



## GROUPE EUROTUNNEL SA

### Combined annual general meeting of 6 May 2009

#### Results of votes on resolutions

**QUORUM: 33.6% of shares with voting rights**

Resolutions	For	Against	Abstentions	Results
1. Consideration and approval of the accounts for the financial year ended 31 December 2008	96.81%	3.18%	0.01%	Approved
2. Appropriation of the results for the financial year ended 31 December 2008	99.06%	0.87%	0.07%	Approved
3. Consideration and approval of the consolidated accounts for the year ended 31 December 2008	99.78%	0.18%	0.04%	Approved
4. Approval of the regulated agreements and commitments referred to in the special report of the statutory auditors pursuant to article L. 225-38 of the French Commercial Code	98.91%	0.14%	0.95%	Approved
5. Approval of the regulated agreements and commitments entered into by the Company referred to in the special report of the statutory auditors	98.89%	0.14%	0.97%	Approved
6. Authority to be given to the Board to implement a share buyback programme	99.50%	0.48%	0.02%	Approved
7. Consideration and approval of the merger by way of takeover of TNU SA by the Company	98.90%	0.15%	0.95%	Approved
8. Record of the approval of the merger by way of takeover of TNU SA by the Company and corresponding increase in the capital of the Company in the consideration for the transfer of assets and liabilities	99.83%	0.14%	0.03%	Approved
9. Appropriation of the merger premium - allocation of the merger deficit	99.82%	0.15%	0.03%	Approved
10. Amendment of article 6 ("Share Capital") of the Company's articles of association following the capital increase resulting from the merger by way of takeover of TNU SA by the Company	99.83%	0.14%	0.03%	Approved

<b>11.</b> Powers for the signature of the declaration of conformity and for other formalities	99.85%	0.12%	0.03%	Approved
<b>12.</b> Renewal of the delegation of authority given to the Board for the purpose of issuing ordinary shares of the Company (...), while maintaining shareholders' preferential subscription rights	98.42%	0.61%	0.97%	Approved
<b>13.</b> Renewal of the delegation of competence given to the Board to issue ordinary shares of the Company (...), while cancelling shareholders' preferential subscription rights but with a priority subscription period	91.21%	8.65%	0.14%	Approved
<b>14.</b> Delegation of competence given to the Board to issue ordinary shares of the Company (...), by way of an offer of the kind referred to in article L.411-2 II of the French Monetary and Financial Code, while cancelling shareholders' preferential subscription rights	74.83%	25.15%	0.03%	Approved
<b>15.</b> Delegation of competence given to the Board for the purpose of issuing ordinary shares of the Company (...), in consideration for transfers in kind made to the Company (...)	93.87%	6.10%	0.03%	Approved
<b>16.</b> Overall limitation on authorities	99.45%	0.53%	0.02%	Approved
<b>17.</b> Delegation of competence given to the Board for the purpose of issuing ordinary shares in the Company (...) in consideration for the transfer of securities in the context of a public exchange offer in France by the Company (...) in respect of warrants to subscribe for shares (the Warrants) or notes redeemable in shares (the NRS) issued in 2007	96.90%	3.07%	0.03%	Approved
<b>18.</b> Authorisation given to the Board for the purpose Of reducing the capital by the cancellation of shares	99.44%	0.53%	0.03%	Approved
<b>19.</b> Delegation of competence given to the Board for the purpose of transferring ordinary shares or increasing the share capital by way of the issue of ordinary shares (...) for the benefit of employees who are members of a company savings plan	88.98%	10.98%	0.03%	Approved
<b>20.</b> Powers	99.86%	0.12%	0.02%	Approved