COVID-19 ALERT
In light of the current global public health crisis, the shareholders of Compagnie Générale des Établissements Michelin are hereby informed that the Annual Shareholders Meeting will exceptionally be held behind closed doors and without shareholders in physical attendance, at 9:00 am on Tuesday, June 23, 2020 at the Company’s headquarters: 23, Place des Carmes-Déchaux, Clermont-Ferrand (Puy-de-Dôme), France.
OPT FOR THE E-NOTICE
OF MEETING...
IF YOU HAVEN’T ALREADY DONE SO

+ PRACTICAL
+ TIME-EFFECTIVE
+ SECURE
+ ECO-FRIENDLY

Together, we can help reduce paper and ink consumption and save on postage costs.
In line with our sustainable development drive, thousands of shareholders have already agreed to receive their Notice of Meeting by email.

WE ARE WAITING FOR YOUR AGREEMENT
TO SIGN UP FOR THIS SUSTAINABLE APPROACH

▶ Connect to your Société Générale Sharinbox account: https://sharinbox.societegenerale.com with your username and password.

or

▶ To receive your Notice of Meeting by email, simply fill out the slip below and return it to us with the voting form in the enclosed, reply-paid envelope.

Société Générale ID: ..............................................................................................................................................................................
LAST NAME: ......................................................................................................................................................................................................
First name: ......................................................................................................................................................................................................
Town/city: ......................................................................................................................................................................................................
Postal code: ......................................................................................................................................................................................................
Phone: ......................................................................................................................................................................................................

I hereby authorize Compagnie Générale des Établissements Michelin to send my Notice of Meeting and any documents concerning the Annual Shareholders’ Meeting of Compagnie Générale des Établissements Michelin to the following email address:

(in CAPITAL) .................................................................................................................@

At .................................................., Date..............................

Signature

Notice of Meeting sent to joint owners of shares

Pursuant to the provisions of Article R. 225-68 of the French Commercial Code (Code de commerce), the Notice of Meeting must be sent to all joint owners of our Company’s shares.

Please note that since, pursuant to the provisions of Article L. 225-110 of the French Commercial Code, the joint owners are to be represented by a single person, the proxy form and the mail voting form for the Meeting will be sent to the appointed representative of the joint ownership, whose name is carried in our register.
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AGENDA

(The proposed resolutions are presented on pages 21 to 48.)

▶ Report of the Managing Chairman

ORDINARY RESOLUTIONS

▶ Report of the Chairman of the Supervisory Board prepared in accordance with Article L. 226-10-1 of the French Commercial Code
▶ Statutory Auditors’ reports on the Company financial statements and the consolidated accounts for the year ended December 31, 2019, the Statutory Auditors’ special report on the agreements governed by Article L. 226-10 of the French Commercial Code and the Statutory Auditors report on the Company’s internal control and risk management procedures
▶ Approval of the Company financial statements for the year ended December 31, 2019
▶ Appropriation of net income for the year ended December 31, 2019 and approval of the recommended dividend
▶ Approval of the consolidated financial statements for the year ended December 31, 2019
▶ Related-party agreements
▶ Authorization for the Managers to put in place a share buyback program, except during a public offer period, based on a maximum purchase price per share of €180
▶ Approval of the compensation policy applicable to the Managers
▶ Approval of the compensation policy applicable to members of the Supervisory Board
▶ Approval of the disclosures concerning the compensation packages of the corporate officers
▶ Approval of the components of the compensation paid or awarded to Florent Menegaux for the year ended December 31, 2019
▶ Approval of the components of the compensation paid or awarded to Yves Chapot for the year ended December 31, 2019
▶ Approval of the components of the compensation paid or awarded to Jean-Dominique Senard for the year ended December 31, 2019
▶ Approval of the components of the compensation paid or awarded to Michel Rollier for the year ended December 31, 2019
▶ Re-election of Anne-Sophie de La Bigne as a member of the Supervisory Board
▶ Re-election of Jean-Pierre Duprieu as a member of the Supervisory Board
▶ Election of Patrick de La Chevardière as a member of the Supervisory Board
EXTRAORDINARY RESOLUTIONS

- Authorization for the Managers or either of them to issue shares and/or securities carrying rights to shares, with pre-emptive subscription rights for existing shareholders
- Authorization for the Managers or either of them to issue shares and/or securities carrying rights to shares, through a public offer, without pre-emptive subscription rights for existing shareholders
- Authorization for the Managers or either of them to issue shares and/or securities carrying rights to shares, through an offer governed by paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights for existing shareholders
- Authorization for the Managers or either of them to increase the number of securities to be issued in the event that an issue, with or without pre-emptive subscription rights, is oversubscribed
- Authorization for the Managers or either of them to increase the Company’s capital by capitalizing reserves, income or additional paid-in capital
- Authorization for the Managers or either of them to increase the Company’s capital by issuing ordinary shares, without pre-emptive subscription rights for existing shareholders, in connection with a stock-for-stock offer or in payment of contributed assets
- Authorization for the Managers or either of them to carry out a rights issue for members of a Group employee shareholder plan and/or restricted share issues, without pre-emptive subscription rights for existing shareholders
- Blanket ceilings on issues of shares, securities carrying rights to shares and debt securities
- Authorization for the Managers or either of them to reduce the Company’s capital by canceling shares
- Authorization for the Managers to grant new or existing performance shares to employees of the Company and Group subsidiaries and to the Managers of the Company, without pre-emptive subscription rights for existing shareholders
- Amendments to the Bylaws: Supervisory Board members representing employees
- Powers to carry out formalities
MESSAGE FROM THE MANAGING CHAIRMAN

"With your support, Michelin is continuing to grow and extend its leadership in a world that is experiencing major upheavals."

Dear Michelin Shareholder,

The Annual Shareholders Meeting will take place at 9:00 am (CEST) on June 23, 2020 at the Company’s headquarters in Clermont-Ferrand, France. Exceptionally, to protect everyone’s health and in compliance with government measures to prevent the spread of COVID-19, the Meeting will be held behind closed doors. You will still be able to follow the proceedings, which will be broadcast via video conference on the corporate website AG2020.michelin.com. You will also be able to vote remotely on the proposed resolutions ahead of the Meeting. Full details of how to vote are provided in this document.

Concerning our 2019 financial results, we succeeded in growing our revenue and holding onto our market shares in a challenging environment. This performance was achieved thanks to our teams’ remarkable engagement, our strict pricing policy, the surge in premium tire sales and the contribution of newly acquired businesses.

I would also like to thank you for your commitment to our side and your loyalty to our Group. With your support, Michelin is continuing to grow and extend its leadership in a world that is experiencing major upheavals.

As you know, in addition to its public health consequences, the COVID-19 pandemic has caused a very sharp slowdown in international markets.

Our businesses serve all sectors of the economy and support many essential public services throughout the world. We do not wish to see a major economic and social crisis come on the back of the public health crisis. It is for this reason that, with the health and safety of all our employees remaining our absolute priority, we are gearing up to facilitate the gradual and responsible resumption of economic activity.

This unprecedented situation in our Group’s history requires, more than ever, that we protect all of our stakeholders and optimally balance their respective interests. In line with this duty, the Group has decided to reduce the proposed 2019 dividend to €2, from the initially announced €3.85. The dividend will be paid on July 3, 2020.

In a spirit of solidarity with our community of Michelin employees, some of whom have been furloughed due to the business slowdown, the Managers and the members of both the Executive Committee and the Supervisory Board have proposed to take a cut in their compensation.

Yves Chapot and I, have decided to instruct the Company to reduce our compensation for April and May 2020 by 25%. We also plan to waive part of our 2019 variable compensation payable in 2020, once the amount has been approved by shareholders at the Annual Meeting.

The members of the Executive Committee as far as they are concerned have decided to ask for their compensation to be reduced by around 10% for the period in which Group employees are furloughed due to the health crisis.

Michel Rollier, Chairman of the Supervisory Board, and the Board’s independent members are donating 25% of the compensation received from Michelin in 2020 to foundations in their respective countries which are involved in the fight against COVID-19.

The Group is taking all of the initiatives required to attenuate as much as possible the negative impact of COVID-19 on segment operating income and free cash flow. The Group has the financing sources and mechanisms in place to deal with the uncertainty surrounding the crisis.

You will find in the following pages an explanation of how to take part in the Annual Shareholders Meeting, the agenda of the Meeting and the text of the resolutions to be voted on by shareholders. Thank you in advance for taking the time to read this document.

Sincerely yours,

Florent Menegaux
Managing Chairman of the Michelin Group
ANNUAL GENERAL MEETING 2020

Tuesday, May 19, 2020
at 9:30 am
Opening Société Générale voting site (Voxaly)
https://michelin.voteassemblee.com

Wednesday, June 17, 2020
Deadline for receiving written questions. As it will be impossible to ask questions during the Shareholders Meeting (behind closed doors).

Friday, June 19, 2020
Deadline to be recorded in the Company’s share register (as a shareholder).

Friday, June 19, 2020
Deadline for receiving reply envelopes (paper format).

Monday, June 22, 2020
at 3:00 pm
Deadline for electronic vote (the voting site will be closed).

Tuesday, June 23, 2020
at 9:00 am
Annual General meeting of Compagnie Générale des Établissements Michelin held behind closed doors at the Company’s headquarters broadcast live on AG2020.michelin.com

Friday, July 3, 2020
Dividend payment.
HOW TO VOTE IN THE SHAREHOLDERS’ MEETING

COVID-19 ALERT
In the current global health crisis, the Michelin Group has implemented all of the measures necessary for the health and safety of its employees and their loved ones.
In response to social distancing measures and restrictions on movement, the Group will, exceptionally, hold its Annual Shareholders Meeting behind closed doors and without shareholders in physical attendance, at 9:00 am (CEST) on June 23, 2020 at the Company's headquarters: 23, Place des Carmes-Déchaux, Clermont-Ferrand (Puy-de-Dôme), France. Shareholders may however follow the Meeting, which will be broadcast via video conference on AG2020.michelin.com.

All shareholders are eligible to participate in Shareholders Meetings, regardless of how many shares they own.

A – FORMALITIES PRIOR TO PARTICIPATING IN THE SHAREHOLDERS MEETING

To vote online or by post, your shares must be recorded in the Company's share register in your name no later than 12:00 am CEST on the second business day preceding the Meeting (i.e., midnight CEST on the morning of June 19, 2020). Note that all Michelin shares are registered shares and all shareholders are therefore identified by name in the Michelin share register (with a Michelin ID), whatever their country of residence.
Only shareholders that fulfill this requirement by midnight CEST on the morning of June 19, 2020 on the basis specified in Article R. 225-85 of the French Commercial Code (Code de commerce), as described above, will be entitled to participate in the Meeting as set out below.

B – HOW TO PARTICIPATE IN THE SHAREHOLDERS MEETING

Due to the global public health crisis, shareholders will be unable to attend the Meeting in person or request an admission card, as the Meeting will be held behind closed doors without any shareholders in physical attendance. We therefore actively encourage you to vote remotely ahead of the Meeting.
1. **TO VOTE BY POST OR ONLINE OR GIVE PROXY TO THE MEETING CHAIRMAN OR ANY OTHER PERSON, YOU MAY EITHER:**

- return the proxy/postal voting form using the pre-addressed envelope that was enclosed with the Notice of Meeting, making sure that it is received at least three days before the date of the Meeting, i.e., no later than **June 19, 2020**; or
- cast your vote online prior to the Meeting:

  If you hold Michelin shares through your own financial intermediary and you **opted for the e-Notice of Meeting**, you will receive an email with the Notice of Meeting and a link to the secure online voting site [https://michelin.voteassemblee.com](https://michelin.voteassemblee.com), where you can vote. Please use the access code given in the email, and the password sent to you in a separate email the same day.

  If your shares are registered directly in the **Company’s share register** (i.e., you receive an account statement from Société Générale Securities Services), you may connect to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using the Sharinbox access code indicated on the voting form sent to you by post, or by email if you chose to receive your Notice of Meeting by email. You may use your usual Sharinbox password to access the site. The password can be reset by clicking on the “Get my codes” link on the site’s homepage.

**Other shareholders** may also opt to vote online by e-mailing their request to generalmeeting.michelin@sgss.socgen.com indicating their last name, first name, e-mail address and date of birth, at least 35 days before the Meeting. In reply, Société Générale will send them an email with a link to the secure voting site, followed by another email with the password to vote.

The website will be open from 9:30 am on **May 19, 2020** to 3:00 pm on **June 22, 2020**, CEST. To avoid overloading the site, shareholders are encouraged not to wait until the last minute to vote.

2. **In accordance with Article R. 225-79 of the French Commercial Code, shareholders may also give or withdraw proxies by post or electronically, as follows:**

- By post, by filling out the voting form and checking the box “I give proxy to” and sending it back to the Company (shareholders in France may use the prepaid envelope provided for this purpose). You should indicate as clearly as possible the first and last names and the address of the person to whom you are giving proxy.
- Electronically, using the secure Voxaly site and selecting the option “I will not be attending the Meeting and wish to give proxy to a named person”.
- By e-mail sent to mandatAG@michelin.com specifying your last and first names, address and Michelin ID, and the last and first names of the person to whom proxy is being given or from whom proxy is being withdrawn.

Only duly completed and signed proxy or withdrawal requests received by June 19, 2020 will be taken into account. The email address mandatAG@michelin.com should only be used to send emails giving or withdrawing proxies. Requests or notifications concerning other matters will not be taken into account or processed.
C – REQUEST TO ADD RESOLUTIONS OR ITEMS TO THE MEETING AGENDA, WRITTEN QUESTIONS AND CONSULTATION OF DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

1. One or several shareholders representing at least the percentage of capital specified in the applicable laws and regulations may request the inclusion of certain resolutions or items on the Meeting agenda on the basis specified in Articles R. 225-71 and R. 225-73 of the French Commercial Code. Requests to include resolutions or items on the agenda should be sent by shareholders, indicating their Michelin ID, to the Managing Chairman, Compagnie Générale des Établissements Michelin, 23, Place des Carmes-Déchaux, 63000 Clermont-Ferrand, France, by registered letter with return receipt requested, within 20 days of publication of the Avis de réunion, i.e., no later than May 5, 2020.

Each request should include the text of the proposed resolution, including a short description of why it is being proposed, or the reasons for requesting the inclusion of the agenda item.

