converted into ordinary Shares, depending on the evolution of the market price of the GET SE ordinary Shares, after a period of four years from the grant date (29 April 2014) of the preference shares by the board of directors of the company ("Conversion Date", 29 April 2018), without prior request of the holder. The average price of the ordinary Shares on the Grant date or the Conversion Date will be determined by reference to the higher value of the given averages, as follows:

- at the average of the 6 (six) months preceding the Grant date or Conversion Date;
- at the average repurchase price of ordinary Shares held in treasury by the company at the Grant Date or the Conversion Date, pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code.

The Conversion Ratio will be a maximum of 5,000 ordinary shares per preference share for a target objective 100% met, with a tapering scale corresponding to the percentage of the objective met and set such that, as appropriate, the entire amount of ordinary shares may be allocated.

The target objective for the market price of ordinary shares of the company on the Conversion date, calculated according to the above terms is set at €11.50.

B shares carry no voting rights at ordinary and extraordinary general meetings of holders of ordinary Shares, although they carry voting rights at special general meetings of holders of B shares. Holders of B shares meet at a special meeting for any proposed modification to the rights attached to B shares. Moreover, in accordance with the provisions of Article L. 228-17 of the French Commercial Code, any company merger or spinoff plans pursuant to which B shares cannot be exchanged for shares carrying specific equivalent rights will be subject to approval by any special general meeting concerned.

B shares issue entitlement to only one five thousandth of the amount of any distribution or, where applicable, asset sharing, decided to the benefit of each ordinary Share. B shares have no preferential subscription rights in any rights issue or operations with rights to ordinary Shares; the Conversion Ratio, however, may be adjusted so as to maintain the rights of holders of B shares, in accordance with legal and regulatory conditions, as stated in Article 37 of the company's by-laws. With respect to ownership of assets, B shares issue entitlement to the proceeds of liquidation in proportion to the amount of share capital they represent.

21.2.4 ALLOCATION OF PROFITS (ARTICLE 31 OF GET SE'S BY-LAWS)

The following deductions are made from the profits of each financial year, minus prior losses if any, in the order set out below:

- five per cent at least to constitute the reserve account required by law;
- the amounts determined by the general meeting to constitute such reserves for which it determines the distribution and use; and
- the amounts that the general meeting decides to carry forward.

The balance, if any, shall be distributed among all of the shareholders in proportion to the number of shares held by each of them.

If the balance sheet prepared during or at the end of the financial year and certified by the statutory auditors indicates that GET SE, since the end of the previous financial year, after any necessary depreciation and reserves and after deducting any previous losses and amounts required to constitute the necessary reserves pursuant to applicable laws or the by-laws, has made a profit, interim dividends may be distributed before the accounts for the financial year have been approved. The amount of the interim dividend may not exceed the amount of profit as defined above.

The conditions for the payment of dividends in cash are set by the shareholders' general meeting, or failing that, by the board of directors. B Shares issue entitlement to only one five thousandth of the amount of any distribution.

Payment of dividends in cash must be carried out within a maximum period of nine months following the end of the financial year, unless extended by a court authorisation.

21.2.5 MODIFICATIONS OF SHAREHOLDERS' RIGHTS

The modification of the by-laws requires the approval of an extraordinary general meeting in accordance with the quorum and majority required by applicable laws and regulations.

Notice of meeting (article 27 of GET SE's by-laws)
General meetings are convened in accordance with applicable laws and regulations.

Venue of meetings (article 27 of GET SE's by-laws)
General meetings are held at the registered office of GET SE or at any other place referred to in the notice of the meeting.

Attendance at general meetings (article 27 of the by-laws of GET SE)
In accordance with decree nº 2014-1466 of 8 December 2014, admission to participate to the general meetings is subject, since 31 December 2014, to the registration of the shares under the shareholder's name or that of his/her financial intermediary, on the second business day preceding the date of the general meeting. The consequential amendment of article 27 of the company by-law will be submitted to the general meeting.

Any shareholder may attend general meetings in person or by proxy, regardless of the number of shares held, upon providing proof of identity and proof of ownership of the shares, by registering the shares in the shareholders' name or in the name of the intermediary registered on his behalf, either in the registered accounts, held by GET SE, or in the bearer's form accounts held by the authorised intermediary in accordance with the provisions of article R. 225-85 of the French Commercial Code. B shares carry no voting rights at ordinary and extraordinary general meetings of holders of ordinary Shares, although they carry voting rights at special general meetings of holders of B shares.

Use of electronic means of communication (article 27 of GET SE's by-laws)
If the board of directors so decides at the time the meeting is convened, any shareholder may participate and vote at general meetings by video conference or any other electronic means of communication in accordance with applicable laws and regulations.

For the purposes of calculating the quorum and majority, shareholders participating in the meeting by video conference or another form of electronic communication enabling them to be identified, and the nature and conditions of application of which are set in accordance with applicable laws and regulations, are deemed to be present.

Representation at general meetings (article 27 of GET SE's by-laws and articles L. 225-106 et seq. of the French Commercial Code)
Pursuant to articles L. 225-106 et seq. of the French Commercial Code, shareholders may be represented at meetings by the individual or legal entity of their choice under the conditions stipulated in current regulations. The proxy must prove his authority in accordance with article L. 225-106 of the French Commercial Code. He is bound by the disclosure obligations stipulated in current regulations. In addition, owners of securities referred to in the 3rd paragraph of article L. 228-1 of the French Commercial Code may be represented by a registered intermediary in accordance with the provisions of article L. 228-3-2 of the French Commercial Code.

Legal representatives of shareholders without legal capacity and individuals representing corporate shareholders may participate in general meetings, whether or not they are shareholders.

Authority to act as a proxy may be given for one meeting only and shall be in respect of the agenda of such meeting. The authorisation must specify the agenda of the meeting for which it is granted and provide necessary information to identify the shares. Authority may however be given for two meetings, one ordinary and the other extraordinary, held on the same day or within a period of fifteen days. The authority given for one meeting shall be valid for all successive meetings convened with the same agenda. The proxy named in person on the proxy form may not substitute any other person.

All documents required by applicable laws and regulations must be attached to all proxy forms sent to shareholders.

The proxy form must be signed by the shareholder being represented and provide the last name, the first name, his address, the number of shares he owns and the number of votes attached to those shares. Only proxy forms which have been received two days prior to the meeting will be taken into account by GET SE.

The intermediary referred to in article L. 228-1 of the French Commercial Code may, pursuant to a securities management general mandate, send votes or powers of attorney on behalf of a shareholder as defined in article L. 228-1 of the French Commercial Code for the purposes of a general meeting.

Exercise of voting rights (article 27 of GET SE's by-laws)
All shareholders may vote by postal ballot under the conditions and within the time limits provided for by law by using a form prepared by GET SE and sent to shareholders requesting the form and provided such forms reach GET SE two days prior to the general meeting.

Chairmanship of general meetings (article 27 of GET SE's by-laws)
General meetings of shareholders are chaired by the Chairman of the board of directors or, in his absence, by the most senior director present at the meeting. If the meeting has been convened by the statutory auditors, provisional liquidator or receivers, the general meeting shall be chaired by the person, or one of those persons, who called the meeting.

Quorum and majority at general meetings (articles 28 and 29 of GET SE's by-laws)
Ordinary, extraordinary, combined or special general meetings shall be subject to the quorum and majority conditions provided by applicable laws and regulations governing such meetings and shall exercise the powers conferred them by law.

Voting rights and double voting rights (article 11 of GET SE's by-laws)
Subject to the provisions set forth below, each member of a general meeting is entitled to as many voting rights and casts as many votes as the number of fully paid-up Shares he owns or is representing.

However, each fully paid-up Share which has been held by the same shareholder in registered form for two years will carry a double voting right in accordance with applicable laws and regulations.

In the event of a share capital increase by incorporation of reserves, profits or share premiums, this double voting right is conferred from their date of issue to Shares held in registered form and allocated for free to a shareholder by virtue of the existing Shares from which he derived this right.

A merger or demerger of GET SE has no effect on the double voting right that may be exercised at shareholder meetings of the surviving companies if the by-laws of such companies so provide.

Any Share converted into bearer form or which is transferred shall lose the double voting right conferred on it as described in the preceding three paragraphs. However, the double voting right is not lost and the time proceeds are not affected by a transfer by inheritance, liquidation of assets held jointly by spouses or inter vivos gifts in favour of a spouse or relative entitled to inherit.

21.2.6 CLAUSES THAT MAY HAVE AN IMPACT ON THE CONTROL OF GET SE

There are no provisions in the by-laws that could have the effect of delaying, deferring or preventing a change of control of GET SE.

21.2.7 IDENTIFICATION OF SHAREHOLDERS (ARTICLE 14 OF GET SE'S BY-LAWS)

GET SE has the right to request the securities clearing house for information relating to the identification of its shareholders in accordance with applicable laws and regulations (articles L. 228-2 et seq. of the French Commercial Code) as follows: their name or in the case of legal entities, their company name, nationality, address, number of shares held by each of them, any restrictions affecting the shares, the year of birth of the holder, or in the case of a legal entity, the date of its incorporation.

21.2.8 NOTIFICATION OF INTERESTS IN SHARES

The rules relating to the obligation to declare major interests in shares are those set out in applicable laws and regulations as there is no provision of the Articles of Association fixing thresholds above which interest in shares must be declared.

21.2.9 MODIFICATIONS OF SHARE CAPITAL

The share capital may be modified in accordance with applicable laws and regulations.

21.3. TRAVEL PRIVILEGES

GET SE offers its shareholders a travel privilege programme for Passenger Shuttle crossings. This programme offers a 30% reduction on the standard fare up to a limit of six one-way tickets (equivalent to three round-trip tickets) per year. Shareholders holding at least 750 Shares continuously for more than three months are eligible for the programme. GET SE's board of directors renewed this programme on identical terms for a new period of three years until 31 December 2016.

The general conditions of this travel privilege programme are available on the Group's website www.eurotunnelgroup.com.

22. MATERIAL CONTRACTS

22.1. THE TREATY OF CANTERBURY

The principal purpose of the Treaty of Canterbury is to authorise the construction and operation of the Fixed Link by private concessionaire companies, without any government funds.

Under the terms of the Treaty of Canterbury, the States guarantee FM and CTG, as Concessionaires, under national and EU law, freedom to determine their commercial policy, tariffs and the nature of the services they offer to customers.

The Treaty of Canterbury also includes various other provisions relating to the Fixed Link such as:

- the establishment of the IGC, to deal with all issues relating to the construction and operation of the Fixed Link in the name of the States and by express delegation of their authority;
- the establishment of the Safety Authority to advise and assist the IGC on all issues relating to the safety of the construction and operation of the Fixed Link. The Safety Authority also assists in drawing up regulations applicable to the safety of the Fixed Link and monitors compliance of such regulations with applicable national or international rules and regulations. The members of the Safety Authority are appointed on an equal basis by each of the States;
- the establishment of an arbitration tribunal to settle disputes between the States and the Concessionaires relating to the Concession Agreement;
- the taxation by the two States of profits and revenues generated by the construction and operation of the Fixed Link is governed by applicable legislation, including any double taxation treaties for the prevention of tax evasion in force between the two States and relating to direct taxes, together with any related protocols;
- compliance by the two States with the principle of non-discrimination with respect to taxes relating to charges payable by customers of other directly competing modes of crossing the Channel;
- the absence of any withholding tax by the two States on the transfer of funds and financial payments required for the operation of the Fixed Link, either between the two States, or coming from or going to other countries, other than the general taxation of payments represented by such transfers or financial payments; and
- the commitment of the States to cooperate in a number of areas, including defence, security, policing, border controls, interpretation or application of the Treaty of Canterbury and the Concession Agreement.

