

ETAG

Final Shareholders' Meeting of TNU PLC (formerly Eurotunnel PLC) on 21st September 2010

The meeting was chaired by Jacques Gounon,
supported by Severine Garnham, Company Secretary

Current position and proposal

The Chairman gave a brief report; 99.32% of the shares in TNU PLC were now held by Groupe Eurotunnel SA (GET SA). The group structure was being further streamlined so that in future GET SA would have three main operating subsidiaries: The Channel Tunnel Group Ltd (CTG), France Manche and Europorte.

To conclude the final leg of the restructuring, GET SA is to acquire the 0.68% of TNU PLC that it does not already own; the auditors had reviewed and approved the proposed exchange of TNU PLC shares for GET SA shares, based on the underlying asset value of TNU PLC.

GET SA is issuing 450,000 shares to pay for the acquisition, and those shares not taken up by TNU PLC shareholders are to be disposed of in the market and the net proceeds remitted to them.

Travel rights

Severine Garnham explained the position: Exactly the same travel privileges are to continue under the aegis of *Le Shuttle Club*, managed by CTG. Membership is open to all those who held the necessary qualifying shares until their acquisition by GET SA, whereafter there would be no shareholding requirement.

She said many of the current users of the travel rights had joined the club ahead of the meeting, and hoped the rest would join, now the arrangements had been amended to satisfy the requirements of ETAG.

Current users will be contacted; others can join whenever they want.

From 1st November 2010 *Le Shuttle Club* will be the permanent replacement.

Questions

1. Why was the number of shares to be received in the exchange almost a tenth of those received in the Exchange Tender Offer 3½ years ago? The figures were approved by the auditors. [The Chairman might have mentioned several points:
 - i The basis on this occasion was the value of the underlying assets (although little value was placed on TNU PLC's tax losses carried forward).
 - ii 3½ years ago TNU PLC was insolvent, so on a similar basis *then* shareholders would have received nothing, which is normal in an insolvency; however CTG held the tunnel concession by treaty between the British & French governments, and the Chairman, M Gounon, used his considerable negotiating skills to persuade creditors to relinquish part of their claims on the basis that if a receiver was appointed they would lose even more – thus leaving a small residue of value for the original shareholders who accepted shares in exchange in the new company.
 - iii The Chairman at the time strongly advised all shareholders to accept the Exchange Tender Offer, and repeatedly stated that the old shares would eventually be virtually worthless.

For its part, ETAG, although not licensed to give investment advice, repeatedly suggested that shares not required to qualify for travel rights should be disposed of.]

2. There were then a number of questions about supposed deficiencies of *Le Shuttle Club*, all of which had been addressed and resolved by ETAG. Points not commonly appreciated about the travel rights booking arrangements were:
 - i Tickets are 'top class', ie. can be transferred to different times without penalty, so that if you arrive earlier or later than your booked time the computerised booking engine will transfer you to the next available shuttle.
[Other points of interest not mentioned at the meeting are:
 - ii Where there was a second named shareholder on the original share certificate, either shareholder may register for travel rights in any given calendar year.
 - iii Trailers are also permitted at the concessionary tariff.]

Voting

The resolutions accepting the merger with GET SA and authorising the Directors to attend to the necessary documentation were both passed by 99.9% of the votes cast.

Document signing

After the conclusion of the meeting the following documents were signed as required by ETAG:

- i *Le Shuttle Club* revised rules
- ii CTG Deed Poll accepting responsibility for implementing the rules.

And here endeth the life of TNU PLC (formerly Eurotunnel PLC) as a public company.