For the proposed resolutions or agenda items to be discussed at the Meeting, your shares must be recorded in the Company's share register no later than 12:00 am CEST on the second business day preceding the Meeting date (i.e., midnight CEST on the morning of June 19, 2020 at the latest).

The texts of any resolutions tabled by shareholders will be posted as soon as possible on the Company's website (http://www.michelin.com).

2. As it will be impossible to ask questions during the Meeting as provided for in Article R. 225-84 of the French Commercial Code, if you wish to submit a written question you should send it to the Managing Chairman, Compagnie Générale des Établissements Michelin, 23, Place des Carmes-Déchaux, 63000 Clermont-Ferrand, France, by registered letter with return receipt requested, indicating your Michelin ID, no later than the fourth business day preceding the Meeting, i.e., June 17, 2020.

Only questions received from shareholders whose shares are recorded in the Company’s share register will be taken into account.

3. In accordance with the applicable laws and regulations, all documents required to be made available to shareholders in connection with Shareholders Meetings will be made available at the Company’s headquarters, Compagnie Générale des Établissements Michelin, 23, Place des Carmes-Déchaux, 63000 Clermont-Ferrand, France, as from the date of publication of the Notice of Meeting or 15 days prior to the Meeting, depending on the document concerned. The documents provided for in Article R. 225-73-1 of the French Commercial Code will be posted on the Company’s website: https://www.michelin.com, on April 22, 2020, significantly ahead of the deadline of the 21st day preceding the Meeting.

The Managing Chairman
HOW TO EXERCISE YOUR VOTING RIGHTS?

YOU WISH TO VOTE BY POST

If you don’t want to vote “YES”, shade in each of the two boxes completely (no, abstain) for each resolution. Note: if you don’t fill in a box, your vote will be counted as “YES”!

Don’t forget to shade in the box of your choice completely for amendments or new resolutions tablet at the meeting (if any).

YOU WISH TO APPoint
THE MANAGING CHAIRMAN OF
THE MEETING AS YOUR PROXY

Shade in this box completely and complete your proxy (Name – Surname – Address).

YOU WISH TO APPoint
A PROXY

Shade in this box completely and complete your proxy (Name – Surname – Address).

RETURN THE FORM

Return the completed form to Société Générale Securities Services with the prepaid reply envelope provided as soon as possible before June 19, 2020 (deadline for receipt).

HOW TO VOTE IN THE SHAREHOLDERS’ MEETING
How to exercise your voting rights?
BUSINESS REVIEW

DISCLAIMER
On March 18\textsuperscript{th}, 2020 at 6:10 pm, the Michelin Group acknowledged, through a press release, that the global economy was in the midst of a systemic crisis, the Group’s 2020 guidance being no longer relevant, without any possibility at present of assessing the potential impact.

Section 5.1.11 of the Universal Registration Document reports on the impact of recent events related to the Covid-19 crisis on the Group at the date the original French version of the Document was filed. The Report of the Managers, including the Outlook section (5.1.7 a), has not been modified since it was approved on February 10, 2020; any previously issued targets for 2020 do not take into account the current economic environment and are not achievable this year.

2019:
- €3,009 million in segment operating income, up €179 million or 6.5\% at constant exchange rates
- €1,730 million in net income, up €70 million
- €1,615 million in structural free cash flow

- In a deteriorated environment and shrinking markets,
  - Sales rose 7.8\% at constant exchange rates, lifted by acquisitions (up 6.8\%);
  - The Group improved its performance, thanks to tight steering of operations.
- Segment operating income at constant exchange rates rose by €179 million, of which €127 million from acquisitions, and segment operating margin held firm at 12.5\%.
  - Volumes down 1.2\%, in line with the markets;
  - €324 million positive net impact of changes in the price mix and raw materials costs, attesting to sustained price discipline and a product mix enhanced by the growth in sales of 18-inch and larger Passenger car tires, the Specialty businesses and the balance between Original Equipment and Replacement business in the Group sales;
  - €61 million in competitiveness gains, net of inflation, and ongoing transformation of the Group’s manufacturing footprint.

- Integration of Fenner and Camso in line with expectations, and sustained deployment of the strategy with the acquisition of Indonesian tiremaker Multistrada and telematics provider Masternaut.
- €1,615 million in structural free cash flow, reflecting growth in EBITDA and responsive production management in declining markets.
- Proposed dividend of €3.85\textsuperscript{(1)} per share.

Florent Menegaux, Managing Chairman, said: “In 2019, in a highly unstable environment, Michelin successfully maintained its market share and improved its earnings. During this particularly demanding period of transformation for the Group, I would like to personally thank all of our employees for demonstrating such remarkable engagement. In addition to delivering this solid performance, the men and women of Michelin are continuing to innovate every day, not only in tires but also in such areas as hydrogen mobility and biosourced and high-tech materials. Michelin remains committed to reducing its environmental footprint.”

\textsuperscript{(1)} The Group has decided to reduce the amount of the proposed 2019 dividend to €2, compared with the initially announced €3.85 (cf. Press release of April 1, 2020).
<table>
<thead>
<tr>
<th></th>
<th>2019*</th>
<th>2018 (restated)</th>
<th>2018 (reported)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>24,135</td>
<td>22,028</td>
<td></td>
</tr>
<tr>
<td>Segment operating income</td>
<td>3,009</td>
<td>2,775</td>
<td></td>
</tr>
<tr>
<td>Segment operating margin</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Automotive and related distribution(^{(1)})</td>
<td>11.1%</td>
<td>11.4%</td>
<td>11.6%</td>
</tr>
<tr>
<td>Road transportation and related distribution(^{(1)})</td>
<td>9.3%</td>
<td>9.6%</td>
<td>8.8%</td>
</tr>
<tr>
<td>Specialty businesses and related distribution(^{(1)})</td>
<td>18.7%</td>
<td>20.1%</td>
<td>19.6%</td>
</tr>
<tr>
<td>Other operating income and expenses</td>
<td>(318)</td>
<td>(225)</td>
<td></td>
</tr>
<tr>
<td>Operating income</td>
<td>2,691</td>
<td>2,550</td>
<td></td>
</tr>
<tr>
<td>Net income</td>
<td>1,730</td>
<td>1,660</td>
<td></td>
</tr>
<tr>
<td>Segment EBITDA</td>
<td>4,763</td>
<td>4,119</td>
<td></td>
</tr>
<tr>
<td>Capital expenditure</td>
<td>1,801</td>
<td>1,669</td>
<td></td>
</tr>
<tr>
<td>Net debt(^{(4)})</td>
<td>5,184</td>
<td>4,056</td>
<td>3,719</td>
</tr>
<tr>
<td>Gearing(^{(4)})</td>
<td>39%</td>
<td>33%</td>
<td>31%</td>
</tr>
<tr>
<td>Employee benefit obligations(^{(4)})</td>
<td>3,873</td>
<td>3,858</td>
<td>3,850</td>
</tr>
<tr>
<td>Free cash flow(^{(2)(4)})</td>
<td>1,142</td>
<td>(1,985)</td>
<td>(2,011)</td>
</tr>
<tr>
<td>Return on capital employed(^{(5)})</td>
<td>13.7%</td>
<td></td>
<td>14%</td>
</tr>
<tr>
<td>Employees on payroll(^{(3)})</td>
<td>121,339</td>
<td>117,400</td>
<td></td>
</tr>
<tr>
<td>Earnings per share</td>
<td>€9.69</td>
<td>€9.30</td>
<td></td>
</tr>
<tr>
<td>Dividend for the year</td>
<td>€3.85(^{(6)})</td>
<td></td>
<td>€3.70</td>
</tr>
</tbody>
</table>

\(^{(1)}\) Following the acquisition of Camso and the merger of the Off-the-road businesses, certain minor adjustments have been made to the composition of the segments.

\(^{(2)}\) Free cash flow, which is stated before dividend payments and financing transactions, corresponds to net cash from operating activities less net cash used in investing activities (adjusted for net cash flows relating to cash management financial assets and financial assets lodged as collateral for debt).

\(^{(3)}\) At period-end.

\(^{(4)}\) The consolidated statement of financial position for the year ended December 31, 2018 did not include the opening balance sheet for Camso, whose acquisition price was accounted for as preliminary goodwill. Following Camso’s consolidation in first-half 2019, the opening balance sheet was restated.

\(^{(5)}\) ROCE after tax and excluding goodwill, acquired intangible assets and equity-accounted companies.

\(^{(6)}\) The Group has decided to reduce the dividend proposed for the 2019 financial year to €2 compared to the €3.85 initially announced (see Press release dated April 1, 2020).

* Including the impact of applying IFRS 16.
In 2019, the global Original Equipment and Replacement Passenger car and Light truck tire market was down 2% in number of tires sold.

**Original Equipment**

- Worldwide unit sales of Original Equipment tires declined by 6% in 2019. In line with second half 2018 trends, demand fell 8% in the first six months of the year before easing to a 5% decline in the second half, buoyed by the fourth-quarter upturn in the Chinese market.

- In Europe, demand declined by 5% overall during the year, reflecting a 5% contraction in Western Europe due to the significant impact of the decline in automobile sales caused by (i) weaker vehicle exports to the United States and China; and (ii) flat domestic demand. Eastern Europe also saw demand shrink by 5%.

- The North American market ended the year down 4%. After declining by 4% in the first half, demand dropped by another 5% in the second six months, heavily impacted by the General Motors strike in the fourth quarter, as well as by inventory drawdowns across the auto industry.

- Markets in South America ended the year down 4% overall, reflecting the heavily adverse effects of the economic crisis in Argentina.

- In Asia (excluding India), total demand fell by 7% over the year, with a 9% drop in the Chinese market. From 15% in the first half, the fall-off in demand slowed to 2% in the second, thanks to more favorable prior-year comparatives and purchases made ahead of the Chinese New Year in the fourth quarter. Overall, the Chinese market was hard hit by a decline in consumption caused by the Chinese-American trade war and a more lackluster economic environment.

- The Africa/India/Middle East market dropped 17% over the year, as demand was severely dampened by the plunge in domestic spending in India (due to the liquidity crunch and new regulations) and the geopolitical crisis in the Middle East.

**Replacement**

- In Europe, the market contracted by 2% overall during the year. After declining 3% in the first half under the highly negative impact of the Turkish economic crisis and inventory drawdowns in Western Europe, demand remained on a downward trend in the second six months, losing another 1%

- primarily because warm winter weighed on winter tire demand. In this environment, the all-season segment continued to enjoy robust demand and remained the leading market growth driver across Europe.
In a favorable economic environment, demand in North America rose by 2% overall, as a 5% contraction in the Canadian market was offset by a sustained 3% gain in the United States, led by rising sales of Asian tire imports.

In Central America, the market narrowed by 1% over the year, primarily due to the decline in Mexican demand in the second half.

In South America, demand rose by 2% over the year. After being severely impacted in the first half by the economic crisis in Argentina (down 13%) and the decline in Brazilian demand (down 3%), the market rebounded by 8% in the second half, lifted by import tire sales in Brazil and Argentina.

Demand in Asia (excluding India) ended 2019 up 2% overall. The sustained strong gains in China (up 4%) were considerably attenuated by the flatness of demand in Southeast Asia. The Japanese market was hurt by the fourth quarter increase in the VAT rate and, more seriously, by the lack of a real winter season. The other countries in the region showed modest growth over the year.

In the Africa/India/Middle East region, demand slipped 2% over the year. The 17% collapse in the Indian market as the liquidity crunch weighed on consumer spending was partially offset by rising demand in the Middle East (up 5%) and Africa.

TRUCK TIRES (RADIAL AND BIAS)

<table>
<thead>
<tr>
<th>2019/2018</th>
<th>Europe including Russia &amp; CIS</th>
<th>Europe excluding Russia &amp; CIS</th>
<th>North America</th>
<th>Central America</th>
<th>South America</th>
<th>Asia (excluding India)</th>
<th>Africa/India/Middle East</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Equipment</td>
<td>-9%</td>
<td>-10%</td>
<td>+1%</td>
<td>-51%</td>
<td>+22%</td>
<td>+1%</td>
<td>-31%</td>
<td>-4%</td>
</tr>
<tr>
<td>Replacement</td>
<td>+3%</td>
<td>+2%</td>
<td>-13%</td>
<td>-1%</td>
<td>-1%</td>
<td>-1%</td>
<td>-2%</td>
<td>-2%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fourth quarter 2019/2018 (in number of tires)</th>
<th>Europe including Russia &amp; CIS</th>
<th>Europe excluding Russia &amp; CIS</th>
<th>North America</th>
<th>Central America</th>
<th>South America</th>
<th>Asia (excluding India)</th>
<th>Africa/India/Middle East</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Equipment</td>
<td>-17%</td>
<td>-20%</td>
<td>-14%</td>
<td>-68%</td>
<td>+3%</td>
<td>+9%</td>
<td>-44%</td>
<td>-6%</td>
</tr>
<tr>
<td>Replacement</td>
<td>+6%</td>
<td>+3%</td>
<td>-16%</td>
<td>-5%</td>
<td>+1%</td>
<td>-3%</td>
<td>-3%</td>
<td>-3%</td>
</tr>
</tbody>
</table>

* Including Turkey.

The number of new Truck tires sold worldwide declined by 3% in 2019, with a second half performance in line with first half trends. The 4% downturn in OE demand and the 13% plunge in the North American Replacement market were only partially offset by the 3% increase in the European Replacement market.

Original Equipment

The global Original Equipment Truck tire market, as measured by the number of new tires sold, contracted by 4% in 2019. After declining by 2% in the first six months, demand fell by a faster 6% in the second half following the downturn in North America.

In Europe, the Original Equipment market fell by 9% over the year. The first half saw a 4% decline, caused by the highly adverse impact of the economic crisis in Turkey (down 23%) and of Brexit uncertainties in the UK (down 17%). The contraction further tightened in the second half, with a 15% drop led by the fall-off in automaker demand in Germany (down 32%), as well as in France (down 12%) and Spain (down 19%). However, the Turkish market began to level off during the period (down 4% in the second half).

In a still buoyant economic environment, the North American OE market delivered very strong 9% growth in the first half before turning downwards in the second, with an 8% decline off of very high prior-year comparatives.
MARKET REVIEW

In South America, the market grew by 22% over the full year, but slowed to a 12% gain in the second half.

Demand in Asia (excluding India) edged up 1% overall in 2019. After declining by 2% in the first half, the market rebounded by 4% in the second six months, lifted by Chinese demand and a favorable basis of comparison. Demand in the rest of Asia declined by 11% over the second half, with a 5% contraction in Japan (after an increase in the first half led by regulatory changes) and a 31% drop in Indonesia.