22.2. THE CONCESSION AGREEMENT

The Concession Agreement was signed on 14 March 1986 between the States and the Concessionaires, pursuant to the Treaty of Canterbury.

Initially entered into for a period of 55 years, the Concession Agreement was extended by 10 years and then 34 years by successive amendments dated, respectively, 29 June 1994 and 29 March 1999, duly ratified by legislative provisions in France and the United Kingdom. The term of the Concession Agreement was therefore extended first from 55 to 65 years, then from 65 to 99 years and expires in 2086.

Pursuant to the terms of the Concession Agreement, the Concessionaires have the right and the obligation, jointly and severally, to design, finance, construct and operate the Fixed Link, and the Concessionaires do so at their own risk and without any government funds or state guarantees regardless of the risks that may materialise during the performance of the Concession Agreement. In particular, the Concessionaires are solely liable for any loss or damage caused to users of the Fixed Link or third parties resulting from its operation.

Accordingly, the principal obligations of the Concessionaires under the Concession Agreement are:

- to operate and maintain the Fixed Link and employ all means necessary to permit the continuous and fluid flow of traffic in safe and convenient conditions; and
- to comply with applicable laws and regulations in relation to the operation of the System and in particular in relation to customs, immigration, security, sanitary and road transport controls and rescue services.

22.2.1 TARIFFS AND COMMERCIAL POLICY

The Concessionaires are free to set their fares. National laws relating to price and fare controls by public authorities do not apply to the Fixed Link. However, these provisions are without prejudice to the application of national or EU rules relating to competition and abuse of dominant positions. The Concessionaires must not discriminate between users of the Fixed Link, in particular with respect to their nationality or direction of travel. They may however adjust tariffs in accordance with normal commercial practices.

22.2.2 ROLE OF THE IGC

The IGC, established by the Treaty of Canterbury, was created to monitor, on behalf and with the authority of the States, all issues relating to the construction and operation of the System. The IGC is made up of representatives of each of the States on an equal basis.

The IGC acts as concession authority vis-à-vis the Eurotunnel Group on behalf of and under the control of the States, and its duties in this regard are:

- to supervise the construction and operation of the System;
- to take decisions on behalf of the States in relation to the performance of the Concession Agreement, including the right to impose penalties on the Concessionaires in the event of a breach of their obligations under the Concession Agreement;
- to approve the proposals of the Safety Authority;
- to prepare or participate in the preparation of all regulations applicable to the System and monitor their application, including those in relation to maritime and environmental matters; and
- to issue advice and recommendations concerning the States and the Concessionaires.

In 2014, the Group paid €5.7 million to the States as a contribution to the costs of running the IGC.

22.2.3 PENALTIES

Any failure by the Concessionaires to perform their obligations under the Concession Agreement shall entitle the States to impose penalties, but no other measure under the Concession Agreement.

If a breach is identified by the IGC, it shall inform the Concessionaires in writing, specifying the nature and subject of the breach. After the Concessionaires have been heard, the IGC may issue a formal notice to remedy the breach within a sufficiently long period of time which may not be less than thirty days.

If at the end of such period, the Concessionaires have not remedied the breach identified by the IGC, it may impose a penalty on the basis of a fixed initial daily sum of between 10,000 and 100,000 ecus at 1986 values (changed to euros at a rate of one to one on 1 January 1999) and proportionate to the seriousness of the breach giving rise to the penalty.

22.2.4 EARLY TERMINATION OF THE CONCESSION AGREEMENT AND COMPENSATION

Each party to the Concession Agreement may request the arbitration tribunal, established pursuant to the Treaty of Canterbury, to declare the termination of the Concession Agreement in exceptional circumstances, such as war, invasion, nuclear explosion or natural disaster. In such cases, in principle, no compensation is owed to the Concessionaires. However, the States may pay the Concessionaires an amount representing the financial benefits, if any, that they may derive from such termination.

Each of the States may terminate the Concession for reasons of national defence. In such case, the Concessionaires may claim compensation under the conditions laid down in the Treaty of Canterbury. The Treaty of Canterbury specifies that such compensation shall be governed by the law of the relevant State.

Each of the States may terminate the Concession Agreement in the event of a fault committed by the Concessionaires. The Concession Agreement defines a fault as a breach of a particularly serious nature of the obligations under the Concession Agreement or ceasing to operate the Fixed Link. The States may issue a formal notice to the Concessionaires giving them a period of three months, which may be extended up to a maximum period of six months, to remedy the breach. This formal notice is also sent to the lenders that financed the construction and operation of the Fixed Link. If, within such period, the Concessionaires have not remedied the breaches complained of, the States may terminate the Concession Agreement, subject to giving prior notice to the lenders of their right of substitution.

Any termination of the Concession Agreement by the States, other than in a situation described above, gives the Concessionaires the right to payment of compensation. Such compensation shall be for the entire direct and certain loss actually suffered by the Concessionaires and attributable to the States, within the limits of what can reasonably be estimated at the date of the termination, including the damage suffered and operating losses. To calculate this compensation, account is taken of the share of liability of the Concessionaires, if any, in the events which led to the termination.

22.2.5 ASSIGNMENT AND SUBSTITUTION BY LENDERS

The Concession Agreement provides that each of the Concessionaires has the right to transfer the Concession Agreement or the rights it confers, with the agreement of the States.

In addition, upon the occurrence of one of the events set out below, and for as long as the effects of the event persist, or any other action or intention that could lead to the termination of the Concession Agreement, the lenders, approved as such by the States pursuant to the Concession Agreement (the "Lenders") may request of the States that substitution be operated in favour of entities controlled by them (the "Substituted Entities") if: (i) the Concessionaires fail to pay, within a contractual grace period, any sum due and payable under the terms of the finance documents, (ii) the Concessionaires do not have and cannot procure sufficient funds to finance the forecasted operating costs of the Fixed Link, and the related finance charges, (iii) it appears that the date of full and final payment of all claims of the Lenders must be postponed for a significant length of time or (iv) in the event of the Fixed Link being abandoned, suspension of payments, liquidation, enforcement of security by other creditors or similar events.

The Substituted Entities must prove to the States, at the time of the substitution, that they have sufficient technical and financial capacity to continue performance of the Concession Agreement.

The amendment to the Concession Agreement dated 29 March 1999 granted an extension to the term of the Concession Agreement for the sole benefit of the Concessionaires, such that the extension would not apply if the Lenders exercised their Substitution Right.

In accordance with Article 32 of the Concession Agreement, the lenders of the Term Loan have been approved by the States as Lenders able to benefit from the Substitution Right under the terms set out in the Concession Agreement.

22.2.6 TAXATION AND SHARING OF PROFITS

Taxation and customs matters are decided by the States in accordance with the provisions of the Treaty of Canterbury. If it appears that changes in tax or customs legislation have a discriminatory effect on the Fixed Link, the relevant State will examine the issue with the Concessionaires. Furthermore, in accordance with Article 19 of the Concession Agreement, as a matter of principle the Concessionaires share equally between CTG and FM at cost price, all expenses and all revenues from the Fixed Link for the period during which they operate it. To this end, the consequences of any indirect taxation on the supply of goods or services levied only on one of the Concessionaires will be taken into account in the costs to be shared. Any equalising payment made between FM and CTG will be treated as a capital expense or a revenue payment as determined by the tax legislation of the two States.

With respect to the period between 2052 and 2086, the Concessionaires will be obliged to pay to the States a total annual sum, including all corporate taxes of any kind whatsoever, equal to 59% of all pre-tax profits.

22.2.7 LITIGATION

Disputes relating to the application of the Concession Agreement must be submitted to an arbitration tribunal which will apply the relevant provisions of the Treaty of Canterbury and the Concession Agreement. Provisions of French or English law may, if necessary, be applied, if this is dictated by the performance of specific obligations under French or English law. Relevant principles of international law and, if the parties so agree, the principles of equity may be applied.

22.3. RAILWAY USAGE CONTRACT

The Railway Usage Contract was entered into on 29 July 1987 between the Concessionaires and the BRB and SNCF rail networks. It sets out the basis on which the Railways undertake and are authorised to use the Fixed Link. The Railway Usage Contract specifies the conditions under which the Concessionaires allow the trains of the Railways to use the Fixed Link from the date the Railway Usage Contract came into force until 2052, and the conditions under which the Railways undertake to supply certain railway infrastructure to the Concessionaires, and develop certain services.

The Railway Usage Contract also sets out the obligations of the Railways, with respect to the railway infrastructure and the rolling stock utilised to ensure a sufficient level and quality of traffic in the Tunnel. Likewise, the Concessionaires subscribe to a number of commitments relating to maintenance of the Fixed Link. Pursuant to the Railway Usage Contract, the Railways are authorised to use up to 50% of the capacity of the Fixed Link per hour and in each direction, up until 2052.

Under the terms of the Railway Usage Contract, the Railways are obliged to pay the Concessionaires fixed annual charges and variable charges depending on the number of passengers travelling on passenger trains and the freight tonnage carried through the Fixed Link. Adjustment mechanisms for annual charges are set out in the event that the Fixed Link is unavailable. Finally, under the Railway Usage Contract, the Railways must pay a contribution to the Concessionaires' operating costs. To this end, the Railways make monthly provisional payments to the Concessionaires against operating costs for the current period. Payments are subsequently adjusted to take account of real operating costs, with the final amount of the contribution determined in accordance with the formula set out in the Railway Usage Contract.

The Railway Usage Contract is governed by French law.

In addition, the strategy for the re-launch of freight services offers a simplified pricing structure mechanism for goods trains, with a toll per freight train rather than per tonne of freight, based on a charging regime published annually by Eurotunnel in its Network Statement.

A substantial majority of the Eurotunnel Group's revenues emanating from its rail network (see chapter 6) is made up of the annual fixed and variable charges as referred to above.

In the context of the privatisation of the British railways, BRB entered into back-to-back contracts with certain entities, including Network Rail, DB Schenker Rail UK (formerly EWS) and Eurostar International Ltd (formerly Eurostar UK Ltd), under the terms of which BRB delegated to them operational execution of some of its obligations to the Concessionaires. As part of the agreement with the British and French governments regarding the extension of the Concession Agreement until 2086, the Eurotunnel Group undertook, under certain conditions, to work with the entities to which execution of these obligations had been delegated, to ensure the development of passenger train services and goods train services.

In accordance with EU directives governing the liberalisation of the international rail transport market, Eurotunnel publishes its Network Statement annually offering equivalent conditions of access to its rail network as those set out by the Railway Usage Contract for other Railway Companies.

