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**AGREEMENT ON DEFINITION OF THE SCOPE OF
THE GROUPE EUROTUNNEL SOCIETE EUROPEENNE
TO ESTABLISH THE EUROPEAN COMPANY WORKS COUNCIL**

Between

The undersigned parties, members of the special negotiating group,

Mr Sébastien RINGOT, **C.G.T.**

Mr Philippe VANDERBEC, **C.G.T.**

Mr Vincent PIEDBOIS, **C.G.T.**

Mr David LECOUSTRE, **C.G.T.- F.O.**

Mr Stéphane SAUVAGE, **C.G.T.- F.O.**

Mr Patrick HAMY, **C.F.D.T.**,

Mr Dominique TIRMARCHE, **C.F.E.-C.G.C.**

Mr Mark SWAINE, **UNITE**

Mrs Anne-Lous BOEVE, **UNITE**

Mr Barry HARE, **ASLEF**

Mr Mark CORNWALL, **Company Council** Eurotunnel Services Limited,

All duly authorised by their federations and/or committees,

- of the one part -

And

The **Executive Management of GET SE**, represented by Mr. Xavier MOULINS, Human Resources Director of Groupe Eurotunnel SE (GET SE) and duly authorised in that capacity,

- of the other part -

Hereinafter collectively defined as the "**Parties**"

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DEFINITIONS

The following terms shall have the following meanings whenever used in this agreement (hereinafter the "**Agreement**"):

- **SE:** designation of Groupe Eurotunnel Société Européenne.
- **GET SE:** The stock exchange trading name of Groupe Eurotunnel Société Européenne.
- **SNB (Special Negotiating Body):** a body whose remit is to determine with the executive management the arrangements for staff involvement in the European Company. The Agreement was drafted by the SNB.
- **SE Works Council:** organisation established by the Agreement to ensure information and consultation of the staff of the companies that comprise the European Company (SE).
- **Group Council:** Council established by an agreement dated 31st January 2014 and comprising the company Groupe Eurotunnel SA and all its French subsidiaries or sub-subsidiaries controlled or dominated by it.
- **European Works Council:** *sui generis* informal council established by an agreement dated 28th October 1998 comprising representatives of the staff of Eurotunnel Services GIE and the staff of Eurotunnel Services Limited.

PREAMBLE

Eurotunnel has historically brought the UK and France closer together by creating the Channel Fixed Link.

Groupe Eurotunnel SA is now a company deeply ingrained in Europe, quoted on the London and Paris stock markets. It has approximately 3,800 employees in the UK and France (as at 31/12/2013).

Groupe Eurotunnel has a tradition of exchange and dialogue with staff representative bodies. A *sui generis* body called the European Works Council was set up back in 1998 as a transnational information and consultation body. The European Works Council has proved to be a particularly dynamic body, bringing English and French employees together twice a year to discuss the company's situation and its projects and prospects.

More recently, the French company has established a Group Council comprising representatives from Groupe Eurotunnel SA and all its subsidiaries to address issues relating to the Group's economic and social activity.

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Groupe Eurotunnel firmly believes that such a dialogue is in everyone's interest and promotes the company's harmonious development. To build on this, it therefore decided to change the corporate form of the public limited company Groupe Eurotunnel SA to a European Company. This change from Groupe Eurotunnel SA to a European Company (SE) in no way affects the subsidiaries of Groupe Eurotunnel.

Choosing the legal form of a European Company is evidence of the desire shared by the companies and staff representatives to combine cultural backgrounds and develop a European-scale corporate culture.

This European dialogue has fostered the development of a sense of shared belonging to Groupe Eurotunnel, in its European dimension.

The European scale will become a new forum for dialogue which is bound to promote quality consultation for everyone's benefit.

The Executive Management of Groupe Eurotunnel and the staff representatives are convinced that such an initiative will generate economic efficiency and improvement in the working conditions of all employees.