In the Africa/India/Middle East region, the market plummeted 31%, dragged down by the collapse in Indian demand (down 45%) in the wake of the country’s bruising liquidity crisis.

Replacement

The global Replacement market declined by 2% in 2019, mainly due to the fall-off in Asian tire imports in the North American market, which was partially offset by a slight increase in European demand led by the upturn in Asian tire sales.

In Europe, the market ended the year up 3%. After declining by 1% in the first half, demand rebounded by a robust 7% in the second six months, led by imports across the region. This was particularly the case in Western Europe, where growth benefited from highly favorable prior year comparatives (reflecting the anti-dumping measures introduced in April 2018).

In North America, demand plunged 13% over the year. Because retailers had stockpiled massive inventory in second half 2018 ahead of the mid-February 2019 introduction of customs duties on Chinese tires, the North American “non-pool” Replacement market saw steep inventory drawdowns in the first half, followed in the second by comparisons with very high prior-year figures. The “pool” market eased back only slightly over the year, mainly thanks to the very high demand in the OE segment until third quarter 2019.

In Central America, demand declined by 1% over the year.

South American markets were also down 1% overall, with persistently flat demand in Brazil but an 8% rebound in Argentina in the second half following a sharp 15% drop in the first. The Colombian and Peruvian markets cooled in the second half, dampened by the unstable political and economic environment.

Replacement tire markets in Asia (excluding India) retreated by 1% in 2019. After declining by 2% in the first six months of the year, demand seems to have leveled off in the second half, particularly in China (down 2% in the first half then stable in the second). The Japanese market was stable, with highly volatile demand between the third and fourth quarters following an increase in the VAT rate.

In the Africa/India/Middle East region, new tire demand contracted by 2%, with a 3% decline in the Indian market.

SPECIALTY TIRES

Mining tires: the Mining tire market is still being driven by robust demand from mining companies, while the quarry tire segment is suffering from dealer inventory management policies.

Agricultural and Construction tires: in the Agricultural segment, the cyclical contraction observed since the summer is continuing, especially in OE markets. Demand in the Construction segments is being dampened by global economic uncertainty.

Two-wheel tires: the global motorcycle tire market declined during the year, dragged down by the sharp fall-off in demand in North America, which was only partially offset by growth in both the motorcycle and scooter segments in Europe. Demand in the commuting segment continued to trend upwards.

Aircraft tires: the commercial Aircraft tire market is continuing to grow, with momentum still strongest in the radial segment. This reflects the sustained increase in air passenger traffic, which has slightly slowed recently as load factors improve.

Conveyor belts: conveyor belt markets are continuing to expand, in line with global GDP trends.
**2019 SALES AND RESULTS**

**SALES**

Sales stood at €24,135 million for the year ended December 31, 2019, up 9.6% from 2018 due to the combined impact of the following factors:

- the 1.2% decline in volumes: the Group maintained its positions in softer Passenger car and Light truck and Truck markets, which were both heavily impacted by the fall-off in Original Equipment demand. The drop in volumes following the market downturn in Agricultural and Construction tires was almost entirely offset by the growth in Mining tire volumes.

- the highly positive 2.2% price-mix effect: prices added €230 million, reflecting an assertive pricing policy in the more competitive environment created by cooling markets. The €248 million positive mix effect was primarily led by the sustained success of the MICHELIN brand’s premium strategy and a favorable market mix stemming from the relative sales performances in the Passenger car and Light truck OE and Replacement segments and the relative proportion of Mining and Off-the-road sales in the Specialty tire markets.

- the positive 1.8% currency effect, mainly due to the US dollar’s rise against the euro, an impact that was dampened by the decline in certain currencies such as the Russian ruble, the Argentine peso, the Turkish lira and the Brazilian real over the period;

- the significantly favorable 6.8% impact from changes in the scope of consolidation, led by the seamless integration of (i) Fenner and Camso, which were acquired in 2018 to drive faster expansion in the tire business and in high-tech materials; and (ii) Multistrada and Masternaut, which were acquired in 2019.

**RESULTS**

**Segment operating income** amounted to €3,009 million or 12.5% of sales, versus €2,775 million and 12.6% in 2018.

The year’s performance reflected:

- a €127 million increase from changes in the scope of consolidation following the inclusion of Fenner, Camso, Multistrada and Masternaut and the removal of TCI;

- a €213 million decrease from the 1.2% decline in volumes and the €108 million fixed cost shortfall, following the sudden drop in demand and the ensuing production adjustments required to reduce year end inventory;

- a robust €477 million increase from the price-mix effect thanks in particular to disciplined price management, which cushioned the €153 million adverse impact from raw materials costs (including customs duties);

- The €199 million increase in costs was more than offset by €260 million in competitiveness gains, resulting in €61 million net savings.

- Depreciation and amortization expense rose by €91 million and start-up costs by €37 million. Other factors totaled a positive €8 million for the year.

- Lastly, favorable currency movements added €55 million to the reported figure.

**Other operating income and expenses** amounted to an expense of €318 million, primarily corresponding to the amortization of intangible assets acquired in business combinations (€91 million) and to provisions for restructuring the plants in Bamberg and La Roche-sur-Yon (€249 million).

In all, net income came to €1,730 million, up €70 million.
NET FINANCIAL POSITION

Free cash flow amounted to €1,142 million in 2019, a €3,127 million improvement over the previous year, when it was impacted by the acquisitions of Fenner and Camso and the creation of the TBC joint venture with Sumitomo Corporation. Gearing stood at 39% at December 31, 2019, based on net debt of €5,184 million. Of the €1,128 million increase in debt from the restated December 31, 2018 position(1), €1,142 million is due to free cash flow for the year and €666 million to the payment of dividends. €837 million corresponded to the impact of applying IFRS 16, for the first time and recognizing new leases.

SEGMENT INFORMATION

<table>
<thead>
<tr>
<th>(in € millions)</th>
<th>Sales</th>
<th>2019 (restated)(1)</th>
<th>2018 (reported)</th>
<th>Segment operating income</th>
<th>2019 (restated)</th>
<th>2018 (reported)</th>
<th>Segment operating margin</th>
<th>2019 (restated)</th>
<th>2018 (reported)</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Automotive and related distribution</td>
<td>11,851</td>
<td>11,332</td>
<td>11,340</td>
<td>1,321</td>
<td>1,295</td>
<td>1,314</td>
<td>11.1%</td>
<td>11.4%</td>
<td>11.6%</td>
<td></td>
</tr>
<tr>
<td>Road transportation and related distribution</td>
<td>6,448</td>
<td>6,378</td>
<td>5,852</td>
<td>597</td>
<td>612</td>
<td>513</td>
<td>9.3%</td>
<td>9.6%</td>
<td>8.8%</td>
<td></td>
</tr>
<tr>
<td>Specialty businesses and related distribution</td>
<td>5,836</td>
<td>4,318</td>
<td>4,836</td>
<td>1,091</td>
<td>868</td>
<td>948</td>
<td>18.7%</td>
<td>20.1%</td>
<td>19.6%</td>
<td></td>
</tr>
<tr>
<td>GROUP</td>
<td>24,135</td>
<td>22,028</td>
<td>22,028</td>
<td>3,009</td>
<td>2,775</td>
<td>2,775</td>
<td>12.5%</td>
<td>12.6%</td>
<td>12.6%</td>
<td></td>
</tr>
</tbody>
</table>

(1) Following the acquisition of Camso and the merger of the Off-the-road businesses, certain minor adjustments have been made to the composition of the segments.

Automotive and related distribution

Sales in the Automotive and related distribution reporting segment rose by 4.6% to €11,851 million, from €11,332 million in 2018. Automotive segment operating income amounted to €1,321 million or 11.1% of sales, versus €1,295 million and 11.4% in 2018.

The improvement primarily reflected (i) the 1% decline in volumes in markets down 2% for the year, the fixed cost shortfall and the rise in raw materials costs following the late 2018 increase in butadiene prices, which were offset by (ii) the highly positive price-mix effect stemming from the Group’s disciplined price management and the growing proportion of 18-inch and larger tires in the sales mix. In addition, the consolidation of Multistrada reduced segment operating margin.

Road transportation and related distribution

In all, sales by the Road transportation and related distribution reporting segment increased by 1% year-on-year, to €6,448 million from €6,378 million in 2018. Segment operating income amounted to €597 million or 9.3% of sales, compared with €612 million and 9.6% the year before.

The slight decline was attributable to (i) the 3% contraction in volumes in line with market trends, the fixed cost shortfall and the €30 million increase in customs duties, which were offset by (ii) the robust price-mix reflecting the Group’s selective focus on value-creating market segments. The Group continued to expand its Services and Solutions business with the acquisition of Masternaut in Europe, and now manages more than one million vehicles under contract.

(1) As of 12/31/2018, the acquisition price of Camso had been presented as preliminary goodwill in the “Goodwill” item of the Group’s consolidated balance sheet. Following Camso’s price purchase allocation in the first half of 2019, the 2019 opening consolidated balance sheet has been restated.
**Specialty businesses and related distribution**

Sales by the Specialty businesses segment stood at €5,836 million for the year, up 35% from €4,318 million in 2018.

Segment operating income amounted to €1,091 million or 18.7% of sales, versus €868 million and 20.1% the year before.

The increase in segment operating income was primarily attributable to the consolidation of Fenner and Camso, whose results were in line with expectations. However, their consolidation reduced SR3 segment operating margin by 2.5 points.

**2019 NON-FINANCIAL RATINGS**

In 2019, Michelin was included in several non-financial performance indices in recognition of its sustainable development and mobility approach:

- **VigeoEiris:** Michelin maintained its position as the benchmark for environmental, social and governance (ESG) performance in the automotive industry and its presence in the Ethibel index (Excellence Europe and Excellence Global) and the Euronext VigeoEiris index (France 20, Europe 120, Eurozone 120, World 120).

- **EcoVadis:** Michelin retained its “Gold CSR Rating” for its environmental, social, human rights and sustainable procurement policies.

- **CDP Climate Change & Water Security:** Michelin confirmed its recognized status as a company at the forefront of the fight against worldwide climate change, with a grade of A- attesting to its leadership. The score serves as recognition of the Group’s strategy, its success in reducing its CO₂ emissions and its long-term commitment to further shrinking its carbon footprint. For the first time in 2019, Michelin also earned a grade of A- for its leadership and sustained progress in managing water-related risks. Michelin’s full response may be found on the CDP platform (https://www.cdp.net/en/responses) and on the Group’s website. More than 7,000 companies were assessed by the CDP in 2019.

- **MCSI:** Michelin has been rated AA for 2019, with a score of 7.3 out of 10. The rating affirms the Group’s very good performance in environmental, social and corporate governance (ESG) practices.

- **ISS oekom:** on July 5, 2019, Michelin was ranked at the top of the 66 manufacturing companies assessed for their ESG performance, with Prime Status in the ISS-oekom Corporate Ratings.

- **CDP Supply Chain:** Michelin was named “Supplier Engagement Leader 2019” for its initiatives and strategy to support the energy transition in its supply chain. Only 3% of the companies rated by the CDP were awarded a place on the leader board.

- **Responsible procurement:** in June 2019, Michelin was awarded the French government’s “Responsible Supplier Relations and Procurement” label. To date, Michelin is the only company to have been recognized by the Label for all of its purchasing operations worldwide. At the same time, in May 2019, Michelin received certification that its purchasing practices were mature with regard to the new international ISO 20400 Sustainable Procurement standard.

- **Diversity:** in a commitment to combating gender wage inequality, France’s Secretary of State for Gender Equality and the Ministry of Labor introduced a gender equality index in 2019. With Michelin France rated 94/100, the index indicated that the company’s gender equality in the workplace program has had a very positive impact.

- **Social responsibility:** Michelin has been honored with the Corporate Social Responsibility Award from French financial weekly AGEFI. The award recognizes the commitment of everyone across the organization, who demonstrate and embody Michelin’s social responsibility in their behavior and decisions as they strive to make sustainable mobility a reality.

- **Governance:** in September 2019, AGEFI awarded Michelin its Corporate Governance Grand Prize.
The Group has decided to reduce the amount of the proposed 2019 dividend to €2, compared with the initially announced €3.85 (cf. Press release of April 1, 2020).

Compagnie Générale des Établissements Michelin ended the year with net income of €672 million, compared with net income of €813 million in 2018. The financial statements were presented to the Supervisory Board on February 7, 2020. An audit was performed and the auditors’ reports on the consolidated and company financial statements were issued on February 10.

The Managing Chairman will call an Annual Shareholders Meeting on Friday, June 23, 2020 at 9:00 am in Clermont-Ferrand. He will ask shareholders to approve the payment of a dividend of €2.00 per share(1), compared with €3.70 in respect of the previous year.

2019 HIGHLIGHTS

- Michelin acquires 99.64% of leading Indonesian tire manufacturer Multistrada. (March 8, 2019 - April 16, 2019)
- Alliance between Faurecia and Michelin to create a future world leader in hydrogen fuel cell systems. (March 11, 2019)
- Investor Day held in Almeria and €500 million share buyback program announced, to be implemented between 2019 and 2023. (April 4, 2019)
- Gulf Air chooses Michelin as exclusive tire supplier. (May 3, 2019)
- Michelin acquires Masternaut, stepping up deployment of its telematics solutions across Europe. (May 16, 2019)
- Florent Menegaux, Managing General Partner, elected Managing Chairman of the Group. (May 17, 2019)
- Michelin acquires a 22.8% stake in a unique public-private partnership to create Hympulsion, whose mission is to encourage renewable hydrogen-powered mobility in the Auvergne-Rhône-Alpes region. (May 20, 2019)
- Michelin presents the safety, purchasing power and environmental benefits of its LONG LASTING PERFORMANCE approach in Vienna. The approach has been recognized by the European Parliament, which has added worn tire testing to EU safety regulations from 2022. (June 3, 2019)
- Inaugural edition of the MICHELIN Guide California, featuring 90 starred restaurants. (June 4, 2019)
- Fenner broadens its manufacturing footprint in Australia. (July 24, 2019)
- WWF France and Michelin renew their partnership. (July 26, 2019)
- The Group announces the gradual closure of its plant in Bamberg, Germany. (September 25, 2019)
- Michelin announces its intention to close its plant in La Roche-sur-Yon, in France. (October 10, 2019)
- Michelin files public offer to acquire all outstanding shares of Société Internationale de Plantation d’Hévéas (SIPH). (November 20, 2019)
- Faurecia and Michelin, including its Symbio subsidiary, formalize their joint venture and aim to create a world leader in hydrogen mobility. (November 21, 2019)
- The MICHELIN guide, TripAdvisor® and TheFork launch an international strategic partnership. (December 3, 2019)
- Compagnie Générale des Établissements Michelin has decided to cancel 1,345,821 treasury shares, representing 0.75% of the total shares outstanding. (December 9, 2019)

A full description of 2019 highlights may be found on the Michelin website: http://www.michelin.com/en

(1) The Group has decided to reduce the amount of the proposed 2019 dividend to €2, compared with the initially announced €3.85 (cf. Press release of April 1, 2020).
Ordinary resolutions (1st to 15th resolutions)

1st and 2nd resolutions

/ Approval of the Company financial statements for the year ended December 31, 2019

/ Appropriation of net income for the year ended December 31, 2019 and approval of the recommended dividend

The 1st and 2nd resolutions concern approval of the Company’s 2019 financial statements and appropriation of net income for the year.