22.4. THE TERM LOAN AND ANCILLARY AGREEMENTS

FM and CTG entered into the Term Loan dated 20 March 2007 (as modified by the amendments dated 27 June 2007, 20 August 2007, 30 November 2007, 31 January 2008, 13 May 2009, 20 April 2011 and 24 September 2014), under which credit facilities in a principal amount of £1,500 million and €1,965 million (the "Senior Facilities") were made available to FM and CTG on 28 June 2007 by Goldman Sachs Credit Partners L.P. and Deutsche Bank A.G. (London Branch) (together, the "Initial Lenders") in order to (i) reimburse the outstanding debt of TNU SA, TNU PLC and their subsidiaries prior to the financial restructuring of the business in 2007 of a principal amount of €9.073 billion at 30 September 2006 (the Senior Debt, the Fourth Tranche Debt, the Tier 1A Debt, the Tier 1 Debt and the Tier 2 Debt), (ii) finance the cash payments provided for in the safeguard plan to the holders of the Tier 3 Debt and the owners of Eurotunnel bonds issued prior to the financial restructuring of the business in 2007, and (iii) pay the costs and expenses of the financial restructuring of the company in 2007 and certain interest due in respect of the old financial debt.

The financing of the Senior Facilities has been arranged by Goldman Sachs International and Deutsche Bank AG (London Branch) (the "MLAs").

For the purposes of the management of the Senior Facilities, these loans were securitised on 20 August 2007.

22.4.1 PRINCIPAL PROVISIONS OF THE TERM LOAN

Summary of the tranching and the financial conditions of the Term Loan

The Senior Facilities consist of:

- a tranche A1 loan denominated in sterling, bearing interest at a fixed rate linked to inflation in the United Kingdom;
- a tranche A2 loan denominated in euros, bearing interest at a fixed rate linked to inflation in France;
- a tranche B1 loan denominated in sterling, bearing interest at a fixed rate;

- a tranche B2 loan denominated in euros, bearing interest at a fixed rate;
- a tranche C1 loan denominated in sterling, bearing interest at a variable rate; and
- a tranche C2 loan denominated in euros, bearing interest at a variable rate.

The tranches C1 and C2, bearing interest at a variable rate, are hedged as indicated in a) of the present paragraph.

The weighted average interest rate applicable to the Senior Facilities, including commission, calculated on the basis of interest and commission payable in respect of the Term Loan and the fee letter relating to the commitment letter of the MLAs dated 25 November 2006 (as amended and accepted on 16 December 2006) is estimated to be 5.47% per annum excluding the hedging contracts (taking into account for these purposes applicable rates as of the date of this Registration Document).

Expenditure relating to the servicing of debt under the Term Loan, including payments in relation to the hedging contracts, is expected to be approximately €247 million for 2015 (based on the interest rate in force on the date of the present Registration Document), including a principal repayment of €34 million.

The borrowings denominated in sterling have been made available to CTG and those in euros have been made available to FM.

Repayment of the Term Loan

The funds borrowed under the Term Loan will be repayable in accordance with their respective repayment schedules.

Repayment of the tranche A1 and A2 loans will begin 11 years after the start of availability of such loans and will be completed at least 35 years after the date of signature of the Term Loan.

Repayment of the tranche B1 and B2 loans began in 2013, six years after the date on which the Term Loan was signed.

Repayment of the tranche C1 and C2 loans will begin respectively 39 and 34 years after the date on which such loans become available and will be completed in June 2050.

Prepayment of the Term Loan

The amounts borrowed under the Senior Facilities may be voluntarily prepaid at the instigation of the relevant borrower, subject to the payment of certain market standard prepayment premia.

The amounts borrowed under the Senior Facilities may also be subject to mandatory prepayment, under certain conditions and in certain proportions, in particular from funds arising from insurance proceeds, permitted asset transfers, expropriation of such assets, compensation under the Concession Agreement and, in certain instances, excess cash flow.

If the Eurotunnel Group does not meet certain financial targets, excess cash flow must (i) during the first years following drawdown on the Senior Facilities, be paid into a secured account set up for prepayment of amounts lent under the Senior Facilities and (ii) subsequently be used directly for such prepayment until the Eurotunnel Group once again meets the above mentioned financial targets.

Undertakings and prohibitions under the Term Loan

The Term Loan includes certain undertakings and prohibitions which are customary for a loan of its nature, in particular restrictions relating to:

- the creation or maintenance of liens on the assets of the Eurotunnel Group;
- the sale or transfer of Eurotunnel assets and the acquisition by the Eurotunnel Group of new assets;
- the granting of loans, securities or guarantees for the benefit of third parties; and
- the amendment of contracts which were conditions precedent for utilisation of the loans under the Term Loan, including inter alia the Railway Usage Contract.

In addition, pursuant to the terms of the Term Loan, the Eurotunnel Group is required to meet the following financial covenants: at each reference date, the debt-service coverage ratio must not be less than 1.10 from 28 June 2012. For the purposes of this test, the ratio is calculated, on a rolling 12-month period, on a consolidated basis taking into account (i) as regards the calculation of available cash flow for the servicing of debt, the borrowers and guarantors in connection with the Senior Facilities, and (ii) as regards the calculation of debt servicing, the Eurotunnel Group. GET SE has respected the debt-service coverage ratio for 2014.

While the Term Loan restricts any increase in the financial indebtedness of the Eurotunnel Group, it permits, subject to certain conditions, the borrowing of revolving facilities up to a maximum amount of €75 million (the “Revolving Credit Facility”).

The Term Loan permits the Eurotunnel Group to pay dividends, provided that such dividends are paid out of excess cash flow (as defined in the Term Loan) or funds arising from a permitted disposal under the Term Loan (insofar as these funds have not been allocated to mandatory prepayment) on the condition that no default is continuing under the Term Loan and that the debt-service coverage ratio is not less than 1.25. For the purposes of this test, the ratio is calculated on the basis of a rolling 12-month period, on a consolidated basis, such consolidation to include (i) as regards the calculation of available cash flow for the servicing of debt, the borrowers and guarantors in connection with the Senior Facilities and (ii) as regards the calculation of debt service, the Eurotunnel Group (with amortisation being calculated by reference to the greater of (i) the hypothetical amortisation of the loan based on an annuity and (ii) the contractual amortisation). Failure to meet this ratio on a six-monthly testing date would not constitute an event of default but would lead to restrictions on the use of the Group's excess available cash flow on the date of the next interest payment on the Term Loan until such time as the test is met once again. If these conditions are not met on an interest repayment date in connection with the Term Loan, the excess cash flow and funds will be placed into an account dedicated to so-called "capex" expenditure. Failure to meet this test on three consecutive six-monthly testing dates would trigger a prepayment event, under which the Group's excess available cash flow would have to be used towards prepayment of the Term Loan until the testing date on which the ratio is met once again.

Event of default and acceleration

The Term Loan contains a number of events of default which, in certain instances subject to grace periods, enable the lenders to declare the Term Loan immediately due and payable, to enforce the liens described below or to demand the start of the substitution mechanism provided for under the terms of the Concession Agreement and described in paragraph 22.2.5 of this Registration Document.

The events of default include in particular:

- any failure to pay the Term Loan;
- a failure to comply with any provision of the Term Loan, the Intercreditor Agreement or related documents. These provisions impose limits relative to indebtedness, acquisitions, sales and other transfers, mergers, loans, guarantees and the granting of new sureties by the member companies of the Eurotunnel Group, and include in particular:
  - (i) a financial commitment pursuant to which GET SE is obliged to ensure that at each half-yearly test date subsequent to 31 December 2007, the ratio of cash flow from operational activities over the total cost of servicing the debt resulting from the Senior Facilities is not below 1.10 from 28 June 2012, the said ratio being calculated by reference to the twelve-month period preceding the date of the test; and
  - (ii) certain commitments related to the tax treatment of the Eurotunnel Group and where non-compliance is reasonably likely to substantially affect the financial situation of FM, CTG or the Eurotunnel Group;
- a declaration or statement made or deemed to have been made by a borrower or a guarantor in relation to the Term Loan, or any other financial document related to it or any other document presented by or on behalf of a borrower or a guarantor in relation to the said financial documents (which contain the declarations and statements that are usual for this type of financing), which proves to have been erroneous or misleading at the time when it was made or deemed to have been made;
- the occurrence of a cross default under any other indebtedness (greater than a certain amount) of any of the companies within the Eurotunnel Group (other than GET SE);
- the inability of any borrower or guarantor to pay its debts as they fall due, the insolvency or the opening of any legal proceedings in relation to any borrower or guarantor under the Term Loan;
- the illegality or invalidity of the Term Loan, any related liens or the subordination created under the Intercreditor Agreement;
- the permanent impossibility of carrying on the business of operating the Tunnel, or the destruction of the Tunnel, or the cessation of a substantial part of its activities by a borrower or a guarantor;
- a guarantor ceases to be a wholly-owned subsidiary of Groupe Eurotunnel SE;
- any act or omission of France or the United Kingdom which renders a borrower or guarantor under the Term Loan incapable of performing its obligations under the Term Loan and related documents; and
- the occurrence of litigation (or similar proceedings) against any Eurotunnel Group member company or its assets, which is reasonably likely to be adversely determined against the relevant company and to have a substantial adverse effect on the financial position of FM, CTG or the Eurotunnel Group.

The Term Loan also provides that no event of default may be deemed to have occurred because of (i) the Safeguard Procedure having been initiated for the benefit of certain TNU group companies or the implementation of the Safeguard Plan, (ii) the commencement or continuation of any litigation (including any appeal thereof) prior to the disbursement date for the Term Loan disputing the validity of the Safeguard Procedure or the Safeguard Plan, (iii) any act or omission of any TNU group company under the Safeguard Procedure which is required by the legal provisions relating to the Safeguard Plan or which is made for the purpose of implementing the Safeguard Plan, and (iv) any failure by any TNU group company to make a payment when due where such payment has not been made solely because that company is prevented from making such payment by the legal provisions relating to the Safeguard Plan.

The Term Loan also includes other events of default that are usual for this type of funding.

a) Hedging arrangements in respect of the Term Loan

FM and CTG, prior to the drawdown under the Term Loan, each entered into various hedging arrangements in order to hedge their respective exposure to interest rate fluctuation in connection with their payment obligations under the Term Loan as indicated in note U.2 of the consolidated accounts figuring in paragraph 20.3.1 of this Registration Document.

b) Agreement between Creditors

Prior to drawdown under the Term Loan, the Eurotunnel Group entered into an intercreditor deed with its bank lenders and its intra-group creditors (the "Intercreditor Deed") pursuant to which the claims of all intra-group creditors are subordinated to the claims of the bank lenders.

The Intercreditor Deed also provides for the security and the guarantees described below to be held by a Security Trustee for the benefit of the lenders under the Term Loan, and, ultimately once in existence, the Revolving Credit Facility.

22.4.2 GUARANTEES AND SECURITY RELATING TO THE TERM LOAN

Guarantees

Under the Intercreditor Deed, GET SE, FM, EFL, CTG, ESGIE, Eurotunnel SE, ESL, EurotunnelPlus Limited and Gamond Insurance Company (the "Original Guarantors") each jointly and severally guarantee the commitments made by FM and CTG, in their capacity as borrowers under the Term Loan vis-à-vis the Initial Lenders, the arrangers, the Agents and the hedging counterparties of the Term Loan. EGP, TNU SA and TNU PLC, each of which were Original Guarantors, have been merged with GET SE, and EurotunnelPlus Distribution SAS, which was also an Original Guarantor, has been merged with Eurotunnel SE.