Concerned to ensure harmony between the various national and supra-national dialogue forums, the Executive Management and the staff representatives want the powers of the SE Works Council to be understood in line with the remits of the existing bodies.

A special negotiating body (SNB) was established to determine, by a written agreement between the employee representatives and the Executive Management, the definition of the scope of Groupe Eurotunnel SE to establish the SE Works Council.

Against this background, this agreement (the "**Agreement**") was entered into by the parties in accordance with EU Directive 2001/86/EC, transposed in France by Articles L. 2351-1 et seq. of the Employment Code.

CLAUSE 1 – SCOPE OF THE EUROPEAN COMPANY (SE) AND AREA OF ACTION OF THE SE WORKS COUNCIL

The Agreement applies within the Groupe Eurotunnel SA dominant company, becoming Groupe Eurotunnel SE (hereinafter "**GET SE**"), and its subsidiaries or sub-subsidiaries established in European countries in the European Economic Area, as indicated in the territorial scope of the Agreement as at 31st December 2014 and appended to this agreement (*Appendix 1*).

The SE Works Council comprises representatives from the companies within the scope of the European company who have a trade union or electoral mandate within a staff representative body (*Cf. Agreement on the composition and operation of the SE Works Council*).

Lastly, it should be noted that creation of the GET SE Works Council does not affect the prerogatives of each Works Council or Establishment Council of the Group subsidiaries.

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CLAUSE 2 - DURATION OF THE AGREEMENT

This Agreement is entered into for a set time, for the duration of the terms of office of the members of the SE Works Council with effect from 1st January 2105 and in any case, with no tacit renewal, will end on 31st December 2018.

CLAUSE 3: FINAL PROVISIONS

3.1. Revision of the Agreement

The Agreement may be revised, in particular if an amendment proves necessary because of changes in the legal or regulatory context.

Likewise, if once the SE has been registered, changes should occur in the structure of the company, the location of its headquarters or the number of employees it has, and they are likely to substantially affect the composition of the European company works council or the procedures for employee involvement, as laid out by the Agreement, the SE Works Council will negotiate a new agreement.

A new agreement will be negotiated at the joint initiative of the Chairman and secretary of the SE Works Committee

The revised agreement will be discussed in a plenary session and must be entered into by the Chairman of the dominant company or his representative and the absolute majority of the members of the SE Works Committee whose term of office is ending because of the changes affecting the SE.

The Agreement may only be revised after a 3-month notice period from the decision to open negotiations on the negotiation of a new agreement.

3.2. Governing law

As the registered office of Groupe Eurotunnel is located in France, this Agreement will be governed by French law.

3.3. Notification and filing formalities

The Agreement will be translated into English. This translation will be for information purposes only. Only the French version will be valid between the Parties.

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The French version will be filed with the appropriate Direction Régionale des Entreprises, de la Concurrence, de la Consommation, du Travail et de l'Emploi (regional authority for enterprises, competition, consumption, labour and employment) as both a hard and a soft copy.

One of the parties will submit a copy of the Agreement to the registry of the appropriate Conseil de Prud'hommes (conciliation tribunal).

Made at Paris, 1st December 2014.

In ten copies: each party receiving a copy after signature (eight copies), one copy to the DIRECCTE (regional authority for enterprises, competition, consumption, labour and employment) and one copy to the Conseil des Prud'hommes (conciliation tribunal).

For and on behalf of GET SE:

Signature:

*The Groupe Eurotunnel Human Resources Director
Mr. Xavier MOULINS*

For and on behalf of the Special Negotiating Body representing the employees of the Group companies

Mr Sébastien RINGOT, C.G.T.

Mr Philippe VANDERBEC, C.G.T.

Mr Vincent PIEDBOIS, C.G.T

Mr David LECOUSTRE, C.G.T.- F.O.

Mr Stéphane SAUVAGE, C.G.T.- F.O.