Shareholders are invited to approve the transactions reflected in the Company’s income statement and balance sheet, as presented, and to appropriate net income for the year which amounts to €672,105,325.84.

After deducting €10,380,258.65 attributable to the General Partners in accordance with the Bylaws, the balance of €661,725,067.19 plus €1,557,602,285.22 in retained earnings brought forward from prior years represents a total of €2,219,327,352.41 available for distribution to shareholders.

In light of the current global health crisis, and in a commitment to optimally balance the interests of all its stakeholders, the Group has decided to reduce the amount of the proposed 2019 dividend to €2, compared with the initially announced €3.85.

In order to qualify for the dividend payment, beneficiaries must be shareholders of record at midnight (CET) on July 2, 2020 (the record date).

The ex-dividend date will be July 1, 2020.

The dividend will be paid as from July 3, 2020.

The amount of the dividend corresponding to the treasury shares held on the payment date will be allocated to retained earnings.
First resolution
(Approval of the Company financial statements for the year ended December 31, 2019)

Having considered the reports of the Managing Chairman, the Statutory Auditors and the Supervisory Board, the Ordinary Shareholders Meeting approves the Company financial statements for the year ended December 31, 2019, which show net income for the period of €672,105,325.84.

The Ordinary Shareholders Meeting also approves the transactions reflected in these financial statements and referred to in these reports, including those relating to the various provision accounts.

Second resolution
(Appropriation of net income for the year ended December 31, 2019 and approval of the recommended dividend)

On the recommendation of the Managing Chairman (as approved by the Supervisory Board), the Ordinary Shareholders Meeting notes that the total amount available for distribution is as follows:

- net income for the year: €672,105,325.84;
- share of profits attributed to the General Partners in accordance with the Bylaws: €10,380,258.65;
- balance: €661,725,067.19;
- plus retained earnings brought forward from prior years: €1,557,602,285.22;
- total amount available for distribution: €2,219,327,352.41.

And resolves:
- to pay an aggregate dividend of: €357,255,110.00;
- representing €2.00 per share;
- to appropriate the balance of: €1,862,072,242.41 to retained earnings.

The dividend will be paid as from July 3, 2020. The amount of the dividend corresponding to the treasury shares held on the payment date will be allocated to retained earnings.

For individual shareholders domiciled in France for tax purposes, the tax treatment of the dividend will be as follows:

- in application of Article 200-A of the French General Tax Code (Code général des impôts), dividends paid to individual shareholders domiciled in France for tax purposes are subject to a 30% flat tax (12.8% in respect of income tax and 17.2% for social security contributions). This flat tax does not discharge the individual from other tax liabilities;
- the 12.8% flat tax will be applied automatically unless the taxpayer makes an irrevocable election to pay income tax at the graduated rate on all dividend income. The election must be made each year, when the taxpayer's personal income tax return is filed;
- the two-step method of paying tax on dividends is maintained.

In accordance with Article 119 bis of the French General Tax Code (Code général des impôts), dividends paid to shareholders not domiciled in France for tax purposes are subject to withholding tax at the rate applicable to the country in which the shareholder is domiciled.

As required under Article 243 bis of the French General Tax Code, shareholders note that dividends paid for the past three years were as follows:

<table>
<thead>
<tr>
<th>Year</th>
<th>Total dividend payout (in €)</th>
<th>Dividend per share (1) (in €)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016</td>
<td>585,214,893.25</td>
<td>3.25</td>
</tr>
<tr>
<td>2017</td>
<td>637,299,503.85</td>
<td>3.55</td>
</tr>
<tr>
<td>2018</td>
<td>665,436,238.40</td>
<td>3.70</td>
</tr>
</tbody>
</table>

(1) The full amount of the dividend was eligible for the 40% tax allowance provided for in Article 158-3-2° of the French General Tax Code.
3rd resolution

/ Approval of the consolidated financial statements for the year ended December 31, 2019

The purpose of the 3rd resolution is to approve the consolidated financial statements for the year ended December 31, 2019, which show net income for the period of €1,730,043 thousand.

The 2019 Universal Registration Document, which can be downloaded from Michelin’s website (www.michelin.com), contains an analysis of the consolidated financial statements and year-on-year changes.

4th resolution

/ Related-party agreements

As no related-party agreements were entered into during 2019, shareholders are invited to place on record that there are no such agreements to approve.

In addition, no related-party agreements entered into in previous years remained in force during 2019.

5th resolution

/ Authorization for the Managers to put in place a share buyback program, except during a public offer period, based on a maximum purchase price per share of €180

In the 5th resolution, shareholders are invited to renew the authorization for the Company to buy back its own shares over a period of 18 months on the same terms as the previous authorization. The maximum purchase price per share under this authorization would be €180 and the maximum number of shares purchased would represent less than 10% (ten percent) of the total shares outstanding at the time of the transaction(s).

This new resolution renews the authorization granted for the same purpose at the Annual Shareholders Meeting of May 17, 2019.

During 2019, the Company used the previous authorization to buy back and cancel 1,345,821 shares, resulting in a corresponding capital reduction. For details of the buybacks, see section 6.5.6 b) of the 2019 Universal Registration Document.

The proposed authorization would not be able to be used during a public offer period.

Third resolution

(Approval of the consolidated financial statements for the year ended December 31, 2019)

Having considered the reports of the Managing Chairman, the Statutory Auditors and the Supervisory Board, the Ordinary Shareholders Meeting approves the consolidated financial statements for the year ended December 31, 2019, which show net income for the period of €1,730,043 thousand.

Fourth resolution

(related-party agreements)

Having considered the Statutory Auditors’ special report on related-party agreements governed by Article L. 226-10 of the French Commercial Code (Code de commerce), the Ordinary Shareholders Meeting approves said report and places on record that no such agreements requiring shareholder approval were entered into or were in force in 2019.

Fifth resolution

(Authorization for the Managers or any one of them to put in place a share buyback program, except during a public offer period, based on a maximum purchase price per share of €180)

Having considered the reports of the Managing Chairman and the Supervisory Board, as well as the description of the share buyback program drawn up in accordance with the requirements of the General Regulations of the AMF, the Ordinary Shareholders Meeting authorizes the Managers or any one of them, in accordance with Articles L. 225-209 et seq. of the French Commercial Code, to put in place a program for the Company to buy back its own shares at a maximum purchase price per share of €180 (one hundred eighty euros).
In the event of any corporate actions, such as a bonus share issue paid up by capitalizing reserves or a stock split or reverse stock split, the above maximum purchase price will be adjusted accordingly.

The number of shares that may be bought back under this authorization may not represent more than 10% (ten percent) of the total shares outstanding at the time of each transaction. The total number of shares that may be purchased for the purpose of maintaining a liquid market, as set out below, will be calculated after deducting the number of shares sold over the duration of the share buyback program. In addition, the Company may not hold more than 10% (ten percent) of its own share capital at any time.

Based on the share capital at December 31, 2019, the maximum amount invested in the program would not exceed €3,215,295,900 (three billion, two hundred and fifteen million, two hundred and ninety-five thousand, nine hundred euros), corresponding to 10% (ten percent) of the Company's share capital, or 17,862,755 (seventeen million, eight hundred and sixty-two thousand, seven hundred and fifty-five) shares purchased at the maximum price of €180 (one hundred and eighty euros) per share.

The objectives of the share buyback program are as follows:

- to purchase shares to be held and subsequently sold, exchanged or otherwise transferred in connection with external growth transactions. The maximum number of shares purchased for the purpose of being held and subsequently sold or exchanged in connection with a merger, de-merger or asset contribution shall not exceed 5% (five percent) of the Company's share capital;
- to implement any other market practices that may be authorized in the future;
- to acquire shares for cancellation under a shareholder-approved capital reduction.

The purchase, sale or transfer of shares may be effected at any time, except during a public offer period, and by any method, on the basis and within the limits prescribed by the laws and regulations in force on the transaction date(s), via regulated markets, multilateral trading facilities, systematic internalizers or over-the-counter, including through (i) block purchases or sales, (ii) public offers of purchase or exchange, (iii) the use of options or other forward financial instruments traded via regulated markets, multilateral trading facilities, systematic internalizers or over-the-counter, or (iv) the allocation of shares on conversion, redemption, exchange or exercise of securities carrying rights to the Company's shares or by any other means, either directly or via an investment services provider. The entire buyback program may be implemented through a block trade.

The Managers, or either of them, shall have full powers – which may be delegated – to (i) place buy and sell orders, (ii) enter into any and all agreements, (iii) make any and all filings, (iv) carry out all other formalities, (v) allocate or reallocate the purchased shares to any of the various purposes of the program and (vi) generally, do everything necessary to carry out the share buyback program.

This authorization shall be valid for a period of 18 months from the date of this Meeting.
6th and 7th resolutions

/ Compensation Policy for the Managers and the Supervisory Board members

Since 2014, the compensation awarded to the Managers and the Chairman of the Supervisory Board has been submitted to the shareholders at the Annual Meeting.

In addition, since 2018, the Supervisory Board prepares each year, with the General Partners for the part concerning the Managers, the Compensation Policy applicable to the Managers and the Chairman of the Supervisory Board. The 2019 policy is included in the Corporate Governance Report presented in section 4.4.1 of the 2018 Registration Document.

The policy and the components of the compensation packages were presented to the corresponding Annual Shareholders Meetings by the Chair of the Compensation and Appointments Committee.


8th, 9th, 10th, 11th and 12th resolutions

/ Information about the compensation packages of the corporate officers and about the individual compensation paid or awarded to the Managers and the Chairman of the Supervisory Board in 2019

Since 2014, the General Partners and the Supervisory Board have submitted to the Annual Shareholders Meeting several proposed resolutions concerning the compensation paid or awarded to the Managers and the Chairman of the Supervisory Board.

The 2020 Compensation Policy and its main terms are described in the Corporate Governance Report presented in section 3.4 of the 2019 Universal Registration Document.

Sixth resolution
(Approval of the Compensation Policy applicable to the Managers)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 226-8-1-II of the French Commercial Code, approves the Compensation Policy applicable to the Managers as presented in the Corporate Governance Report set out in sections 3.4.1 and 3.4.2 of the Company’s 2019 Universal Registration Document.

Seventh resolution
(Approval of the Compensation Policy applicable to members of the Supervisory Board)

Having noted the agreement of the General Partners, the Annual Shareholders Meeting, in application of Article L. 226-8-1-II of the French Commercial Code, approves the Compensation Policy applicable to the members of the Supervisory Board, as presented in the Corporate Governance Report set out in sections 3.4.1 and 3.4.3 of the Company’s 2019 Universal Registration Document.

In 2020, in application of the Directive, the PACTE Act and the regulations for their application, the General Partners and the Supervisory Board are submitting to the Annual Shareholders Meeting for approval:

► information about the components of the compensation paid or awarded to the corporate officers for 2019 (8th resolution);

► components of the individual compensation paid or awarded to the Managers and the Chairman of the Supervisory Board in 2019, in respect of their service during the year, i.e., to:
REPORT OF THE MANAGING CHAIRMAN AND PROPOSED RESOLUTIONS

Ordinary resolutions (1st to 15th resolutions)

- Florent Menegaux, Managing General Partner and Managing Chairman (9th resolution),
- Yves Chapot, General Manager (10th resolution),
- Jean-Dominique Senard, Managing General Partner and Managing Chairman until May 17, 2019 (11th resolution),
- Michel Rollier, Chairman of the Supervisory Board (12th resolution).

These compensation components have been determined in accordance with the principles described in the Compensation Policy presented in 2019 for that year in the Corporate Governance Report set out in section 4.4.1 of the 2018 Registration Document.

Eighth resolution
(Approval of the disclosures concerning the compensation packages of the corporate officers)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 226-8-2-I of the French Commercial Code, approves the disclosures mentioned in Article L. 225-37-3 of said Code, as presented in the Corporate Governance Report set out in sections 3.5.1 to 3.5.6 of the Company's 2019 Universal Registration Document.

Ninth resolution
(Approval of the components of the compensation paid or awarded to Florent Menegaux for the year ended December 31, 2019)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 226-8-2-II of the French Commercial Code, approves the fixed, variable and exceptional compensation making up the total compensation and fringe benefits paid during the year ended December 31, 2019 or awarded in respect of that year to Florent Menegaux, Managing General Partner and, since May 17, 2019, Managing Chairman, as presented in the Corporate Governance Report set out in section 3.6.2 of the Company's 2019 Universal Registration Document.

Tenth resolution
(Approval of the components of the compensation paid or awarded to Yves Chapot for the year ended December 31, 2019)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 226-8-2-II of the French Commercial Code, approves the fixed, variable and exceptional compensation making up the total compensation and fringe benefits paid during the year ended December 31, 2019 or awarded in respect of that year to Yves Chapot, General Manager, as set out in section 3.6.3 of the Company's 2019 Universal Registration Document.

Eleventh resolution
(Approval of the components of the compensation paid or awarded to Jean-Dominique Senard for the year ended December 31, 2019)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 226-8-2-II of the French Commercial Code, approves the fixed, variable and exceptional compensation making up the total compensation and fringe benefits paid during the year ended December 31, 2019 or awarded in respect of that year to Jean-Dominique Senard, Managing Chairman and Managing General Partner until May 17, 2019, as set out in section 3.6.4 of the Company's 2019 Universal Registration Document.