The Term Loan provides that, following its execution, certain of the Eurotunnel Group companies (other than the Original Guarantors) will be required also to become guarantors of the Term Loan if, in particular, their contribution to the EBITDA, gross value of assets or turnover of the Eurotunnel Group increases above a specified pre-determined threshold.

In order to guarantee their obligations as borrowers under the Term Loan and guarantors under the Intercreditor Deed, the Initial Guarantors have granted security, the terms and scope of which, unlike the security granted in connection with the debt prior to the financial restructuring of the business in 2007, will take into account the operational needs of the business of the Eurotunnel Group.

Security granted by the Eurotunnel Group under French law

To secure their obligations as borrower under the Term Loan or guarantor under the Intercreditor Deed, the Initial Guarantors owning French assets have granted the following security:

i) assignment of trade receivables by way of guarantee under which (i) FM assigns its receivables under the Concession Agreement and the Railway Usage Contract as well as its trade receivables owed by the freight transporters and coach operators and its insurance receivables and intercompany receivables held by it on the French subsidiaries of the Eurotunnel Group, (ii) CTG assigns the same categories of receivables as FM with the exception of its trade receivables owed by the freight transporters and coach operators, and (iii) other members of the Eurotunnel Group qualifying as guarantor assign their insurance receivables and intercompany receivables held against French companies of the Eurotunnel Group;

ii) unregistered mortgages over FM's main real estate assets that are not the subject of short- or medium-term development projects;

iii) a non-possessory lien over FM's rolling stock;

iv) a pledge on all bank and investment accounts open in France in the name of any borrower or guarantor under the Term Loan;

v) a pledge on shares in the Eurotunnel Group members held by the borrowers or guarantors under the Term Loan;

vi) a pledge on the main Eurotunnel Group trademarks; and

vii) a pledge on receivables held by FM under certain pieces of land comprised in the "ZAC 1" and which is the subject of long-term construction leases (*baux à construction*).

Security granted by the Eurotunnel Group under English law

To secure their obligations as borrower under the Term Loan or guarantor under the Intercreditor Deed, the Initial Guarantors have each granted security over all of their assets held at the date of execution of the Term Loan as well as over their future assets.

Security over the other assets of the Eurotunnel Group

All of the shares of members of the Eurotunnel Group that are not subject to security as described above (with the exception of Europorte SAS and its subsidiaries) have been pledged by way of security for the obligations of the borrowers under the Term Loan and guarantors under the Intercreditor Deed.

22.5. MASTER INTRA-GROUP DEBT AGREEMENT

Intra-group debts existed between the various companies of the Group. Some of them were expressed in contracts concluded between 2007 and 2009 for the financial restructuring or simplification of the structure of the Group ("Intra-Group Debts"). Certain of these Intra-Group Debts for which contracts were concluded in 2007 were reorganised in 2009 as part of the transactions prior to the merger of TNU SA into GET SE which gave rise to the conclusion of new contracts for intra-group loans.

The Intra-Group Debts, because they were concluded over a period from 2007 to 2009 and partly re-organised in 2009, had different characteristics as to interest rate and maturity which complicated the financial and accounting management of Group companies.

Group companies have therefore concluded a contract entitled the "Master Intra-Group Debt Agreement" the principal object of which is the harmonisation of (i) the rules for current accounts between Group companies, (ii) the interest rates of the various Intra-Group Debts and (iii) where possible, the other conditions of these Intra-Group Debts in order to facilitate the financial and accounting management of Group companies and to reflect the financial policy between the Group's companies.

22.6. MARITIME ACTIVITY

On 11 June 2012, the Paris commercial court issued an order authorising the liquidator of SeaFrance to sell three ferries belonging to the former shipping company, in insolvent liquidation since 9 January 2012, to the Eurotunnel Group. The Eurotunnel Group purchased the Berlioz, Rodin and Nord-Pas-de-Calais ferries, in addition to other sundry assets, for €65 million, with an inalienability clause for the vessels lasting five years, on the basis of the provisions of article L. 641-10 of the French Commercial Code. The purchase of these ferries was carried out by three subsidiaries of GET SE: Euro-TransManche SAS, Euro-TransManche 3 Be and Euro-TransManche 3 NPC.

The maritime activity has been structured around a chain of marine charters, based on a "bareboat" charter with the SCOP SeaFrance workers' cooperative.

Under the terms of the bareboat chartering contract, the charter operator (the party providing the vessel hire) undertakes to make available to the charterer (the party hiring the vessel) a ship, for a given period of time, with no fittings or crew. Three bareboat charter-parties have been entered into in this manner between the companies owning the ferries and the SCOP SeaFrance workers' cooperative. Under the terms of these charters, Euro-TransManche SAS, Euro-TransManche 3 Be and Euro-TransManche 3 NPC have handed over the fitting out and nautical management of their ferries to SCOP SeaFrance, while the latter is prohibited from sub-chartering the ferries in any way and from any commercial operation of said ferries without the prior agreement of the three ferry-owning companies. In addition, the charterer guarantees the charter operator against any third-party claims which may arise as a result of operation of the ferries.

MyFerryLink SAS sub-charters ferry capacity to ensure that marine transport services are marketed to third parties. The marketing of freight crossings is performed directly by MyFerryLink SAS, while the marketing of passenger crossings is sub-contracted to Dover Calais Ferries LTD.

MyFerryLink SAS has no stake in the in the share capital of the SCOP nor any veto right in strategic decisions of the latter. MyFerryLink SAS buys crossings from the SCOP and markets its services. MyFerryLink SAS employs its own sales and administrative staff, and it alone determines its corporate business strategy. The SCOP acts only as an external provider/subcontractor which operates the cross-Channel services, while the Eurotunnel Group owns the vessels, and benefits from the profits and suffers the potential losses of this activity.

23. INFORMATION RECEIVED FROM THIRD PARTIES, STATEMENTS OF EXPERTS AND INTERESTED PARTIES

Nothing to report.

24. DOCUMENTS AVAILABLE TO THE PUBLIC

24.1. LOCATION OF THE DOCUMENTS AND INFORMATION THAT CAN BE CONSULTED REGARDING GET SE

All of the corporate documents of GET SE which are to be made available to shareholders are accessible, as the case may be, on GET SE's website (www.eurotunnelgroup.com) or paper copies may be consulted during normal office hours at the registered office of GET SE (3 rue La Boétie, 75008 Paris).

24.2. OTHER INFORMATION

Analysts and investors
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General questions
Email: CommunicationInternet@eurotunnel.com

25. INFORMATION ON SHAREHOLDINGS

TABLE OF SHAREHOLDINGS AS AT 31 DECEMBER 2014

Company name	Registered office	Country	Activities	% of capital and voting rights held by		
				Holding company[1]	Subsidiaries[1]	TOTAL[1]
France Manche SA	3 rue La Boétie, 75008 Paris, France	France	Operation of the Fixed Link	100		100
The Channel Tunnel Group Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Operation of the Fixed Link	100		100
Eurotunnel Services GIE	3 rue La Boétie, 75008 Paris, France	France	Management of staff in France	38	62	100
Eurotunnel Services Limited	30 Crown Place, London EC2A 4ES United Kingdom	United Kingdom	Management of UK staff		100	100
Europorte SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Railways operator	100		100
Europorte Channel SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Traction provider		100	100
Socorail SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Railway operations		100	100
Europorte Proximité SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Goods transport by rail		100	100
Europorte France SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Rail freight operator		100	100
Bourgogne Fret Services SAS	13b rue Eugene Edon, 21150 Venarey-Les Laumes, France	France	Chartering and logistics	62.7		62.7
Société Immobilière et Foncière Eurotunnel SAS	1, boulevard de l'Europe, 62231 Coquelles, France	France	Property development[2]		100	100
Euro-Immo GET SAS	1, boulevard de l'Europe, 62231 Coquelles, France	France	Property development[2]		100	100

Company name	Registered office	Country	Activities	% of capital and voting rights held by Holding company[(1)]	Subsidiaries[(1)]	TOTAL[(1)]
Centre International de Formation Ferroviaire de la Côte d'Opale SAS (CIFFCO)	1, boulevard de l'Europe, 62231 Coquelles, France	France	Vocational training		100	100
Eurotunnel Management Services Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Senior executive management	100		100
Euro-TransManche Holding SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Asset management	100		100
Euro-TransManche 3	1 boulevard de l'Europe 62231 Coquelles, France	France	Asset management	95	5	100
Euro-TransManche SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Asset management		100	100
Euro-TransManche 3Be	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Asset management		100	100
Euro-TransManche 3NPC	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Asset management		100	100
MyFerryLink SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Asset management		100	100
MyFerryLink Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None		100	100
EuroSco SAS	Tour LillEurope, 11 parvis de Rotterdam, 59777 Euralille, Lille, France	France	Rolling stock fleet management		100	100
Cheriton Leasing Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Financing[(2)]	100		100
Cheriton Resources 1 Limited	UK Terminal, Ashford Road, Folkestone, CT18 8XX, United Kingdom	United Kingdom	None	100		100

Company name	Registered office	Country	Activities	% of capital and voting rights held by		TOTAL[1]
				Holding company[1]	Subsidiaries[1]	
Cheriton Resources 2 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Cheriton Resources 3 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Cheriton Resources 6 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Cheriton Resources 7 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Cheriton Resources 8 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Cheriton Resources 9 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Cheriton Resources 10 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None		100	100
Cheriton Resources 11 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None		100	100
Cheriton Resources 12 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Financing		100	100
Cheriton Resources 13 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Financing[2]		100	100
Cheriton Resources 14 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Financing		100	100
Cheriton Resources 15 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Financing[2]		100	100

Company name	Registered office	Country	Activities	% of capital and voting rights held by: Holding company[(1)]	Subsidiaries[(1)]	TOTAL[(1)]
Cheriton Resources 16 Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None		100	100
Eurotunnel Agent Services Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Financing[(2)]	100		100
Eurotunnel Developments Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Property development[(2)]	100		100
Le Shuttle Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Orbital Park Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None		100	100
London Carex Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None	100		100
Eurotunnel Finance Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Financing	79	21	100
Eurotunnel Financial Services Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Resale of insurance products		100	100
Gamond Insurance Company Limited	Maison Trinity, Trinity Square, St Peter Port, Guernsey Channel Islands	Guernsey	Insurance		100	100
Eurotunnel Trustees Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None		100	100
Eurotunnel SE	Avenue Louise 65, boite 11, 1050 Brussels, Belgium	Belgium	Centralising, management, development and sale of freight tickets		100	100
EurotunnelPlus Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	None		100	100