Mr Patrick HAMY, C.F.D.T.

Mr Dominique TIRMARCHE, C.F.E.-C.G.C.

Mr Mark SWAINE, UNITE

Mrs Anne-Lous BOEVE, UNITE

Mr Barry HARE, ASLEF

Mr Mark CORNWALL, **Company Council** Eurotunnel Services Limited,

APPENDIX 1 – LIST OF COMPANIES IN THE EUROPEAN COMPANY GET SE

<u>FRENCH COMPANIES:</u>	Activity	Establishments	NUMBER OF EMPLOYEES	
GET SA	Holding	Paris (75) Lille (59)	12	
ESGIE	FR staff management	Paris (75) Coquelles (62)	1483	
SOCORAIL SAS	Operation of railway infrastructures	Lille (59) Châteauneuf-les-Martigues (13) Marignane (13) Toulouse (31) Blainville-sur-l'Eau (54) Joeuf (54) Isbergues (62) Lyon (69) Le Havre (76) Caudebec (76) Sochaux (25) Dunkerque (59) Vienne (38)	452	866
EUROPORTE SAS	Railway operator	Lille (59)	13	
EUROPORTE Channel SAS	Traction provider	Lille (59)	0	
EUROPORTE France SAS	Rail freight transport	Lille (59) Paris (75) Châteauneuf-les-Martigues (13) Marsannay-la-Côte (21) Toulouse (31) Blainville-sur-l'Eau (54) Henin-Beaumont (62) Lyon (69) Le Havre (76) Rouen (76)	376	
EUROPORTE Proximité SAS	Rail goods transport	Lille (59) Châtillon-sur-Seine (21) Clamecy (58) Arc-les-Gray (70)	23	
Bourgogne Fret Services SAS	Chartering and organisation of transport	Venarey-les Laumes (21) Paris (75)	2	
CIFFCO SAS	Railway professional training	Coquelles (62)	0	
ETM Holding SAS	Asset management		0	
My Ferry Link SAS	Asset management	Lille (59)	12	
ETM 3 SAS	Asset management		0	
ETM SAS	Asset management		0	
ETM3 NPDC SAS	Asset management		0	
ETM3 BE SAS	Asset management		0	
France Manche SA	Fixed Link operation		0	
SIFE SAS	Property development		0	
Euro-Immo GET SAS	Property development		0	
EuroSco SAS	Railway rolling stock fleet management		0	
TOTAL			2 373	

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<u>UK COMPANIES:</u>	Activity	NUMBER OF EMPLOYEES
GET Elec Limited	Participation in ElecLink project	0
EUROTUNNEL Services Limited	UK staff management	829
Cheriton Leasing Limited	Financing companies	0
Cheriton Resources Ltd 1 to 3 and 6 to 16	N/A	0
Eurotunnel Agent Services Limited	Financial activity	0
Eurotunnel Developments Limited	Property development	0
Le Shuttle Limited	N/A	0
Orbital Park Limited	N/A	0
London Carex Limited	N/A	0
Eurotunnel Finance Limited	Financial activity	0
Eurotunnel Financial Services Limited	Resale of insurance products	0
Eurotunnel Trustees Limited	N/A	0
My Ferry Link Limited	N/A	0
Eurotunnel Plus Limited	N/A	0
GB Railfreight Limited	Rail freight operator	544
Eurotunnel Management Services Limited	Executive management structure	1
TOTAL		1 374

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<u>GUERNSEY COMPANY:</u>	Activity	NUMBER OF EMPLOYEES
Gamond Insurance Company Ltd	Captive insurance company	0

<u>BELGIAN COMPANY:</u>	Activity	NUMBER OF EMPLOYEES
Eurotunnel SE	Centralisation, management and development of freight ticket sales	0

<u>GERMAN COMPANY:</u>	Activity	NUMBER OF EMPLOYEES
Eurotunnel Plus Gmbh	N/A	0

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