Twelfth resolution
(Approval of the components of the compensation paid or awarded to Michel Rollier for the year ended December 31, 2019)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 226-8-2-II of the French Commercial Code, approves the fixed, variable and exceptional compensation making up the total compensation and fringe benefits paid during the year ended December 31, 2019 or awarded in respect of that year to Michel Rollier, Chairman of the Supervisory Board, as set out in section 3.6.1 of the Company's 2019 Universal Registration Document.
**13th, 14th and 15th resolutions: election and re-election of Supervisory Board members**

The 13th to 15th resolutions concern the election and re-election of Supervisory Board members.

/ **Michelin’s Supervisory Board plays a vital role for the Group**

The current members of Michelin’s Supervisory Board are Barbara Dalibard, Anne-Sophie de La Bigne, Aruna Jayanthi, Monique Leroux, Olivier Bazil, Jean-Pierre Duprieu, Thierry Le Hénaff, Cyrille Poughon and Michel Rollier.

All of them have very solid business experience acquired through working with leading corporations, as well as a good knowledge of the Michelin Group. They actively participate in and contribute to the work of both the Board and its Committees, as illustrated by the 97.5% overall attendance rate for meetings held in 2019.

The Supervisory Board members perform their duties independently and have total freedom of judgment.

A summary of the work carried out by the Supervisory Board in 2019 is included in the Corporate Governance Report, set out in section 3.2.2 of the 2019 Universal Registration Document.

/ **Michelin’s General Partners do not take part in the election or re-election of Supervisory Board members**

Michelin is a partnership limited by shares (société en commandite par actions) and as such its Supervisory Board is entirely made up of non-executive members (nearly 78% of whom are independent) who represent the shareholders.

With a view to clearly separating management and supervisory powers, neither the Managers (who together form the Company’s executive body) nor the Non-Managing General Partner, SAGES (which is responsible for ensuring the Company’s continuity of leadership), may play a role in the nomination process.

The General Partners may not be involved in decisions to recommend candidates for election to the Supervisory Board at Shareholders Meetings.

Likewise, in accordance with the law and the Company’s Bylaws, the General Partners may not take part in any votes cast at Shareholders Meetings concerning the election or re-election of Supervisory Board members and their shares are not included in the quorum for the related resolutions.

/ **The Supervisory Board is recommending that shareholders re-elect two Supervisory Board members and elect one new member**

The terms of office of Anne-Sophie de La Bigne and Jean-Pierre Duprieu are due to expire at the close of the Annual Shareholders Meeting called to approve the financial statements for the year ended December 31, 2019.

The candidate review and selection process, the criteria applied by the Compensation and Appointments Committee and a presentation of the candidates are set out in the report of the Supervisory Board on the proposed resolutions (see the Notice of Meeting for the 2020 Annual Shareholders Meeting and section 7.2 of the 2019 Universal Registration Document).

Following this process the Board decided by a unanimous vote (with the candidates for re-election abstaining) to ask the Managing Chairman to recommend at the Annual Meeting that the shareholders:

- re-elect Anne-Sophie de La Bigne, who did not take part in the Supervisory Board vote on her nomination for re-election;
- re-elect Jean-Pierre Duprieu, who did not take part in the Supervisory Board vote on his nomination for re-election;
- elect a new member, Patrick de La Chevardière.

These Supervisory Board members would be elected/re-elected for a four-year term expiring at the close of the Annual Shareholders Meeting to be called to approve the financial statements for the year ending December 31, 2024.

**Thirteenth resolution**

(Re-election of Anne-Sophie de La Bigne as a member of the Supervisory Board)

Having considered the reports of the Managing Chairman and the Supervisory Board, the Ordinary Shareholders Meeting re-elects Anne-Sophie de La Bigne as a member of the Supervisory Board for a four-year term expiring at the close of the Annual Shareholders Meeting to be called to approve the financial statements for the year ending December 31, 2024.
Fourteenth resolution
(Re-election of Jean-Pierre Duprieu as a member of the Supervisory Board)
Having considered the reports of the Managing Chairman and the Supervisory Board, the Ordinary Shareholders Meeting re-elects Jean-Pierre Duprieu as a member of the Supervisory Board for a four-year term expiring at the close of the Annual Shareholders Meeting to be called to approve the financial statements for the year ending December 31, 2024.

Fifteenth resolution
(Election of Patrick de La Chevardière as a member of the Supervisory Board)
Having considered the reports of the Managing Chairman and the Supervisory Board, the Ordinary Shareholders Meeting elects Patrick de La Chevardière as a member of the Supervisory Board for a four-year term expiring at the close of the Annual Shareholders Meeting to be called to approve the financial statements for the year ending December 31, 2024.

EXTRAORDINARY RESOLUTIONS (16TH TO 27TH RESOLUTIONS)

16th resolution

/ Authorization for the Managers to issue shares and/or securities carrying rights to shares, with pre-emptive subscription rights for existing shareholders

In the 16th resolution, shareholders are invited to authorize the Managers to increase the Company’s capital by issuing ordinary shares and/or securities carrying rights to shares, with pre-emptive subscription rights for existing shareholders. Note that the authorization could not be used during a public offer period.

The aggregate par value of shares issued under this authorization would not exceed €126,000,000 (one hundred and twenty-six million euros), representing close to 35% (thirty-five percent) of the Company’s current share capital, and the aggregate nominal value of debt securities issued with immediate or deferred rights to shares would be capped at €2,500,000,000 (two billion five hundred million euros).

This new resolution renews the authorization given at the Annual Shareholders Meeting of May 18, 2018 (14th resolution), which has not been used.

The blanket ceiling on issues, with or without pre-emptive subscription rights, of securities with rights to shares is set in the 23rd resolution.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 5.1, “Authorizations to carry out capital increases with pre-emptive subscription rights for existing shareholders”, on page 41 of the MEDEF Guide “Proposed resolutions submitted to the vote of shareholders of listed companies” available (in French only) on the MEDEF’s website at www.medef.com/.

Sixteenth resolution
(Authorization for the Managers or either of them to issue shares and/or securities carrying rights to shares, with pre-emptive subscription rights for existing shareholders)

Having considered the Managing Chairman’s report, the Statutory Auditors’ special report and the report of the Supervisory Board, and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves, in accordance with Articles L. 225-129 et seq. of the French Commercial Code – notably Article L. 225-129-2 and Articles L. 228-91 et seq.:

▶ to authorize the Managers or either of them to carry out one or several issues of shares and/or securities carrying immediate and/or deferred rights to the Company’s new or existing shares, except during a public offer period. The issue(s) may be carried out in France or abroad and may be denominated in euros, foreign currencies or any monetary unit determined by reference to a basket of currencies;

▶ that:

• the aggregate par value of the shares issued under this authorization either immediately or on conversion, exchange, redemption or exercise of securities carrying rights to shares shall not exceed €126,000,000 (one hundred and twenty-six million euros), representing around 35% (thirty-five percent) of the Company’s current share capital. This ceiling shall not include the par value of any additional shares to be issued in accordance with the applicable
laws, regulations, or contractual provisions in order to protect the rights of existing holders of securities carrying rights to shares or of other rights to the Company’s shares,

• the securities carrying rights to shares issued under this authorization may notably consist of equity securities and/or debt securities or equity- or debt-linked securities or securities allowing the issue of intermediate debt securities. They may take the form of dated or undated, subordinated or unsubordinated notes. However, this authorization may not be used to issue preference shares or securities with immediate or deferred rights to preference shares,

• the aggregate nominal amount of debt securities carrying rights to shares issued under this authorization shall not exceed €2,500,000,000 (two billion five hundred million euros) or the equivalent at the issue date in a foreign currency or a monetary unit determined by reference to a basket of currencies,

• shareholders shall have a pre-emptive right to subscribe the shares and/or debt securities issued under this authorization, pro rata to their existing shareholdings. The Managers or either of them may also give shareholders a pre-emptive right to subscribe any shares and/or debt securities not taken up by other shareholders. In this case, if the issue is oversubscribed, this secondary pre-emptive right will also be exercisable pro rata to the existing shareholdings of the shareholders concerned,

• if the entire issue is not taken up by shareholders exercising their pre-emptive rights, the Managers or either of them may take one or more of the following courses of action, in the order of their choice: (i) limit the amount of the issue to the subscriptions received, provided that at least three-quarters of the issue is taken up, (ii) freely allocate all or some of the unsubscribed securities among the investors of its choice, or (iii) offer them for subscription by the public in the French market and/or a foreign market and/or the international market,

• equity warrants may be offered for subscription on the above basis or allocated among holders of existing shares without consideration, in which case the Managers or either of them shall be authorized to decide that rights to fractions of shares shall be non-transferable and non-tradable and that the corresponding shares shall be sold,

• the Managers or either of them shall have full powers – which may be delegated in accordance with the applicable laws and regulations – to use this authorization, including to (i) set the characteristics, amount(s), timing, price(s) and other terms and conditions of the issue(s), which may be carried out on one or more occasions in France and/or abroad and/or in the international market, (ii) suspend any issue(s) where appropriate, (iii) determine the issue date(s), subscription period(s) and cum-rights date(s), as well as the method and timeframe for paying up the shares, (iv) apply for the listing of the new shares on the markets of their choice, (v) place on record the amount of the capital increase(s) resulting from the share issues, (vi) carry out – directly or through a representative – all operations and formalities related to the capital increase(s) and, at their discretion, enter into any and all agreements for the purpose of completing the issue(s), and (vii) charge the costs of the capital increase(s) against the related premiums and deduct from the premiums the amounts necessary to increase the legal reserve to 10% (ten percent) of the new capital after each issue.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.
17th resolution

/ Authorization for the Managers to issue shares and/or securities carrying rights to shares, through a public offer, without pre-emptive subscription rights for existing shareholders

The 17th resolution concerns the issuance of ordinary shares and/or securities carrying rights to shares without pre-emptive subscription rights for existing shareholders. Note that the authorization could also not be used during a public offer period.

The issue price of the new shares would be at least equal to the average of the opening prices quoted for the Company’s shares over the three trading days preceding the pricing date, less a discount of no more than 10% (ten percent).

The aggregate par value of shares issued under this authorization would not exceed €35,000,000 (thirty-five million euros), representing less than 10% (ten percent) of the current share capital, and the aggregate nominal value of securities carrying immediate or deferred rights to shares would be capped at €2,500,000,000 (two billion five hundred million euros).

This resolution renews the authorization given at the Annual Shareholders Meeting of May 18, 2018 (15th resolution), which has not been used.

The cap on issues of debt securities with immediate or deferred rights to shares placed through a public offer without pre-emptive subscription rights has been aligned with the blanket ceiling on the issuance of debt securities carrying rights to shares set in the 21st resolution.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 5.2, “Authorizations to carry out capital increases without pre-emptive subscription rights for existing shareholders” on page 45 of the MEDEF Guide, “Proposed resolutions submitted to the vote of shareholders of listed companies” available (in French only) on the MEDEF’s website at www.medef.com.

Seventeenth resolution

(Authorization for the Managers or either of them to issue shares and/or securities carrying rights to shares, through a public offer, without pre-emptive subscription rights for existing shareholders)

Having considered the Managing Chairman’s report, the Statutory Auditors’ special report and the report of the Supervisory Board, and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves, in accordance with Articles L. 225-129 et seq. of the French Commercial Code – notably Articles L. 225-135, L. 225-136 and L. 228-91 et seq.:

▶ to authorize the Managers or either of them to carry out, except during a public offer period, one or several issues of shares and/or securities carrying immediate and/or deferred rights to the Company’s new or existing shares, through a public offer. The issue(s) may be carried out in France or abroad and may be denominated in euros, foreign currencies or any monetary unit determined by reference to a basket of currencies;

▶ that:
  • the aggregate par value of the shares issued under this authorization either immediately or on conversion, exchange, redemption or exercise of securities carrying rights to shares shall not exceed €35,000,000 (thirty-five million euros), representing less than 10% (ten percent) of the Company’s current share capital. This ceiling shall not include the par value of any additional shares to be issued in accordance with the applicable laws, regulations, or contractual provisions in order to protect the rights of existing holders of securities carrying rights to shares or of other rights to the Company’s shares,
  • the securities carrying rights to shares issued under this authorization may notably consist of equity securities and/or debt securities or equity- or debt-linked securities or securities allowing the issue of intermediate debt securities.
They may take the form of dated or undated, subordinated or unsubordinated notes. However, this authorization may not be used to issue preference shares or securities with immediate or deferred rights to preference shares,

- the aggregate nominal amount of debt securities carrying rights to shares issued under this authorization shall not exceed €2,500,000,000 (two billion five hundred million euros) or the equivalent in a foreign currency or a monetary unit determined by reference to a basket of currencies,
- shareholders shall not have a pre-emptive right to subscribe the securities issued under this authorization,
- (i) in accordance with articles L.225-136 and R.225-119 of the French Commercial Code the issue price of the shares shall be at least equal to the weighted average of the prices quoted for the Company’s shares on Euronext Paris over the three trading days preceding the issue pricing date, less a discount of no more than 10% (ten percent), and (ii) the issue price of securities carrying rights to shares shall be set in such a way that the amount received by the Company at the issue date plus the amount to be received on conversion, exchange, redemption or exercise of securities carrying rights to shares shall be, for each share issued, at least equal to the issue price defined in point (i) above,
- the Managers or either of them shall have full powers – which may be delegated in accordance with the applicable laws and regulations – to use this authorization, including to (i) set the characteristics, amount(s) (within the above limits), timing, price(s) and other terms and conditions of the issue(s), which may be carried out on one or more occasions in France and/or abroad and/or in the international market, (ii) suspend any issue(s) where appropriate, (iii) determine the issue date(s), subscription period(s) and cum-rights date(s), as well as the method and timeframe for paying up the shares, (iv) apply for the listing of the new shares on the markets of their choice, (v) place on record the amount of the capital increase(s) resulting from the share issues, (vi) carry out – directly or through a representative – all operations and formalities related to the capital increase(s) and, at their discretion, enter into any and all agreements for the purpose of completing the issue(s), and (vii) charge the costs of the capital increase(s) against the related premiums and deduct from the premiums the amounts necessary to increase the legal reserve to 10% (ten percent) of the new capital after each issue.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.

18th resolution

/ Authorization for the Managers to issue shares and/or securities carrying rights to shares through an offer governed by paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights for existing shareholders

Following adoption of the 17th resolution, the purpose of the 18th resolution is to submit to a separate vote by shareholders a proposed authorization for the Managers or either of them to issue shares and/or securities carrying rights to shares through offers governed by paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (Code monétaire et financier). This authorization could not be used during a public offer period.