Company name	Registered office	Country	Activities	% of capital and voting rights held by Holding company[1]	Subsidiaries[1]	TOTAL[1]
EurotunnelPlus GmbH	Axel-Springer-Platz 3, 20355 Hamburg, Germany	Germany	None		100	100
GB Railfreight Limited	15-25 Artillery Lane, London E1 7HA, United Kingdom	United Kingdom	Rail freight operator		100	100
GET Elec Limited	UK Terminal, Ashford Road, Folkestone, Kent CT18 8XX, United Kingdom	United Kingdom	Holding of investment in ElecLink project	100		100
ElecLink Limited	3rd floor Colette House 52-55 Piccadilly London W1J ODX United Kingdom	United Kingdom	Electricity transmission		49	49
JP Serwices Logistic Transport SARL	3 rue La Boétie, 75008 Paris, France	France	Local road freight transport		63	100

(1) *Excluding the shares held by directors.*

(2) *These companies did not have any significant activity in 2014.*

26. DEFINITIONS

2007 Warrants	means the Share warrants issued in 2007, whose exercise period ended on 31 December 2011, under the terms of the 2007 Securities Note and which were delisted from the NYSE Euronext Paris market on 2 January 2012 before market opening;
2012 Registration Document	means the registration document relating to Groupe Eurotunnel registered by the *Autorité des marchés financiers* on 25 March 2013;
2013 Registration Document	means the registration document relating to Groupe Eurotunnel registered by the *Autorité des marchés financiers* on 21 March 2014;
Afep/Medef code	means the corporate governance principles deriving from the combined report by two employers' organisations, the *Association Française des Entreprises Privées* (AFEP) and the *Mouvement des Entreprises de France* (MEDEF) and updated in June 2013;
AMF	means the *Autorité des marchés financiers*, an independent public organisation, being a legal entity, created pursuant to French Financial Security Act no 2003-706 of 1 August 2003 and which is tasked in particular with protecting the investment of savings in financial instruments, the information of investors and the proper conduct of the markets in financial instruments;
BRB	means the British Railways Board;
CDI	means the Crest Depositary Interests representing Shares;
CIFFCO	means the simplified limited liability company Centre International de Formation Ferroviaire de la Côte d'Opale;
Concession	means the concession forming the subject matter of the Concession Agreement;
Concession Agreement	means the concession agreement dated 14 March 1986 between the States and the Concessionaires, under which the States granted to the Concessionaires the right and the obligation to design, finance, construct and operate the Channel Tunnel until 2086 as amended;
Concession Coordination Committee	means the single executive specified by clause 18 of the Concession Agreement composed of members nominated by the Concessionaires;
Concessionaire(s)	means FM and CTG, the concessionaires pursuant to the Concession Agreement;
Crossover Junction	means one of the two rail junctions allowing trains and Shuttles to switch from one rail tunnel to the other, particularly during maintenance or renovation works. The two Crossover Junctions divide each rail tunnel into three sections;
CSR or Corporate Social Responsibility	means the integration by companies, on a voluntary basis, of social, environmental and economic concerns in their business and in their interactions with stakeholders;
CTG	means The Channel Tunnel Group Limited, a company incorporated under English law and wholly-owned by GET SE;
Debt	means the debt owed on the Term Loan;
EFL	means Eurotunnel Finance Limited, a company incorporated under English law;
EGP	means Eurotunnel Group UK PLC, a company incorporated under English law and merged with GET SE on 31 October 2010;
EPF	means Europorte France SAS;
EPP	means Europorte Proximité SAS;

EPSF	means the French public rail safety authority, *l'Etablissement Public de Sécurité Ferroviaire*;
ESGIE	means Eurotunnel Services GIE;
ESL	means Eurotunnel Services Limited;
Europorte	means all rail-freight operation and ancillary activities carried out by Europorte SAS and its subsidiaries;
Europorte SAS	means the holding company of all the Europorte companies;
Eurostar	means the brand name used by SNCF, Eurostar UK Ltd and SNCB for the joint operation of direct high speed passenger rail services which they operate between the United Kingdom and continental Europe;
Eurotunnel Group/ the Group	means the group of companies comprising GET SE and its subsidiaries;
Fixed Link	means the fixed link across the English Channel;
FM	means France Manche SA, a company incorporated under French law and wholly-owned by GET SE;
Free Cash Flow	means net cash flow from operating activities less net cash flow from investing activities (retreated) 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). The calculation is shown in section 10.9 of this Registration Document;
GBRf	means GB Railfreight Limited, a company incorporated under English law wholly-owned by Europorte SAS;
GET SE	means Groupe Eurotunnel SE, previously a French *société anonyme* converted into a European Company (Societas Europeas) on 26 December 2014;
GSM-R	means Global System for Mobile communications – Railways, a wireless communication standard based on GSM technology and developed specifically for railway communications and applications;
High Speed 1/HS1	means the high-speed rail link and its infrastructure between London and the British end of the Tunnel;
High Speed Passenger Train	means Eurostar high speed passenger train and any other future entrant;
IGC	means the intergovernmental commission, to which the British and French governments appoint an equal number of members and which was established pursuant to the Treaty of Canterbury and the Concession Agreement in order to supervise the construction and operation of the System on behalf of the States;
Intermodal	means containers or swap bodies carried by train from one terminal to another, then transferred to another mode of transport (boat, road, etc.), also referred to as combined transport;
Interval	means the sections of each rail tunnel between the entry portal and a Crossover Junction or between the two Crossover Junctions;
Lift-On/Lift-Off	means the top-loading method using a crane (for mobile containers and swap bodies);
MyFerryLink	means the maritime activities carried out by Euro-TransManche SAS and its subsidiaries including MyFerryLink SAS;
Network Statement	means the document published annually by Eurotunnel which sets out the conditions of access to its rail network;
NRS	means the notes redeemable in GET SE Ordinary Shares issued by EGP pursuant to the safeguard plan which have been admitted to Euronext Paris and to the London Stock Exchange, in accordance with the 2007 securities note approved by the AMF on 4 April 2007 under number 07-113;

NRS I	means the first series of NRS divided into three tranches: T1, T2 and T3;
NRS II	means the second series of NRS made up of a single tranche;
Passenger Shuttle Service	means the Eurotunnel Group's passenger service, which provides for the transport of cars, motor homes, caravans, coaches, motorcycles and trailers (and their passengers) on shuttles between the United Kingdom and France;
Passenger Shuttles	means the Shuttles used by the Eurotunnel Group for the Passenger Shuttle Service;
Railway Company(ies)	means a licensed company (or undertaking) whose main business is to provide rail transport services for freight and/or passengers;
Railway Network	means the railway network located within the perimeter of the Concession;
Railway Usage Contract	means the railway usage contract dated 29 July 1987 between the Concessionaires and the Railways, governing the relationship between the Eurotunnel Group and the Railways and setting out the basis upon which the Railways will use the System until the expiry of the Railway Usage Contract;
Railways	means, together, SNCF and BRB;
Registration Document	means this registration document relating to Groupe Eurotunnel SE;
Roll-On/Roll-Off	means the method of horizontal loading on wheels (for trucks and trailers);
SAFE	means the fire-fighting stations, specially fitted Tunnel areas intended to facilitate the management of a fire;
Salamandre Plan	means the procedures designed to prevent and optimise control of risks pertaining to fire in the Tunnel;
Safeguard Procedure	means the safeguard procedure opened for the benefit of 17 TNU group companies on 2 August 2006, under which the company was financially restructured in application of the safeguard plan determined by the Paris commercial court on 15 January 2007, which recognised its complete implementation on 23 December 2008;
Safety Authority	means the authority established pursuant to the Treaty of Canterbury and the Concession Agreement to advise and assist the IGC on all matters concerning the safety of the construction and operation of the System;
SCOP	means a cooperative company which refers to a worker owned company in which majority shareholders are employees;
SDES	means the subordinated deferred equity securities issued by GET SE in accordance with the securities note approved by the AMF on 20 February 2008 under number 08-032 and fully redeemed in shares;
Shares	means the ordinary shares of Groupe Eurotunnel SE trading on Euronext Paris as reference market and as a standard listing on the Official List of the United Kingdom Listing Authority and trading on NYSE Euronext London;
Short Straits	means any passenger or freight link connecting Dover, Folkestone or Ramsgate to Calais, Boulogne-sur-Mer, Ostende or Dunkirk;
Shuttle Service(s)	means the Truck Shuttle Services and the Passenger Shuttle Services;
Shuttles	means the Truck Shuttles and the Passenger Shuttles;
SMS	means Safety Management System;
SNCB	means Société Nationale des Chemins de Fer Belges;
SNCF	means Société Nationale des Chemins de Fer Français;
SNCF Réseau (previously RFF)	means the former EPIC (French public industrial and commercial institution) owner and manager of rail infrastructure in France, Réseau Ferré de France, that under article 12 of the law of 4 August 2014, became SNCF Réseau. This amendment created a public rail group, headed up by a public body (SNCF) which controls and directs the strategy,

	economic consistency, industrial integration and social unity of the group and that of its two subsidiaries: the manager of the rail infrastructure (SNCF Réseau) and the rail operator (SNCF Mobilités);
States	means the French Republic and the United Kingdom of Great Britain and Northern Ireland;
Sustainable development	means a type of economic growth which seeks to reconcile economic and social progress with the protection of the environment, understanding the latter as being the inheritance to be passed on to future generations. The principle of sustainable development involves the development of the business whilst taking into account its short, medium and long-term impact on the environment, social conditions and ethics;
System	means the system made up of the Tunnel together with the related terminals, fixed equipment and annex buildings;
Term Loan	means the term loan, the main characteristics of which are described in paragraph 22.4.1 of this Registration Document;
TNU	means the group of companies comprising TNU SA and TNU PLC;
TNU PLC	means TNU PLC, formerly Eurotunnel P.L.C. merged with GET SE on 31 October 2010 and subsequently dissolved;
TNU SA	means TNU SA, formerly Eurotunnel SA, merged with GET SE on 6 May 2009 and subsequently dissolved;
Train Operators' Rail freight Services	means the rail freight services between the United Kingdom and continental Europe operated by Railway Companies such as SNCF, DB Schenker, Europorte, and potentially any freight train operator in open access;
Treaty of Canterbury	means the Treaty between France and the United Kingdom, signed on 12 February 1986 and ratified on 29 July 1987, authorising the construction and operation by the private concessionaires of the Fixed Link;
Truck Shuttle Service	means the Eurotunnel Group's road freight service, which provides for the transport of trucks on Shuttles between the United Kingdom and France;
Truck Shuttles	means the Shuttles used by the Eurotunnel Group for the Truck Shuttle Service;
Tunnel	means the two rail tunnels and the service tunnel under the English Channel;
Vision 2020	means the long-term collaborative policy launched by the Fixed Link employees in preparation for 2020.

ANNEXE I – METHODOLOGICAL NOTE TO CHAPTER 17 CORPORATE SOCIAL RESPONSIBILITY

The Eurotunnel Group's social and environmental reporting is based on information stipulated in Article 225 of French law No. 2010-788 of 12 July 2010, known as "Grenelle 2", and the transparency principles of the Global Reporting Initiative (GRI).

For this year, the Eurotunnel Group has decided to submit three new workforce indicators to detailed testing by an independent third party as a proactive step to ensure reasonable rather than moderate assurance of the obligations. Moreover, the Group has introduced a partially automated reporting system for the inputting, gathering and consolidation of environmental data. This tool has been deployed to the contributors of each subsidiary within the scope of reporting.

