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**AGREEMENT ON ALLOCATION OF STAFF REPRESENTATIVE SEATS  
ON THE GROUPE EUROTUNNEL SOCIETE EUROPEENNE 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,

DTM  
- of the one part -

And

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

RS  
- of the other part -

who have today entered into the following Agreement:

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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 31<sup>st</sup> 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 28<sup>th</sup> October 1998 comprising representatives of the staff of Eurotunnel Services GIE and the staff of Eurotunnel Services Limited

DMM MP  
S.S.  
R.S. PV VP  
ALB  
MP.  
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**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.

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 allocation of staff representative seats on the Groupe Eurotunnel SE Works Council.

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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 – ALLOCATION OF STAFF REPRESENTATIVE SEATS ON THE SE WORKS COUNCIL**

### 1.2-1.: Number of staff representatives

The staff representatives on the SE Works Council are employees of the subsidiaries of Groupe Eurotunnel SE, elected or appointed, in accordance with the rules applicable in the Country that employs them, for a period of four years from 1<sup>st</sup> January 2015, ending in any case, with no tacit renewal, on the evening of 31<sup>st</sup> December 2018.

The parties to the Agreement envisage that the SE Works Council has 12 full staff representatives and 12 substitute staff representatives, appointed or elected in accordance with the rules that apply in the country in which they were hired.

### 1.2-2.: Allocation of seats

The seats on the SE Works Council are allocated between the Member States in proportion to the number of staff employed in each of these States relative to the workforces of the participating companies and subsidiaries concerned in all the Member States, in accordance with Article L 2352-3 and L 2352-3 of the French Employment Code.

The parties hereby agree that the number of seats on the SE Works Council is established as follows:

- 7 seats for a number of employees representing 60 and 70% of the total workforce (FR: 68.63%);
- 4 seats for a number of employees representing 30 to 40% of the total workforce (UK: 31.37%)

In each country, the appointment or election rules envisaged on the basis of the agreement reached in the special negotiating group are applied.

In France, the parties apply the rules referred to in articles L. 2353-9 and L. 2352-5 of the French Employment Code: the members of the SE Works Council are appointed by the staff union organisations from their elected members on the company or institution works councils or their union representatives. The data taken into account for allocating the seats for French staff representatives on the SE Works Council are the results of the elections to the Works Councils and Single Common Representative Bodies (Délégations Uniques du Personnel – DUP) for the companies specified in Appendix 1, as known on 30<sup>th</sup> November 2014.

The seats are then allocated between the colleges in proportion to the size of each college (in terms of numbers). The seats given to each college are allocated, according to the rule

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of proportional representation with the highest remainder, between the union organisations in proportion to the number of elected members they have obtained in those colleges.

The allocation of French seats by union affiliation and by college, together with the allocation for UK subsidiaries, is shown in Appendix 2 hereto.

## **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 1<sup>st</sup> January 2105 and in any case, with no tacit renewal, will end on 31<sup>st</sup> 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.

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, 1<sup>st</sup> 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- ALLOCATION OF SEATS ON THE GET SE WORKS COUNCIL

The number of employees counted in the subsidiaries, as known at the time of establishment of the Special Negotiating Group is **4,511 employees** as at 31/12/2013, split between France and the UK as follows:

### In France: 3,096 Full Time Equivalent

- GROUPE EUROTUNNEL SA: 12
- EUROTUNNEL SERVICES GI: 1483
- EUROPORTE: 866
- MY FERRY LINK SAS: 12
- SUB-CONTRACTORS: 636
- TEMPORARY EMPLOYEES: 87

### In UK: 1,415 Full Time Equivalent

- EUROTUNNEL SERVICES LIMITED: 829
- GREAT BRITAIN RAIL FREIGHT: 544
- EUROTUNNEL MANAGEMENT SERVICES Ltd: 1
- TEMPORARY EMPLOYEES: 41

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SS  
DIT

R.S

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APPENDIX 2- ALLOCATION OF STAFF REPRESENTATIVES TO THE GET SE WORKS COUNCIL

**FRENCH REPRESENTATIVES**  
**ON THE SE WORKS COUNCIL**

Union Organisations	Number of seats to be allocated: 7			
	1st Electoral College	2nd Electoral College	3rd Electoral College	TOTAL
CFDT	1	0	0	1
CFE-CGC	N/A	0	1	1
CGT	2	1	0	3
FO	1	1	0	2

**UK REPRESENTATIVES**  
**ON THE SE WORKS COUNCIL**

Representative:	Number
ASLEF	1
Company Council ESL	2
UNITE	2

RJ VP  
 DM HP  
 R.S S.S  
 DL  
 MB  
 ALB  
 BWH & n