This authorization would give the Company the necessary flexibility to rapidly raise funds from qualified investors.

The securities would be placed exclusively with the categories of investors specified in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, i.e., (i) professional investment portfolio managers and (ii) qualified investors or restricted groups of investors, provided that they are investing on their own behalf.
Any share issues carried out under this authorization would be included in the ceiling for issues without pre-emptive subscription rights for existing shareholders set in the 17th resolution.

This resolution renews the authorization given at the Annual Shareholders Meeting of May 18, 2018 (16th resolution), which has not been used.

This type of proposed resolution is explained in detail in Information Sheet 5.3 on page 47 of the MEDEF Guide, “Proposed resolutions submitted to the vote of shareholders of listed companies” available (in French only) at www.medef.com/.

Eighteenth resolution
(Authorization for the Managers or either of them to issue shares and/or securities carrying rights to shares through an offer governed by paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights for existing shareholders)

Having considered the Managing Chairman’s report, the Statutory Auditors’ special report and the report of the Supervisory Board, and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves, in accordance with Articles L. 225-129 et seq. of the French Commercial Code – notably Articles L. 225-135, L. 225-136 and L. 228-91 et seq. – and paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

- to authorize the Managers or either of them to carry out one or several issues of shares and/or securities carrying immediate and/or deferred rights to the Company’s new or existing shares through an offer governed by paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, except during a public offer period. The issue(s) may be carried out in France or abroad and may be denominated in euros, foreign currencies or any monetary unit determined by reference to a basket of currencies;

- that:
  - the aggregate par value of the shares issued under this authorization either immediately or on conversion, exchange, redemption or exercise of securities carrying rights to shares shall not exceed €35,000,000 (thirty-five million euros), representing less than 10% (ten percent) of the Company’s current share capital. This ceiling shall not include the par value of any additional shares to be issued in accordance with the applicable laws, regulations, or contractual provisions in order to protect the rights of existing holders of securities carrying rights to shares or of other rights to the Company’s shares,
  - the securities carrying rights to shares issued under this authorization may notably consist of equity securities and/or debt securities or equity- or debt-linked securities or securities allowing the issue of intermediate debt securities. They may take the form of dated or undated, subordinated or unsubordinated notes. However, this authorization may not be used to issue preference shares or securities with immediate or deferred rights to preference shares,
  - the aggregate nominal amount of debt securities issued under this authorization shall not exceed €2,500,000,000 (two billion five hundred million euros) or the equivalent at the issue date in a foreign currency or a monetary unit determined by reference to a basket of currencies,
  - issues of shares and debt securities carried out pursuant to this authorization shall be included in the ceilings for such issues set in the 16th resolution of this Meeting,
  - shareholders shall not have a pre-emptive right to subscribe the securities issued under this authorization,
  - (i) in accordance with articles L.225-136 and R.225-119 of the French Commercial Code the issue price of the shares shall be at least equal to the weighted average of the prices quoted for the Company’s shares on Euronext Paris over the three trading days preceding the issue pricing date, less a discount of no more than 10% (ten percent), and (ii) the issue price of securities carrying rights to shares shall be set in such a way that the amount received by the Company at the issue date plus the amount to be received on conversion, exchange, redemption or exercise of securities carrying rights to shares shall be, for each share issued, at least equal to the issue price defined in point (i) above,
  - the Managers or either of them shall have full powers – which may be delegated in accordance with the applicable laws and regulations – to use this authorization, including to (i) set the characteristics, amount(s) (within the above limits), timing, price(s) and other terms and conditions of the issue(s), which may be carried out on one or more occasions in France and/or abroad and/or in the international market, (ii) suspend any issue(s) where appropriate, (iii) determine the issue date(s), subscription period(s) and cum-rights date(s), as well as the method and timeframe for paying up the shares, (iv) apply for the listing of the new shares on the markets
of their choice, (v) place on record the amount of the capital increase(s) resulting from the share issues, (vi) carry out – directly or through a representative – all operations and formalities related to the capital increase(s) and, at their discretion, enter into any and all agreements for the purpose of completing the issue(s), and (vii) charge the costs of the capital increase(s) against the related premiums and deduct from the premiums the amounts necessary to increase the legal reserve to 10% (ten percent) of the new capital after each issue.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.

19th resolution

/ Authorization for the Managers to increase the number of securities to be issued in the event that an issue (with or without pre-emptive subscription rights) is oversubscribed

The purpose of the 19th resolution is to authorize the Managers or either of them to increase the number of securities to be issued in the event that an issue carried out under the 16th, 17th or 18th resolutions is oversubscribed. It could not be used during a public offer period.

The additional securities would not exceed 15% (fifteen percent) of the original issue and would be offered at the same price as for the original issue. They would be included in the ceilings set in the resolution concerned.

This authorization would replace the one granted for the same purpose at the Annual Shareholders Meeting of May 18, 2018 (17th resolution), which has not been used.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 5.6, “Authorizations to increase the amount of an issue carried out either with or without pre-emptive subscription rights in the event that the issue is oversubscribed (greenshoe option)”, on page 53 of the MEDEF Guide “Proposed resolutions submitted to the vote of shareholders of listed companies” available (in French only) at www.medef.com/.

Nineteenth resolution

(Authorization for the Managers or either of them to increase the number of securities to be issued in the event that an issue, with or without pre-emptive subscription rights, is oversubscribed)

Having considered the Managing Chairman’s report, the Statutory Auditors’ special report and the report of the Supervisory Board, and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves, in accordance with Article L. 225-135-1 of the French Commercial Code:

to authorize the Managers or either of them to increase the number of shares and/or other securities carrying rights to shares issued with or without pre-emptive subscription rights under the 16th, 17th and 18th resolutions. Any such additional shares and/or other securities (i) shall be issued within 30 days of the end of the subscription period for the original issue, (ii) shall not represent more than 15% (fifteen percent) of the original issue, (iii) shall be offered at the same price as for the original issue, and (iv) shall be included in the respective ceilings set in the 16th, 17th and 18th resolutions.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.
20th resolution

/ Authorization for the Managers to increase the Company’s capital by capitalizing reserves, income or additional paid-in capital

The purpose of the 20th resolution is to seek an authorization to increase the Company’s capital by up to €80,000,000 (eighty million euros) by capitalizing reserves, income or additional paid-in capital. Note that the authorization could not be used during a public offer period.

It would replace the authorization granted for the same purpose at the Annual Shareholders Meeting of May 18, 2018 (18th resolution), which has not been used.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 5.7, “Authorizations to increase capital by capitalizing reserves”, on page 55 of the MEDEF Guide “Proposed resolutions submitted to the vote of shareholders of listed companies”, available (in French only) at www.medef.com/.

Twentieth resolution
( Authorization for the Managers or either of them to increase the Company’s capital by capitalizing reserves, income or additional paid-in capital)

Having considered the reports of the Managing Chairman and the Supervisory Board, and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves, in accordance with Articles L. 225-129 and L. 225-130 of the French Commercial Code:

- to authorize the Managers or either of them to increase the Company’s capital, on one or more occasions except during a public offer period, by a maximum of €80,000,000 (eighty million euros) by issuing bonus shares and/or raising the par value of existing shares, to be paid up by capitalizing reserves, income or additional paid-in capital. This amount shall not include the par value of any additional shares to be issued in accordance with the applicable laws, regulations and contractual provisions in order to protect the rights of existing holders of securities carrying rights to shares or of other rights to the Company’s shares;

- that if new shares are issued, the Managers or either of them shall be authorized to decide that rights to fractions of shares shall be non-transferable and non-tradable and that the corresponding shares shall be sold in accordance with Article L. 225-130 of the French Commercial Code. In such a case, the sale proceeds shall be allocated among the rights holders within 30 days of the date when the whole number of shares allotted to them is recorded in their securities account;

- that the Managers or either of them shall have full powers – which may be delegated in accordance with the applicable laws and regulations – to use this authorization, including to (i) determine the timing and terms and conditions of the capital increase(s), (ii) determine the subscription period(s) and cum-rights date(s) as well as the method and timeframe for paying up shares, (iii) apply for the listing of the new shares on any market chosen by them, (iv) place on record the amount of the capital increase(s) resulting from the issue of shares, (v) carry out – directly or through a representative – all operations and formalities related to the capital increase(s) and, at their discretion, charge the costs of the capital increase(s) against the related premiums and deduct from the premiums the amounts necessary to increase the legal reserve to 10% (ten percent) of the new capital after each capital increase.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.
21st resolution

/ Authorization for the Managers to increase the Company’s capital by issuing ordinary shares, without pre-emptive subscription rights for existing shareholders, in connection with a stock-for-stock offer or in payment of contributed assets

The 21st resolution concerns issues of shares, without pre-emptive subscription rights for existing shareholders, in connection with a stock-for-stock offer or in payment of contributed assets.

Shares issued in payment of contributed assets would be limited to the equivalent of 10% (ten percent) of the Company’s capital and would be included in the ceiling specified in the 17th resolution.

This authorization would replace the one granted for the same purpose at the Annual Shareholders Meeting of May 18, 2018 (19th resolution), which has not been used.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 5.5 (“Authorizations to increase capital in payment for contributed assets”) on page 51 of the MEDEF Guide “Proposed resolutions submitted to the vote of shareholders of listed companies”, available (in French only) at www.medef.com/.

Twenty-first resolution
(Authorization for the Managers or either of them to increase the Company’s capital by issuing ordinary shares, without pre-emptive subscription rights for existing shareholders, in connection with a stock-for-stock offer or in payment of contributed assets)

Having considered the reports of the Managing Chairman and the Supervisory Board and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves:

- to authorize the Managers or either of them to issue ordinary shares:
  - in connection with a stock-for-stock offer carried out in accordance with Article L. 225-148 of the French Commercial Code, or
  - as payment for shares or securities carrying rights to shares of another company contributed to the Company in transactions not governed by Article L. 225-148 of the French Commercial Code, in which case the number of shares issued shall be based on the report of the Expert Appraiser of Capital Contributions (Commissaire aux apports) and shall not exceed 10% (ten percent) of the Company’s capital.

  The aggregate par value of shares issued under this authorization shall be included in the ceiling specified in the 17th resolution of this Meeting;

- that the Managers or either of them shall have full powers – which may be delegated in accordance with the applicable laws and regulations – to use this authorization, including to (i) determine the timing and terms and conditions of the capital increase(s), (ii) determine the subscription period(s) and cum-rights date(s), as well as the method and timeframe for paying up shares, (iii) approve the value attributed to the acquired stock, (iv) apply for the listing of the new shares on any market chosen by them, (v) place on record the amount of the capital increase(s) resulting from the issue of shares, (vi) carry out – directly or through a representative – all operations and formalities related to the capital increase(s) and, at their discretion, charge the costs of the capital increase(s) against the related premiums and deduct from the premiums the amounts necessary to increase the legal reserve to 10% (ten percent) of the new capital after each capital increase.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.
22nd resolution

/ Authorization for the Managers to carry out a rights issue for members of a Group employee shareholder plan and/or restricted share issues, without pre-emptive subscription rights for existing shareholders

The 22nd resolution concerns rights issues for employees who are members of a Group employee shareholder plan. The issues would be limited to an aggregate par value of €7,000,000 (seven million euros), representing around 2% (two percent) of the Company’s current share capital.

This authorization would replace, with the same ceiling, the authorization granted for the same purpose at the Annual Shareholders Meeting of May 18, 2018 (20th resolution), which was used to launch an employee shareholder plan in 2018.

By the end of the offer period, 52.34% of eligible employees in 43 countries worldwide on five continents had invested in this sixth plan.

Note that the participation rate was remarkably high (over 80%) in Asia (China, Thailand and India).

Michelin is very pleased that the plan proved so popular. Its success attests to employees’ confidence in the Group’s strength and growth prospects.

See page 199 of the 2018 Registration Document for details.

To boost employee engagement, Michelin decided to launch a new employee shareholder plan every two years.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 6.3, “Authorizations to carry out employee rights issues”, on page 67 of the MEDEF Guide “Proposed resolutions submitted to the vote of shareholders of listed companies”, available (in French only) at www.medef.com/.

Twenty-second resolution

(Managers or either of them to carry out a rights issue for members of a Group employee shareholder plan and/or restricted share issues, without pre-emptive subscription rights for existing shareholders)

Having considered the report of the Managing Chairman, the Statutory Auditors’ special report and the report of the Supervisory Board, and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves:

▶ to authorize the Managers or either of them, pursuant to Articles L. 3332-1 et seq. of the French Labor Code (Code du travail) and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code, to carry out one or more rights issues for members of an employee shareholder plan of the Company or of French or foreign related companies within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;

▶ that:
  • existing shareholders shall waive their pre-emptive right to subscribe any shares to be issued under this authorization,
  • the aggregate par value of shares issued under this authorization shall not exceed €7,000,000 (seven million euros), representing around 2% (two percent) of the Company’s current share capital. This ceiling shall not include the par value of any additional shares to be issued in accordance with the applicable laws, regulations or contractual provisions in order to protect the rights of existing holders of securities carrying rights to shares or of other rights to the Company’s shares,
  • the issue price of the shares offered under this authorization shall be set by the Managers or either of them in accordance with Article L. 3332-19 of the French Labor Code and shall not reflect a discount of more than 30% (thirty percent) on the average of the opening prices quoted for the Company’s shares on Euronext Paris over the 20 trading days preceding the date...
on which the opening date of the subscription period is decided. The Managers or either of them may reduce or cancel this discount if appropriate, in order to take into account, *inter alia*, locally applicable tax, labor law or accounting restrictions,

• the Managers or either of them may decide to give employees free shares in place of the discount, in accordance with Article L. 3332-21 of the French Labor Code,

• the Managers or either of them may also decide that employer matching contributions will be made in the form of free shares or securities with rights to shares instead of cash, subject to the limits set out in Article L. 3332-21 of the French Labor Code,

• the Managers or either of them shall have full powers – which may be delegated in accordance with the applicable laws and regulations – to use this authorization, including to (i) set the characteristics, amount, and terms and conditions of the issue(s), (ii) determine whether the shares will be purchased directly by employees or through a corporate mutual fund, (iii) set the issue date(s), subscription period(s) and cum-rights date(s) as well as the method and timeframe for paying up the shares, (iv) apply for the listing of the new shares on any markets chosen by them, (v) set any length-of-service conditions to be met by beneficiaries, (vi) place on record the amount of the capital increase(s) resulting from the rights issues, (vii) carry out – directly or through a representative – all operations and formalities related to the capital increase(s) and, at their discretion, charge the costs of the capital increase(s) against the related premiums and deduct from the premiums the amounts necessary to increase the legal reserve to 10% (ten percent) of the new capital after each issue.