The Group also decided to make a further step towards greater transparency of its approach and relevance of the information provided by introducing, for next year, four new social indicators.

The Group's CSR data is consolidated under the responsibility of the Group Human Resources Department.

Consolidation period for CSR reporting

The period used for annual reporting of workforce and societal data is the calendar year (1 January 2014 to 31 December 2014).

Environmental data, however, is reported on a rolling year basis (from 1 October 2013 to 30 September 2014) as data and supporting evidence for the full year is not available within a timescale compatible with the publication date of the Registration Document.

Scope of consolidation

Data is consolidated for all Group entities, including MyFerryLink for certain social information as at 31 December 2014. On the environmental side, the absence of reporting and the transitory nature of the situation of the ferries with the entry into force on 1 January 2015 of the Marpol marine pollution regulations, justified the exclusion of MyFerryLink from the scope of consolidation for the 2014 financial year.

Choice of indicators

The purpose of the indicators is to monitor the commitments made by the Group and its progress in terms of environmental and workforce performance. The indicators were chosen by the Group because they are appropriate to its activities and serve the needs of stakeholders as well as it regulatory obligations.

Workforce indicators have been chosen to:

- measure the results of the human resources policy and the Group's social commitments,
- take account of cultural differences and local disparities (different national law, varying legal obligations, etc.).

Environmental indicators have been chosen to:

- serve environmental policy and reflect progress in the Group's different activities; the indicators chosen are appropriate to the Group's activities,
- allow monitoring of the Group's performance on key environmental issues.

Internal consolidation and control

Workforce information is collected from each entity through the computerised data feedback system, which includes consistency checks. The data is checked and validated by the Group entities and consolidated across the entire scope by the Group Human Resources Department.

Each entity's environmental information is collected through the computerised data feedback system. The data is checked and validated by each Group entity and is then consolidated by the Group Human Resources Department.

During consolidation of workforce and environmental data, consistency checks are carried out at the Group level. Comparisons are made with the results from previous years and discrepancies deemed significant are analysed and examined in greater detail.

Societal information is collected, checked and validated at the level of each entity. It is then centralised by the Group Human Resources Department.

Further information and methodological limits of the indicators collected

The methodologies used for some workforce and environmental indicators may in practice be limited by:

- a lack of harmonisation in national/international definitions and legislation,
- the representativeness of the measurements taken or limited availability of external data needed to calculate the indicator,
- the qualitative and therefore subjective nature of some data,
- the practical methods used to collect and input this data.

The calculation of emissions of greenhouse gases is based on the methodology developed by the Carbon Trust.

Waste generated by operations on customers' sites in respect of monitoring of the activities of contractors, is excluded from the scope of reporting.

The sites for which natural gas consumption data was not available for all or part of the reporting period have been estimated on the basis of average consumption using the ADEME's "*Bilan Carbone*" method.

Water consumption for un-metered sites was extrapolated by applying a ratio of water consumption in m^3 per employee present on site. This ratio was calculated from sites which are metered.

As none of GBRf's sites are equipped with metres, Europorte France's ratio has been applied as their activities are similar.

GBRf's electricity consumption was limited to sites equipped a meter. However, this covers more than 97% of the staff attached to a site (i.e. the total number of staff less mobile and home-working staff).

Some data which was not available for all or part of the reporting period and which was necessary for the calculation of absenteeism, frequency rate and the management-to-staff ratio, has been estimated in accordance with the methodologies described in the reference sheets.

The number of staff in 2013 was adjusted to 3,747, compared to 3,744 previously reported. This change related to staff of British entities following a refinement of the methodology. The change, which is not material, was only made in the reporting system and not in the Group's publications.

In the calculation of the rate of absenteeism for the four French Europorte entities, the number of scheduled hours is obtained by multiplying the number of full-time equivalent staff by the number of theoretical hours.

Moreover, the gross payroll and employer's charges are not reported for eight employees located in different European countries (Spain, Netherlands and Germany) due to the collection methods. However, the scope of these indicators covers 99.8% of the Group's staff.

The training budget is the sum of logistics costs, external costs and the related staff costs. This last component has been estimated in 2013 and 2014 for the entity GBRf on the basis of gross payroll divided by the number of hours worked, and then multiplied by the total number of training hours conducted by the subsidiary.

External audit

In order to ensure that it provides reliable information, each year the Eurotunnel Group requests the opinion of independent third party regarding the quality of its workforce and environmental information collection and reporting procedures. In 2014, the audit was carried out by Mazars. The 2014 assurance report expresses reasonable assurance for three environmental and seven social indicators (information marked ✔), and limited assurance for the other indicators verified.

ANNEXE II – REGISTRATION DOCUMENT CHECKLIST

The number of the chapter, section or paragraph of this Registration Document containing the information referred to under each heading of Annex I of Commission Regulation (EC) no. 809/2004 of 29 April 2004 are set out in the following table.

Number	Heading as set out in the Regulation	chapter(s)/section(s)
1	**Persons responsible**	**chapter 1**
1.1	Persons responsible for the information contained in the Registration Document	section 1.1
1.2	Declaration by those responsible for the Registration Document	section 1.2
2	**Statutory auditors**	**chapter 2**
2.1	Names and addresses of the issuer's statutory auditors	sections 2.1 and 2.2
2.2	Statutory auditors having resigned or having been removed during the period covered	not applicable
3	**Selected financial information**	**chapter 3**
3.1	Selected historical financial information	chapter 3
3.2	Selected financial information for the interim periods, and comparative data covering the same period in the prior financial year	chapter 3
4	**Risk factors**	**chapter 4**
5	**Information about the issuer**	**chapter 5**
5.1	History and development of the issuer	section 5.1
5.1.1	*Legal and commercial name of the issuer*	paragraph 5.1.1
5.1.2	*Place of registration and registration number of the issuer*	paragraph 5.1.2
5.1.3	*Date of incorporation and length of life of the issuer*	paragraph 5.1.3
5.1.4	*Domicile and legal form of the issuer, legislation under which it operates, country of incorporation, address and telephone number of its registered office*	paragraph 5.1.4
5.1.5	*Important events in the development of the issuer's business*	paragraph 5.1.5
5.2	Investments	section 5.2
5.2.1	*Principal investments made by the issuer for each financial year for the period covered by the historical financial information*	paragraph 5.2.1
5.2.2	*Principal investments of the issuer that are currently in progress*	paragraph 5.2.1
5.2.3	*Information concerning the issuer's principal future investments on which it has already made firm commitments*	paragraph 5.2.2
6	**Business overview**	**chapter 6**
6.1	Principal activities	section 6.1
6.1.1	*Nature of the operations and principal activities performed by the issuer*	sections 6.2 to 6.4
6.1.2	*Significant new products and/or services introduced into the market*	sections 6.2 to 6.4
6.2	Principal markets	sections 6.2 to 6.4
6.3	Exceptional factors which have influenced the information provided pursuant to items 6.1 and 6.2	paragraph 5.1.5
6.4	Extent of the issuer's dependence on patents and licences, industrial, commercial or financial contracts, or new manufacturing processes	section 6.5
6.5	Basis for any statement made by the issuer regarding its competitive position	sections 6.2 to 6.4

Number	Heading as set out in the Regulation	chapter(s)/section(s)
7	**Organisational structure**	**chapter 7**
7.1	Description of the group and the issuer's position within the group	chapter 7
7.2	List of the issuer's significant subsidiaries	chapters 7 and 25
8	**Property, plants and equipment**	**chapter 8**
8.1	Information regarding any existing or planned material tangible fixed assets, including leased properties	section 8.1
8.2	Environmental issues that may affect the issuer's utilisation of the tangible fixed assets	sections 17.4 and 8.2
9	**Operating and financial review**	**chapter 9**
9.1	The issuer's financial condition, changes in financial condition, and results of operations conducted during each financial year and interim period for which historical financial information is required	chapter 3 and section 9.2(1)
9.2	Operating results	paragraph 9.2.7
9.2.1	*Significant factors including unusual or infrequent events or new developments materially influencing the issuer's income from operations*	section 9.1
9.2.2	*Material changes in net sales or revenues and explanations thereof*	section 9.2
9.2.3	*Strategy or governmental, economic, fiscal, monetary or political factors that have substantially influenced or could substantially influence the issuer's operations*	chapter 4
10	**Capital resources**	**chapter 10**
10.1	Information on the issuer's capital resources (short and long-term)	section 10.1
10.2	Sources and amounts of the issuer's cash flows	section 10.2
10.3	Information on the borrowing requirements and funding structure of the issuer	sections 22.4 and 10.3
10.4	Information on any restriction on the use of capital resources	sections 10.4, 10.6 and 22.4
10.5	Information concerning the anticipated sources of funds	section 10.5
11	**Research and Development, patents and licences**	**chapter 11**
	Description of the research and development policies and the amount spent on issuer-sponsored research and development activities	
12	**Trend information**	**chapter 12**
12.1	Significant trends in production, sales and inventory, and costs and selling prices since the end of the last financial year up to the date of the Registration Document	
12.2	Known trends, uncertainty, demand, commitment or event that are reasonably likely to have a material effect on the issuer's prospects, for at least the current financial year	
13	**Profit forecasts or estimates**	**chapter 13**
13.1	Statement setting out the principal assumptions upon which the issuer based its forecast, or estimate	not applicable
13.2	Report prepared by independent accountants or auditors stating that, in the opinion of the independent accountants or auditors, the forecast or estimate has been properly compiled on the basis stated, and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the issuer	not applicable

(1) *In application of Article 28 1 of Regulation 809/2004/EC of the European Commission, the operating and financial review for the financial year 2013 has been incorporated by reference in this Reference Document. It appears in chapter 9 of the 2013 Registration Document.*

Number	Heading as set out in the Regulation	chapter(s)/section(s)
14	**Administrative, management and supervisory bodies and senior management**	**chapter 14**
14.1	Information on the activities, absence of convictions and the roles of: – members of the administrative, management or supervisory bodies and senior management; and – any senior manager who is relevant to establishing that the issuer has the appropriate expertise and experience for the management of the issuer's business	sections 14.1, 14.3 and 14.6
14.2	Conflicts of interest at the level of the administrative, management and supervisory bodies and senior management	section 14.4
	Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which any of the persons referred to in item 14.1 was selected as a member of an administrative, management or supervisory board or as a member of senior management; details of any restriction accepted by the persons described in item 14.1 concerning the sale, within a certain period of time, of their holdings in the securities of the issuer	chapter 21
15	**Remuneration and benefits of persons described in point 14.1**	**chapter 15**
15.1	The amount of remuneration paid and benefits in kind granted by the issuer and its subsidiaries	section 15.2
15.2	The total amounts set aside or accrued by the issuer or its subsidiaries to provide pension, retirement or similar benefits	section 15.3
16	**Board practices**	**chapter 16**
16.1	The date of expiration of the current term of office of members of the administrative, management or supervisory bodies	section 14.1
16.2	Information about service contracts of members of the administrative, management or supervisory bodies	section 16.6
16.3	Information about the issuer's audit committee and remuneration committee	paragraph 16.2.3
16.4	Statement indicating whether or not the issuer is in compliance with its country's incorporation corporate governance regime	section 16.10
17	**Employees**	**chapter 17**
17.1	Number of employees at the end of the period covered by the historical financial information or the average for each financial year of this period and breakdown of the employees	paragraph 17.2.1
17.2	Shareholding and stock options: With respect to each person referred to in item 14.1, information as to their share ownership and any options over such shares in the issuer	sections 14.5 and 15.2 and paragraph 17.2.8
17.3	Arrangements for involving the employees in the capital of the issuer	paragraph 17.2.8
18	**Major shareholders**	**chapter 18**
18.1	Identity of any person other than a member of the administrative, management or supervisory bodies who holds, directly or indirectly, an interest in the capital or voting rights in the issuer which is notifiable under the applicable national laws governing the issuer	section 18.1
18.2	The existence of different voting rights	section 18.2
18.3	Ownership or control of the issuer and the measures taken to ensure that such control is not abused	section 18.2
18.4	Arrangements, the operation of which may result in a change in control of the issuer	section 18.2
19	**Related party transactions**	**chapter 19**

