

**Completed acquisition by Groupe Eurotunnel S.A. of certain assets of Seafrance S.A.:
consent to action for the purposes of Initial Undertakings**

We refer to your request of 8 August 2012 for OFT consent to derogations to the initial undertakings (the '**Initial Undertakings**') that Groupe Eurotunnel S.A. (Groupe Eurotunnel) provided in connection with the completed acquisition of certain assets of Seafrance S.A.(the '**Acquisition**').

Under the Initial Undertakings, provision is made that none of the assets or interest in the assets of the acquired business are disposed of by Groupe Eurotunnel, except with the prior written consent of the OFT.

After due consideration of your request for a derogation to the Initial Undertakings, the OFT consents that Groupe Eurotunnel may carry out the following action, in respect of the following specific paragraphs of the Initial Undertakings:

1. Paragraphs 1(a)(ii) and (iii) of the Initial Undertakings:

Groupe Eurotunnel may proceed with the sale of certain Dover harbour side assets (including vehicles, office furniture, computers and a portocabin) acquired from SeaFrance Limited to Dover Calais Ferries Limited (which it is intended will use the majority of those assets to provide services to Eurotunnel Groupe) in the context of its proposed voluntary liquidation, pursuant to the sale and purchase agreement dated 1 August 2012.

For the avoidance of doubt, I note that the above consent is given based on the information currently available to the OFT and that such consent may be withdrawn in the event that the OFT considers, based on further information, that such consents are no longer appropriate.

Yours sincerely,

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