In accordance with the applicable legal provisions, the authorization provided for in this resolution shall also cover sales of shares to members of a Group employee shareholder plan.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.

### 23rd resolution

/ Blanket ceilings on issues of shares, securities carrying rights to shares and debt securities

The purpose of the 23rd resolution is to set a blanket ceiling representing a nominal amount of €126,000,000 (one hundred twenty-six million euros) – or the equivalent of close to 35% of the Company’s current capital – on share issues carried out under the 16th, 17th, 18th, and 19th resolutions. This authorization would replace, with a slightly lower ceiling, the authorization granted for the same purpose at the Annual Shareholders Meeting of May 18, 2018 (21st resolution).

It also sets at €2.5 billion the blanket ceiling on issues of debt securities carrying immediate or deferred rights to shares carried out pursuant to the 16th, 17th, 18th and 19th resolutions. An explanation of the ceilings set by shareholders for authorizations relating to corporate actions is provided in the Introductory Information Sheet, “Authorizations granted by shareholders for the Board of Directors to carry out capital increases”, on page 38 of the MEDEF Guide “Proposed resolutions submitted to the vote of shareholders of listed companies”, available (in French only) at www.medef.com/.

#### Twenty-third resolution

(Blanket ceilings on issues of shares, securities carrying rights to shares and debt securities)

Having considered the reports of the Managing Chairman and the Supervisory Board and having noted the approval of both of the General Partners, the Extraordinary Shareholders Meeting resolves:

- that:
• the aggregate par value of shares issued under the 16th, 17th, 18th, 19th and 21st resolutions, either immediately or on conversion, exchange redemption or exercise of securities carrying rights to shares, shall not exceed €126,000,000 (one hundred and twenty-six million euros), representing less than 35% of the Company's capital as of the date of this Meeting. This ceiling shall not include either (i) the par value of any shares to be issued to protect the interests of holders of securities carrying rights to shares or of other rights to the Company's shares in accordance with the law, or (ii) any other adjustments made pursuant to any applicable contractual provisions,

• the aggregate nominal amount of debt securities carrying immediate or deferred rights to shares, issued under the 16th, 17th, 18th and 19th resolutions shall not exceed €2,500,000,000 (two billion five hundred million euros) or the equivalent in a foreign currency or a monetary unit determined by reference to a basket of currencies.

This authorization shall be valid for a period of 26 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.

24th resolution

/ Authorization for the Managers to reduce the Company’s capital by canceling shares

In the 24th resolution, shareholders are invited to authorize the Managers, or either of them, for a period of 24 months, to reduce the Company's capital by canceling treasury shares purchased under shareholder-approved buyback programs.

This authorization would replace the authorization granted for the same purpose at the Annual Shareholders Meeting of May 17, 2019 (14th resolution).

During 2019, the Company used the previous authorization to buy back and cancel just over 1,345,821 shares, resulting in a corresponding capital reduction. For details of the buybacks, see section 6.5.6 b) of the 2019 Universal Registration Document.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 5.9, “Authorizations to carry out capital reductions”, on page 59 of the MEDEF Guide “Proposed resolutions submitted to the vote of shareholders of listed companies”, available (in French only) at www.medef.com/.

Twenty-fourth resolution

(Subscription for the Managers or either of them to reduce the Company’s capital by canceling shares)

Having considered the report of the Managing Chairman, the Statutory Auditors’ special report and the report of the Supervisory Board, and having noted the approval of the General Partners, the Extraordinary Shareholders Meeting resolves:

► to authorize the Managers or either one of them to:
  • cancel, at their sole discretion, on one or more occasions, all or some of the shares purchased under shareholder-approved buyback programs, provided that the number of shares canceled does not exceed 10% (ten percent) of the Company's capital,
  • charge the difference between the cost of the canceled shares and their par value against any available premium or reserve account;

► to grant the Managers, or either of them, full powers – which may be delegated in accordance with the law – to (i) carry out the capital reduction(s) following the cancellation(s) of shares authorized under this resolution, (ii) make the corresponding accounting entries, (iii) amend the Bylaws to reflect the new capital and (iv) generally, carry out all necessary formalities.

This authorization shall be valid for a period of 24 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.
25th resolution

Authorization to grant new or existing shares without consideration to the employees and Managers of the Company and the employees of Group subsidiaries, without preemptive subscription rights for existing shareholders

This resolution replaces the resolution for the same purpose adopted by the Annual Shareholders Meeting of May 17, 2019 (13th resolution adopted by a majority of 98.70% of the votes cast). The earlier authorization was used in 2019 to launch a performance share plan (for details of the plan and the intermediate achievement rates for the performance criteria, see section 6.5.4 of the 2019 Universal Registration Document).

Following on from the resolution approved in 2019, the purpose of this year’s resolution would be to:

- propose new performance criteria taking into account the change in Michelin’s business environment and strategy;
- expand the scope of the plan to include the Managers, who would receive free share rights in place of their previous cash-settled long-term incentive bonus in application of the 2020 Compensation Policy for the Managers (see section 3.4.2 of the 2019 Universal Registration Document for details).

This resolution would allow free shares (new or existing shares) to be granted to the employees and Managers of the Company and the employees of other French and foreign Group companies.

Concerning free share grants to employees, the Managing Chairman would draw up the list of recipients, the number of shares and the grant criteria, based on the favorable opinion of the Supervisory Board on the recommendation of the Compensation and Appointments Committee.

The free shares would be subject to a vesting period of four years and fulfillment of performance objectives measured over three years.

The performance criteria would be structured in a similar manner to those in the 2019 authorization and would be based on three objectives reflecting different aspects of Michelin’s strategy, as follows:

- a financial performance objective: growth in the Michelin share price;
- a corporate social responsibility objective: improvements in the environmental performance of manufacturing operations and employee engagement rates;
- an operating performance objective: growth in revenue (excluding tires and distribution) and total return on capital employed (ROCE).

These criteria are presented in detail below.

The total number of free shares granted under this authorization would not exceed 0.9% of the Company’s capital on the date of the Shareholders Meeting that approved the related resolution (1,607,647 shares based on the capital at December 31, 2019). The very limited increase in the maximum number of shares that could be awarded is due to the change in the scope of the plan.

In line with Company practice, any share issues that may be required upon delivery of free shares to employees would not have a dilutive impact on the capital because the issues would be offset by the implementation of programs to buy back and subsequently cancel a number of shares at least equal to the number of shares delivered to employees.

This authorization would be given for a period of 38 months.

As an exception to the foregoing, in line with the dynamic new variable compensation policy designed to increase employee engagement by giving them a greater stake in the Group’s earnings performance, the Managers propose granting five shares each to the employees of the main French subsidiaries. Over 83% of these employees are production operators, technicians and members of middle management. The total number of shares would be capped at 0.06% of the Company’s capital and the shares would be included in the 0.9% cap referred to above. The shares would be subject to a vesting period of at least two years.
This type of proposed resolution is explained in detail in Information Sheet 6.2 “Grants of free shares” of the MEDEF Guide, “Proposed resolutions submitted to the vote of shareholders of listed companies” available (in French only) at www.medef.com.

In application of the 2020 Compensation Policy, free share awards to the Managers would be subject to the principles described above, as well as the following specific rules:

- the awards are decided annually by the Managing Chairman on the recommendation of the General Partners, after the performance conditions and criteria have been determined by the Supervisory Board;
- the total free share rights awarded during the period of validity of the above resolution would be capped at 0.05% of the Company’s share capital and included in the 0.9% cap referred to above;
- in addition, the value of each annual award would be capped at a percentage of the Manager’s annual fixed compensation for the award year, set at 100% for the Managing Chairman and 100% for the General Manager;
- the Managers would be required to hold 40% of the vested shares for as long as they remained in office;
- concerning the Managing Chairman and General Partner:
  - the vested free shares would be delivered to him only if Profit Shares were distributed in respect of the year preceding the one in which the shares are issued;
  - the cost to the Company of the proposed free share plan for the Managing Chairman and General Partner, which would replace the long-term incentive plan, would be taken into account for the determination by the Supervisory Board of the portion of net income attributed to the General Partners in accordance with the Bylaws;
- if a Manager ceased to hold this position:
  - following his resignation or removal from office due to mismanagement, all the free share rights would be forfeited;
  - for any other reason, such as the expiration of his term or due to disability or death before the end of the reference period for determining the achievement rate for the performance criteria, he would retain a number of free share rights initially awarded to him prorated to the time served in office during the plan period (or the total number in the case of disability or death), and the reference three-year period would continue to run, during and beyond the end of his term.

**Financial performance criterion: growth in the Michelin share price**

This criterion concerns Michelin’s share performance compared with that of the Stoxx Europe 600 index. It falls under the third objective, “Secure our financial performance”, of the Ambitions for 2020.

The Stoxx Europe 600 is an international index that is more representative of the market performance of manufacturing and service stocks than the CAC 40. It has been chosen due to the breakdown of the Group’s operations between various product families (Truck tires, Passenger car and Light truck tires, Specialty businesses, High Technology Materials) and related services. These operations expose the Group to changes in consumer goods markets (around 41% of the Group’s business), economic growth and industrial markets (around 27%), and raw materials markets (around 21%). For the Group’s business scope, which now extends well beyond tires and directly related services, it would no longer be appropriate to refer solely to the automotive market (around 11%), especially the automotive equipment segment.

This criterion would have a 30% weighting.

If the gain in Michelin’s share price was at least 15 points more than the gain in the Stoxx Europe 600, the achievement rate would be 100% and the maximum 30% of the free shares would vest.

If the gain in Michelin’s share price was less than 15 points more than the gain in the Stoxx Europe 600, the result would be: 30% x (gain in the Michelin share price - gain in the Stoxx Europe 600 index)/15.

If the gain in Michelin’s share price was less than the gain in the Stoxx Europe 600, the achievement rate would be 0% and none of the related free shares would vest.

This criterion would be assessed by comparing the annual average share price and index for the year preceding the reference three-year period and the same average for the last year of the three-year period (closing prices quoted on Euronext Paris for Michelin shares and on the Stoxx Europe 600).
For example, for a free share plan launched in 2020 with a three-year vesting period from 2020 to 2022, gains in the Michelin share price and the Stoxx Europe 600 would be calculated by comparing the average price for 2019 and that for 2022.

**Corporate social responsibility criterion: improvements in the environmental performance of manufacturing operations and employee engagement rates**

This criterion is based on two indicators: the environmental footprint of Michelin's manufacturing operations and the level of employee engagement.

As each of these indicators would have a 15% weighting, the criterion's total weighting would be 30%.

To adapt these indicators more easily to changes affecting the Group during the authorization's period of validity (38 months), they would be calculated based on the rate of progression.

The first indicator is still part of the second objective (“Set the industry standard for responsible manufacturing”) and the fourth objective (“Work together to continuously improve employee well-being and personal growth”) of the Ambitions for 2020.

Since 2005, Michelin has measured and published these operations’ energy use, water withdrawals, CO₂ emissions, volatile organic compound emissions, amount of waste produced and amount of waste landfilled, using the Michelin site Environmental Footprint (MEF) indicator. The Group’s goal for 2020 is to reduce the MEF by 50% compared with 2005.

The action taken and gains made to date are presented in sections 1 (page 35) and 4.1.4.3 of the 2019 Universal Registration Document.

The environmental performance of the manufacturing indicator covers the Group’s current business scope. It has a weighting of 15% and would be taken into account as follows:

- if the average annual change in the MEF over three years was greater than -0.5 pt, the achievement rate would be 0% and none of the free shares for this objective would vest;
- if the average annual change in the MEF over three years was between -0.5 pt and -1.5 pt, free shares for this objective would vest proportionately to the achievement rate;
- if the average annual change in the MEF over three years was less than -1.5 pt, the maximum 15% of the free shares for this objective would vest.

This indicator would be assessed as the average for a rolling three-year period starting from the year in which the plan was launched. For example, for a free share plan launched in 2020 with a three-year vesting period from 2020 to 2022, the average reduction in MEF would be calculated based on the annual reduction between the years 2019/2020, 2020/2021 and 2021/2022.

As an example of past performance, the average annual reduction in MEF for the last three years was 2.73 points, based on the observed changes in absolute values reported in the corresponding Registration Documents/Universal Registration Document; source: 2017 Registration Document (page 205), 2018 Registration Document (page 250) and 2019 Universal Registration Document (sections 1, page 35, and 4.1.4.3).

The second indicator, employee engagement, is more than ever an important driver of operational excellence and the Group’s ability to meet its performance objectives.

Michelin has set the particularly ambitious objective of becoming a world-class leader in this area by reaching and maintaining an 85% employee engagement rate. Since 2013, the annual “Moving Forward Together: Your Voice for Action” survey has measured the engagement rate and employee opinions about their work.

The.action taken, gains made to date and the detailed employee engagement calculation method are presented in sections 4.1.2.3 and 4.1.2.4 of the 2019 Universal Registration Document.

The employee engagement indicator covers the Group's current business scope. It would have a weighting of 15% and would be taken into account as follows:

- if the average engagement rate improved by less than 0.1 pt, the achievement rate would be 0% and none of the related free shares would vest;
- if the average engagement rate improved by between 0.1 pt and 1.5 pt, the free shares for this objective would vest proportionately to the achievement rate;
- if the average engagement rate improved by more than 1.5 pt, the maximum 15% of the free shares for this objective would vest.

(1) The companies acquired by Michelin would be taken into account in the indicators’ rate of progression as from the fourth year in which they are included in the consolidated financial statements.
This indicator would be assessed as the average for a rolling three-year period starting from the year in which the plan was launched. For example, for a free share plan launched in 2020 with a three-year vesting period from 2020 to 2022, the average improvement in the engagement rate would be calculated based on the annual improvement between the years 2019/2020, 2020/2021 and 2021/2022.

As an example of past performance, the average annual improvement in the engagement rate for the last three years was 0.3 pt; source: observed changes in absolute values reported in the 2019 Universal Registration Document (section 6.5.4 c), page 375).