Number	Heading as set out in the Regulation	chapter(s)/section(s)
20	**Financial information concerning the issuer's assets and liabilities, financial position and profit and losses**	**chapter 20**
20.1	Historical financial information	sections 20.1 and 20.3
20.2	Pro forma financial information	none
20.3	Financial statements (company accounts and consolidated accounts)	section 20.3
20.4	Auditing of historical annual financial information	section 20.4
20.4.1	*Statement that the historical financial information has been audited*	section 20.3
20.4.2	*Other information contained in the registration document which has been audited by the auditors*	sections 16.9.4, 16.9.5 and 17.7
20.4.3	*Where financial information contained in the registration document is not taken from the issuer's audited financial statements, state the source and state that the data is unaudited*	not applicable
20.5	Date of the latest audited financial information	section 20.5
20.6	Interim and other financial information	none
20.7	Dividend policy	section 20.7
20.7.1	*Dividend per share*	section 20.7
20.8	Legal and arbitration proceedings	section 20.8
20.9	Any significant change in the financial or trading position of the group which has occurred since the end of the last financial year	section 20.9
21	**Additional information**	**chapter 21**
21.1	Share capital	section 21.1
21.1.1	*The amount of share capital subscribed for, the number of shares issued, their nominal value and difference between the number of shares in circulation at the beginning of the financial year and at the end*	paragraph 21.1.1
21.1.2	*Shares not representing capital*	paragraph 21.1.3
21.1.3	*The number, book value and face value of the shares held by the issuer or its subsidiaries*	paragraph 21.1.4
21.1.4	*Convertible or exchangeable securities or securities with warrants*	paragraphs 21.1.5 and 21.1.6
21.1.5	*Information about and terms of any acquisition rights and obligation attached to the capital subscribed but not paid up, or undertaking to increase the capital*	paragraph 21.1.6
21.1.6	*Information on the capital of any member of the group that is subject to an option or to an agreement providing for the capital to be subject to an option*	paragraph 21.1.6
21.1.7	*History of the share capital for the period covered by the historical financial information*	paragraph 21.1.7
21.2	Memorandum and Articles of Association	section 21.2
21.2.1	*Description of the issuer's objects and corporate purpose*	paragraph 21.2.1
21.2.2	*Members of the administrative, management and supervisory bodies*	paragraph 21.2.2
21.2.3	*Rights, preferences and restrictions attached to each class of existing shares*	paragraph 21.2.3
21.2.4	*Number of shares required to modify the rights of the shareholders*	paragraph 21.2.5
21.2.5	*Conditions for admission to, and calling of annual general meetings and special meetings of shareholders*	paragraph 21.2.5
21.2.6	*Provisions that could have the effect of delaying, deferring or preventing a change of control*	paragraph 21.2.6
21.2.7	*Provisions fixing the minimum thresholds for disclosure of shareholder ownership*	paragraph 21.2.8
21.2.8	*Provisions regarding the modification of the capital, where such conditions are more strict than those required by law*	paragraph 21.2.9

Number	Heading as set out in the Regulation	chapter(s)/section(s)
22	**Material contracts**	**chapter 22**
23	**Third party information, statement by experts and declarations of any interest**	**chapter 23**
24	**Documents on display**	**chapter 24**
25	**Information on holdings**	**chapter 25**
	Information concerning companies in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses	chapter 25

ANNEXE III – TABLE OF CROSS REFERENCES

This Registration Document includes all the elements of the management report of GET SE required by articles L. 225-100 et seq., L. 232-1, II and R. 225-102 of the French Commercial Code. It also contains all the information from the annual financial report required by articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the General Regulations of the AMF.

In order to make it easier to read the management and annual financial reports mentioned above, the following table of cross references identifies the sections which make up those reports. The table of cross references also covers the other reports of the board of directors and of the statutory auditors.

Number	Information	Reference
I	**Management report**	
1	Situation and business of GET SE during the current financial year and, if applicable, of its subsidiaries and the companies it controls	chapter 6 paragraphs 5.1.5, 5.1.6, 5.2.1 sections 9.1 and 9.2 note A to the accounts contained in paragraph 20.3.1 and 20.3.2
2	Amendments made to the presentation of the accounts or the assessment method used in prior years	note B to the accounts contained in paragraph 20.3.1 and 20.3.2
3	Results from the business activities of GET SE, its subsidiaries and companies it controls	sections 9.2, 20.1, 20.3 and 20.10
4	Key financial performance indicators	chapters 3 and 10
5	Analysis of the development of business, results and financial situation	section 9.2
6	Progress made or difficulties encountered	section 9.2 and chapter 6
7	Description of the main risks and uncertainties facing GET SE (including GET SE's exposure to financial risks)	chapter 4
8	Indications concerning the use of financial instruments and aims and policy of GET SE relating to the management of financial risks	paragraph 4.1.3
9	Important events that have occurred since the end of the financial year	paragraph 5.1.6
10	Anticipated developments concerning GET SE and prospects for the future	chapters 12 and 13
11	Research and development activities	chapter 11
12	List of appointments and offices held by each corporate officer in any company during the past financial year	section 14.1
13	Total remuneration and benefits of any nature paid to each corporate officer during the past financial year[1]	chapter 15

(1) This includes remuneration and benefits from GET SE and its subsidiaries, including in the form of grant of equity securities, debt instruments or securities convertible into shares. The fixed, variable and exceptional elements comprising the remuneration and benefits must be clearly distinguished together with the criteria according to which they were calculated or the circumstances pursuant to which they were determined.

Number	Information	Reference
14	Commitments of any nature made by GET SE for the benefit of its corporate officers corresponding to items of remuneration, indemnities or advantages due or that may become due as a result of the commencement, the termination or any change to their appointment	chapter 15
15	Dealings in GET SE securities by executive officers	section 16.7
16	Key environmental and social indicators	chapter 17
17	Workforce information:	section 17.2
	• Employment	paragraph 17.2.1
	• Work organisation	paragraph 17.2.2
	• Employee relations	paragraph 17.2.3
	• Health and safety	paragraph 17.2.4
	• Training	paragraph 17.2.5
	• Diversity and equal opportunities	paragraph 17.2.6
	• Promotion and compliance with the provisions of the fundamental texts of the International Labour Organisation	paragraph 17.2.7
18	Employees shareholdings	paragraphs 17.2.8
19	Environmental information:	section 17.4
	• General environmental policy	paragraph 17.4.1
	• Risk prevention, pollution and waste management	paragraph 17.4.2
	• Sustainable use of resources	paragraph 17.4.3
	• Climate change	paragraph 17.4.4
	• Protection of biodiversity	paragraph 17.4.5
20	Information regarding social commitments to support sustainable development:	section 17.3
	• Territorial, economic and social impact of the business of the company	paragraph 17.3.1
	• Relations with persons or organisations with an interest in the business of the company, in particular associations working towards integration, educational bodies, environmental protection associations, consumer associations and neighbouring people	paragraph 17.3.1
	• Sub-contracting and suppliers	paragraphs 17.2.1 i) and 17.3.2
	• Good commercial practices	paragraph 17.3.2 and 17.3.3
	• Other actions taken in favour of human rights	paragraph 17.3.4
21	Information on policy concerning the prevention of technological accidents, GET SE's ability to cover its public liability risk in relation to any classified facilities, and the measures planned to indemnify victims of any such technological accident for which GET SE was found liable	paragraphs 4.2.5 and 4.2.1 sections 4.3, and paragraph 17.2.4
22	Holdings in any company having their registered office in France representing more than 1/20, 1/10, 1/5, 1/3, 1/2 or 2/3 of the share capital or the voting rights of such company	chapter 25
23	Disposals of shares for the purpose of regularising cross-holdings	not applicable

Number	Information	Reference
24	Natural or legal persons holding directly or indirectly more than $\frac{1}{20}$, $\frac{1}{10}$, $\frac{3}{20}$, $\frac{1}{5}$, $\frac{1}{4}$, $\frac{1}{3}$, $\frac{1}{2}$, $\frac{2}{3}$ or $\frac{19}{20}$ of the share capital or the GET SE voting rights at general meetings	sections 18.1 and 18.2
25	Injunctions or fines for anti-competitive practices	section 4.2.7
26	Elements likely to have an impact on any public offer:	
	• Structure of the capital of GET SE	section 18.1 and paragraph 21.1.8
	• Statutory restrictions on the exercise of voting rights, transfers of shares, and provisions of agreements of which GET SE is made aware pursuant to article L. 233-11 of the French Commercial Code	paragraphs 21.1.2 and 21.2.8
	• Direct or indirect holdings in the capital of GET SE, of which GET SE is aware in accordance with articles L. 233-7 and L. 233-12 of the French Commercial Code	section 18.1
	• List of holders of all securities carrying special rights of control and a description of those rights	section 18.2
	• Control mechanism in any employee share ownership scheme where such control rights are not exercised by employees	not applicable
	• Agreements between shareholders of which GET SE is aware and which may involve restrictions on the transfer of shares and the exercise of voting rights	not applicable
	• Rules applicable to the appointment and replacement of members of the board of directors, as well as amendment of the by-laws of GET SE	paragraphs 16.2.1 and 21.2.5
	• Powers of the board of directors, in particular the issue or buyback of shares	paragraphs 16.2.2 and 21.1.8
	• Agreements entered into by GET SE which may be amended or terminated on a change of control	none
	• Agreements providing for indemnities to be paid to members of the board of directors or employees if they resign or are dismissed without cause or if their employment is terminated as a result of a public offer	none
27	GET SE general management (only in the event of amendment)	not applicable
28	Elements for the calculations and results of the adjustment of the basis of conversion or exercise of securities giving access to the share capital and options to subscribe for or purchase shares	not applicable
29	Information on share buyback programmes[2]	paragraph 21.1.8
30	Summary table of authorisations in force concerning share capital increases	paragraph 21.1.6
31	Table of results of GET SE over the course of the past five financial years	section 20.10
32	Amount of any dividend distributed over the last three financial years	section 20.7

[2] *This information includes average prices of sales and purchases, the total amount of brokering fees, the number of shares registered in the name of GET SE at the end of the financial year and their estimated market value as well as their nominal value, reasons for the acquisitions made and the fraction of capital they represent.*

Number	Information	Reference
II	**ANNUAL FINANCIAL REPORT**	
1	Company accounts	paragraph 20.3.2
2	Consolidated accounts	paragraph 20.3.1
3	Statutory auditors' report on the company accounts	paragraph 20.3.2
4	Statutory auditors' report on the consolidated accounts	paragraph 20.3.1
5	Management report including at least the information referred to in articles L. 225-100, L. 225-100-2, L. 225-100-3 and L. 225-211 paragraph 2 of the French Commercial Code	please refer to the management report mentioned in I above
	Declaration of the persons responsible for the management report	chapter 1
6	Statutory auditors' fees	section 20.11
7	Chairman's report on the preparation and organisation of the work of the board, as well as internal control and risk management procedures in place within GET SE	sections 16.1, 16.2, 16.3, 16.4, 16.5, 16.6, 16.9, 16.10, and 16.11
8	Statutory auditors' report on internal controls	paragraph 16.9.4
III	**OTHER REPORTS**	
1	Statutory auditors' special report on regulated agreements	paragraph 16.9.5
2	Independent third party's attestation of disclosure and limited assurance report on the social, environmental and societal information published in the management report of Groupe Eurotunnel SE	section 17.7

ANNEXE IV – CSR POLICY: PRINCIPLES, CHALLENGES AND COMMITMENTS

CSR at the heart of the Group plan

Corporate social responsibility (CSR) requires companies to integrate environmental and social issues into their business model and plan. A self-regulation initiative which in its early days was adopted on a voluntary basis, CSR has been enshrined in a regulatory framework initiated in France since 2001-2002 by the law on New Economic Regulations (NER). The verification of sociological, social and environmental data by an independent third party has gone on to become obligatory for French businesses following the publication in 2012 of the Decree implementing Article 225 of the Grenelle 2 law and subsequently the Ruling of 13 May 2013. Eurotunnel Group has exceeded this obligation and its initiative goes beyond simple verification.

Eurotunnel Group places social responsibility at the heart of its activities and in its interactions with its various internal and external stakeholders and provides clear information about its commitments to its partners: employees, customers, suppliers, shareholders, investors, territorial collectivities, governments, associations and communities. True to its principles, it has operated a policy for more than twenty years which is both challenging and supportive of corporate social responsibility, which it applies in three main areas, the strategic areas of focus linked to its activities:

- People, i.e. each of the more than 3,900 Eurotunnel Group collaborators;
- Nature, in other words the environment and the eco-systems with which its increasing activities interact;
- Region, or all communities with which the Group has a relationship, particularly in France, the UK and Europe.

Eurotunnel Group has developed a CSR policy which is based on the respect of fundamental rights as defined by the major founding international texts: the Universal Declaration of Human Rights and the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work.

The Eurotunnel Group board of directors and its Chief Executive Officer fully support the principles stated in these international codes and standards. The object of this policy is to translate this support into a set of operational procedures defining a common approach for all Group entities.

Compliance with this policy will be continuously monitored under the close scrutiny of the Group’s board of directors supported by the Committee for Sustainable Development. Stakeholders shall also be informed of the policy via the Group’s various annual reports.

The CSR targets will be defined each year and will form part of the targets set for the directors and managers of the various Group entities. They shall be monitored and evaluated during individual annual reviews.

Each manager shall be charged with ensuring that the stated principles are communicated to all employees and are further understood and observed by them.

Challenges

Eurotunnel Group has identified five major challenges which correspond to core issues set out in the major founding texts and the various international frameworks and standards (Global Compact; GRL, ISO 26000). These challenges can be split into several categories: social, regional, environmental, economic and ethical.

- Social challenges: respect the rights of employees
- Regional challenges: develop close links with the region
- Environmental challenges: reduce the impact of the business activity on the environment
- Economic challenges: manage relationships with customers
- Ethical challenges: continue with policy development and value sharing within the Group in connection with stakeholders.

Answering these challenges has been and remains a priority for Eurotunnel Group which, since its inception, has been committed to a social responsibility policy reconciling economic performance, social equity and environmental protection as part of a programme of continuous improvement.

Social challenges

For the Group, responding to the social challenges involves a commitment to fully support a work environment which fosters the personal development and growth of its workers. The human resources policies are developed on the basis of criteria which support truly equal opportunities and treatment for all employees. In its Charter of Ethics and Behaviour, Eurotunnel Group has effectively committed itself to combating all forms of discrimination. In the same Charter, it strongly reasserts its adherence to the principles and values of the Universal Declaration of Human Rights 1948 and to the fundamental conventions of the International Labour Organization as well as to the principles of the United Nations Global Compact.

In order to reinforce the development of its workers and to guarantee a stable and safe working environment for them, Eurotunnel Group has made the issue of improving security and health at work a major concern with the renewed and expressed target of zero accidents. Mindful of the progression of its employees' performance, the Group considers the individual annual review to be an essential management tool for human resources and has therefore set a target for all managers in the company of 100% reviews.

The Group invests heavily in young people and is developing its relationships with universities and schools with the aim of fostering a better understanding of its business and of better integrating young people into the world of work. This is why an agreement was signed in January 2013 with the Ecole nationale des Ponts et Chaussées creating for a period of 5 years an education and research chair for the science of railway transport dedicated to the study of railway activity. The aim of this chair is training and research on the topics associated with infrastructure transport service. This initiative attests to Eurotunnel Group's willingness to share its expertise in order to advance science and innovation and position the railway sector as a forward-looking business.

Eurotunnel Group also is also strongly focused on training for careers in the railway sector. Created by the Group in 2011, the international railway training centre CIFFCO contributes to the creation of skilled jobs and professional integration. It plays a leading role in the development of railway transport and its associated businesses and, more generally, plays a part in the economic development and influence of the Nord-Pas-de-Calais region.

Regional challenges

As a committed partner in its economic and social environment, Eurotunnel Group has always been a leading economic actor and local employer. As part of its mission, it fully subscribes to a logic of "community involvement", understood as defined by ISO 26000: "proactive outreach work undertaken by an organisation within the community with the aim of preventing and solving problems, fostering partnerships with local organisations and stakeholders and being a good citizen of the community".

Eurotunnel Group has contributed to the creation of several thousand direct, indirect and induced jobs in Kent and the Calais region and has, as part of its role as a developer, strongly contributed to the growth of the local economy at either end of the Tunnel and to the positive transformation of the environment in which it operates.

Eurotunnel Group is conscious of the fact that community involvement is not limited to responsibility for the impact of its activities on the environment but involves responsible behaviour and good citizenship. It is also constantly seeking ways to strengthen its integration into its immediate environment by means of firm commitments and actions of solidarity geared towards the community. The Group also supports education and culture and is conscious that sharing knowledge is a factor which promotes more equal opportunities.

Eurotunnel Group estimates that its regional commitment is essential as it contributes to the company's overall performance, to the internal climate and social cohesion and to the loyalty of its employees.

In order to meet these challenges, Eurotunnel Group is committed to strengthening links with local communities by actively supporting associations, schools, universities and organisations with which it closely collaborates on both sides of the Fixed Link.

Environmental challenges

In a world with limited natural resources, companies cannot ensure their continuity without making constant efforts to control their energy consumption and reduce the impact of their activities on the environment. For Eurotunnel Group it is clear: it is impossible to have success in the long term without better control of environmental impacts.

Committed to "low-carbon" transportation, the Group is pursuing an ambitious strategy which combines developing its core activity – cross-Channel transport – and external growth beyond the Fixed Link in its two major disciplines and areas of expertise: the management of infrastructures and railway operations.

Prior to the construction of the Tunnel, expense was incurred in order to prevent the harmful consequences of business activities for the environment. There are two separate sewer systems for storm water and waste water, retention ponds, treatment stations, etc. Furthermore, an environmental management system based on the requirements of standard ISO 14001 was put in place by the Concessionaires in 2002.

For 2015, Eurotunnel Group is committed to acting in line with the principles of sustainable development and in accordance with the 3 principles of the Global Compact relating to the environment. In order to achieve this, the Group has four commitments:

- to reduce the environmental impacts of its own operations by focusing on reducing greenhouse gases, reducing its energy consumption, increasing its fleet of electric vehicles and optimising waste management;
- to raise awareness amongst staff of their responsibilities as eco-citizens;
- to choose innovative and environmentally friendly products;
- to strengthen actions which support the protection of diversity.

In addition to these commitments, Eurotunnel Group will pay special attention to the environmental approach of its suppliers and will ask them to implement actions which would support the protection of the environment.

Economic challenges

Eurotunnel Group places a focus on each individual customer at the heart of its development plan. Quality of service is both an everyday and a strategic priority and expectation for its teams within all of its subsidiaries.

Rooted in a bi-national culture where the concept of “customer” prevails, Eurotunnel Group is continually investing in adapting its offer, the quality of customer services, punctuality, smoothness, comfort and security around a central objective: to constantly increase the high level of quality of service which forms the basis of its economic growth. A golden rule is applied: every innovation and every investment project must demonstrate that it benefits customers before being adopted. This continuous improvement initiative is of particular importance today when, more than 20 years after the commencement of the operation, a new generation of customers is emerging.

This commitment was solidified in 2013 by the launch of important projects in the various Group subsidiaries, such as the creation of a Customer Experience Department, the renovation of terminals and Truck Shuttle wagons, a mobile telephone service throughout the tunnel, etc.

The first private railway operator in France and the UK, Europorte, a subsidiary of Eurotunnel Group, makes the difference with quality of service.

Committed to a continuous improvement initiative, Eurotunnel Group is carrying out a transformation project in its terminals where the reception capacity will be increased in order to offer, as of 2015, more departures and toll lanes and secure parking to respond smoothly to the expected growth in freight traffic.

Eurotunnel Group and its subsidiary service companies aim to achieve a higher level of quality of service for 2015. Customer satisfaction is an absolute priority for the Group. For 2015 it has set a central goal for the sector of a customer satisfaction rate of 90% for passengers, 95% for transporters and 85% for commercial freight drivers.

In order to meet the challenges of responsible supply, the Group is further committed to undertaking work over the course of the next two years (2015-2016) in order to identify and evaluate its main suppliers in the field of sustainable development.

Ethical challenges

In order to define its priorities, Eurotunnel Group is involved in and is continuing an ongoing dialogue with its internal and external stakeholders including employees, customers, suppliers, shareholders, local communities, competitors, public authorities and trade unions. This dialogue helps the Group to better understand societal developments and the associated challenges, to develop new topics and to start reflecting on the pilot projects.

Eurotunnel Group’s aim is to be viewed as a benchmark and a model within the transport industry in the area of corporate social responsibility and intends to maintain its role as a major player in cross-Channel transport and its position as global leader in piggyback transport.

This ambition requires clearly stated commitments. Eurotunnel Group has achieved this by means of this policy by committing to develop a climate of trust and loyal relationships with all of its internal and external stakeholders. It is particularly committed to:

- staying loyal to its customers and partners;
- instigating, maintaining and encouraging an open dialogue with the various stakeholders;
- strengthening its community involvement;
- strictly observing the fundamental rights as defined in the major international principles: the Universal Declaration of Human Rights and the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work;
- reporting its economic, social and environmental results with the greatest transparency.

GROUPE EUROTUNNEL SE

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