Operating performance criterion: growth in revenue (excluding tires and distribution) and return on capital employed (ROCE)

This criterion is based on two indicators: revenue growth excluding tires and distribution, and total consolidated ROCE (i.e. including acquisitions and companies accounted for by the equity method).

As each of these indicators would have a 20% weighting, the criterion’s total weighting would be 40%.


The choice of this criterion is part of the Group’s value creation strategy aiming to guarantee a robust and sustainable financial position, the independence of the Group and the achievement of its growth ambitions.

Growth in revenue (like-for-like growth excluding tires and distribution: “new business revenue growth”): this indicator measures the Group’s ability to grow its new businesses (as opposed to its historical core business). The final revenue indicator would have a weighting of 20% and would be taken into account as follows:

- if average annual new business revenue growth exceeded 8%, the achievement rate would be 100% and the maximum 20% of the maximum potential free shares would vest;
- if average annual new business revenue growth was between 3% and 8%, the free shares for this criterion would vest proportionately to the achievement rate;
- if average annual new business revenue growth was less than 3%, the achievement rate would be 0% and none of the related free shares would vest.

This criterion would be assessed as the average for a rolling three-year period starting from the year in which the plan was launched. For example, for a free share plan launched in 2020 with a three-year vesting period from 2020 to 2022, the average would be calculated based on the annual growth rate between the years 2019/2020, 2020/2021 and 2021/2022.

Total consolidated ROCE (including acquisitions, related goodwill, and companies accounted for by the equity method) for the last year of the three-year period (“final ROCE”): this indicator measures the robustness of the Group’s performance. It stands at 10% for the year 2019.

The final ROCE indicator would have a weighting of 20% and would be taken into account as follows:

- if the final ROCE exceeded 11%, the achievement rate would be 100% and the maximum 20% of the potential free shares would vest;
- if the final ROCE was between 10% and 11%, the free shares for this criterion would vest proportionately to the achievement rate;
- if the final ROCE was less than 10%, the achievement rate would be 0% and none of the related free shares would vest.

For example, for a free share plan launched in 2020 with a three-year vesting period from 2020 to 2022, the final ROCE would be the ROCE for 2022.

Twenty-fifth resolution
(Authorization to grant new or existing shares without consideration to the employees and Managers of the Company and the employees of Group subsidiaries, without preemptive subscription rights for existing shareholders)

Having considered the report of the Managing Chairman, the Statutory Auditors’ special report and the report of the Supervisory Board, and having noted the approval of the General Partners, the Extraordinary Shareholders Meeting resolves:

- to authorize the Managers or either of them, in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, to grant new or existing shares without consideration to the Managers and selected employees of the Company and selected employees of related entities within the meaning of Article L. 225-197-2 of said Code, on the basis defined below;
- that any share grants to the Managers must be authorized by the Supervisory Board;
that, for share grants to employees, the Managers, or either of them, shall draw up the list of grantees, and determine the number of shares to be granted and the grant conditions and criteria, including performance criteria, which shall be determined with the Supervisory Board’s agreement, barring the exception provided below;

that the shares shall be subject to a vesting period set by the Managers, or either of them, which shall be at least three years, barring the exception provided below, and may be followed by a lock-up period set by the Managers, or either of them, for certain grantees;

that the shares shall vest before the end of the above vesting period and that all restrictions on their sale shall be lifted in the event of the grantee’s death or if the grantee is affected by a category 2 or 3 disability as defined in Article L. 341-4 of the French Social Security Code (Code de la sécurité sociale);

that, if the decision is made to deliver new free shares to grantees, the successive share issues carried out when the shares vest shall be paid up by capitalizing reserves, income or additional paid-in capital, and that existing shareholders shall waive their pre-emptive right to subscribe for said new shares;

that:
• the shares granted pursuant to this authorization shall not represent more than 0.9% (zero point nine percent) of the Company’s capital at December 31, 2019;
• the shares granted to the Managers pursuant to this authorization shall not represent more than 0.05% (zero point zero five percent) of said capital and shall be included in the 0.9% ceiling referred to above;
• the shares granted pursuant to this authorization subject to the sole vesting condition of the grantee’s continued presence within the Group on the vesting date (i) shall not represent more than 0.06% (zero point zero six percent) of said capital and shall be included in the 0.9% ceiling referred to above, (ii) shall only concern shares grants made to all employees of the Company or a direct or indirect French subsidiary of the Company, and (iii) shall be limited to a maximum of 5 (five) shares per grantee. As an exception to the foregoing, these share grants may be subject to a vesting period of at least two years;
• the Managers, or either of them, shall have the broadest powers, within the above-defined limits and the limits resulting from the law, to:
  • provide for the possibility of temporarily suspending the share rights on the basis prescribed by the applicable laws and regulations,
  • place on record the dates on which the shares vest and the dates on which the restrictions on their sale are lifted, in accordance with this resolution and taking into account the legal restrictions,
  • record the shares in a registered share account in the grantee’s name,
  • provide for the possibility of adjusting the number of shares during the vesting period in order to protect the rights of grantees following any corporate actions carried out by the Company, and
  • generally, do everything useful or necessary to implement this authorization, carry out any and all filing and other formalities, place on record the resulting capital increases and amend the Bylaws to reflect the new capital.

This authorization shall be given to the Managers for a period of 38 months from the date of this Meeting and shall supersede any authorization previously granted for the same purpose.
26th resolution

/ Amendments to the Bylaws: Supervisory Board members representing employees

The purpose of the 26th resolution is to amend Article 15 of the Company’s Bylaws to provide for the appointment of employee representatives to the Supervisory Board, in accordance with the changes introduced in the PACTE Act (Act No. 2019-486).

In application of these provisions, the members representing employees are not elected by the Shareholders Meeting, but are either elected by employees or designated by employee representative bodies.

However, the Bylaws have to be amended by the Extraordinary Shareholders Meeting, with the agreement of the General Partners, to specify the conditions for electing and/or designating members representing employees, by one of the methods provided for by law.

Following consideration of the issue by the Supervisory Board’s Compensation and Appointments Committee, the results of which were presented to the Board during 2019, the Supervisory Board and the Managers decided to organize an appropriate designation method aligned with the specific characteristics of the Company and the Group, taking into account the results of the recent elections of employee representatives and on a consistent basis with these results, without excessive complexity.

The resulting proposals are as follows:

- the first member representing employees would be designated by the trade union that obtained the most votes in the first round of the elections referred to in Articles L. 2122-1 and L. 2122-4 of the Labor Code (Code du travail) held by the Company and its direct and indirect subsidiaries that have their registered office in France;

- a second member representing employees would be designated by the trade union that obtained the second highest number votes in the first round of the elections referred to in Articles L. 2122-1 and L. 2122-4 of the Labor Code (Code du travail) held by the Company and its direct and indirect subsidiaries that have their registered office in France if, on the date of said designation, the Supervisory Board comprises at least eight members elected by the shareholders in General Meeting (a level more favorable than the trigger point of “more than eight members” provided for in PACTE).

In accordance with the law, the Group Committee on which the Company is represented has been informed and consulted about this proposal.
Twenty-sixth resolution
(Amendments to the Bylaws: Supervisory Board members representing employees)

Having considered the reports of the Managing Chairman and the Supervisory Board, and having noted the approval of the General Partners, the Extraordinary Shareholders Meeting resolves to amend Article 15 of the Bylaws as follows (amendments in bold and italics):

Old wording:  
New wording:  

<table>
<thead>
<tr>
<th>Article 15</th>
<th>Article 15 15.1. – Supervisory Board members elected by the Shareholders Meeting</th>
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</thead>
<tbody>
<tr>
<td>The Company shall have a Supervisory Board composed of a minimum of three and of a maximum of ten members, chosen exclusively from among the Non-General Partners.</td>
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<tr>
<td>Those members who, during their office, cease to be Shareholders shall automatically be considered as having resigned.</td>
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</tr>
<tr>
<td>The members of the Supervisory Board shall be appointed by the Ordinary Shareholders Meeting for a renewable four-year term. However, on the express recommendation of the Supervisory Board, the Ordinary Shareholders Meeting may appoint Supervisory Board members for a term of less than four years. Appointments and re-appointments of Supervisory Board members shall be carried out subject to the provisions of the last three sub-paragraphs of this article.</td>
<td>The members of the Supervisory Board shall be appointed by the Ordinary Shareholders Meeting for a renewable four-year term. However, on the express recommendation of the Supervisory Board, the Ordinary Shareholders Meeting may appoint Supervisory Board members for a term of less than four years. Appointments and re-appointments of Supervisory Board members shall be carried out subject to the provisions of the last three sub-paragraphs of this article.</td>
</tr>
<tr>
<td>The functions of the members of the Supervisory Board shall terminate at the end of the Ordinary Shareholders Meeting having decided upon the financial statements for the last financial year of their term.</td>
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</tr>
<tr>
<td>The Shareholders who are General Partners shall not, in the Shareholders Meetings, participate in the appointment of the members of the Supervisory Board.</td>
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</tr>
<tr>
<td>The members of the Supervisory Board may be revoked at any time by the Ordinary Shareholders Meeting. In the event of a vacancy for any reason whatsoever between two Ordinary Shareholders Meetings, the Supervisory Board may appoint new temporary members; the Board shall do so within fifteen days following the vacancy if the number of members has become less than three. These appointments shall be confirmed by the next Shareholders Meeting. The replacement member shall remain in office only until the end of his or her predecessor’s term of office. If the Shareholders Meeting does not confirm the appointments, the decisions adopted by the Supervisory Board shall, however, remain valid.</td>
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</tr>
</tbody>
</table>
### Old wording:

No one older than seventy-five may be appointed member of the Supervisory Board; said age limit is however not applicable to one third, rounded up to the next higher whole number, where applicable, of the total number of the members of the Board in office.

No one older than seventy-five may be appointed member of the Supervisory Board if this appointment increases the percentage of the members over seventy-five, rounded up as described above, to over one third of the total number of the members of the Board in office.

In the event that, for any reason whatsoever, the number of the members of the Board older than seventy-five exceeds the above-mentioned one-third limit of the total number of members in office, the oldest member(s) shall be considered as having resigned at the Ordinary Shareholders Meeting called to approve the financial statements of the financial year during which the proportion of members older than seventy-five has been exceeded, unless if in the meantime the required proportion has been restored.

### New wording:

No one older than seventy-five may be appointed member of the Supervisory Board; said age limit is however not applicable to one third, rounded up to the next higher whole number, where applicable, of the total number of the members of the Board in office.

No one older than seventy-five may be appointed member of the Supervisory Board if this appointment increases the percentage of the members over seventy-five, rounded up as described above, to over one third of the total number of the members of the Board in office.

In the event that, for any reason whatsoever, the number of the members of the Board older than seventy-five exceeds the above-mentioned one-third limit of the total number of members in office, the oldest member(s) shall be considered as having resigned at the Ordinary Shareholders Meeting called to approve the financial statements of the financial year during which the proportion of members older than seventy-five has been exceeded, unless if in the meantime the required proportion has been restored.
15.2. Œ Supervisory Board members representing employees

In application of the law, the Supervisory Board also includes a member representing employees, who is designated by the trade union that obtained the most votes in the first round of the elections referred to in Articles L. 2122-1 and L. 2122-4 of the Labor Code (Code du travail) held by the Company and its direct and indirect subsidiaries that have their registered office in France.

In application of the law, the Supervisory Board also includes a member representing employees, who is designated by the trade union that obtained the most votes in the first round of the elections referred to in Articles L. 2122-1 and L. 2122-4 of the Labor Code (Code du travail) held by the Company and its direct and indirect subsidiaries that have their registered office in France.

As an exception to the stipulations of this Article, Supervisory Board members representing employees are not required to be shareholders and are not required to purchase and hold shares of the Company.

Supervisory Board members representing employees are appointed for a term of four years ending at the close of the Annual Shareholders Meeting called to approve the financial statements for the last year of their term.

If the number of Supervisory Board members elected by shareholders is reduced to less than eight, this will have no impact on the terms of the members representing employees, which will continue to run until their normal expiry date.

If the conditions for applying Article L. 225-79-2 of the Commercial Code (Code de commerce), other than the above-mentioned condition concerning the number of members, are not fulfilled at the end of a fiscal year, the terms of the Supervisory Board members representing employees will end at the close of the Annual Shareholders Meeting at which the financial statements for that year are approved.

The conditions concerning eligibility, training, exercise of the mandate, protection of the employment contract, replacement, removal from office and cases of early expiration of the terms of Supervisory Board members representing employees are set in accordance with the rules laid down in Articles L. 225-28 to L. 225-34 of the Commercial Code.

If no member representing employees is appointed in application of the law and this Article, this will not affect the validity of the Supervisory Board’s decisions.

Subject to the provisions of this Article or the law, the members representing employees have the same rights and responsibilities as the other Supervisory Board members.
## 27th resolution

/ Powers to carry out formalities

The purpose of the 27th resolution is to give powers to carry out the formalities related to the Annual Shareholders Meeting.

### Twenty-seventh resolution (Powers to carry out formalities)

The shareholders give full powers to the bearer of an original, copy or extract of the minutes of this Ordinary and Extraordinary Shareholders Meeting to carry out all legal and administrative formalities and to make all filings and publish all notices required by the applicable laws.

### SUMMARY OF FINANCIAL AUTHORIZATIONS SUBMITTED FOR SHAREHOLDER APPROVAL

<table>
<thead>
<tr>
<th>Corporate action</th>
<th>Applicable ceilings (nominal amount)</th>
<th>Duration (expiration date)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Issuance of shares and/or securities carrying rights to shares, with pre-emptive subscription rights (16th resolution)</td>
<td>shares: €126 million (close to 35% of current capital)</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td></td>
<td>debt securities: €2.5 billion</td>
<td></td>
</tr>
<tr>
<td>Issuance of shares and/or securities carrying rights to shares, through a public offer, without pre-emptive subscription rights (17th resolution)</td>
<td>shares: €35 million (less than 10% of current capital)</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td></td>
<td>debt securities: €2.5 billion</td>
<td></td>
</tr>
<tr>
<td>Issuance of shares and/or securities carrying rights to shares through an offer governed by Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights (18th resolution)</td>
<td>shares: €35 million (less than 10% of current capital) (1)</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td></td>
<td>debt securities: €2.5 billion (3)</td>
<td></td>
</tr>
<tr>
<td>Increase in the number of securities to be issued under issues with or without pre-emptive subscription rights (19th resolution)</td>
<td>15%, subject to the ceilings applicable for the issues concerned</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td>Issuance of new shares paid up by capitalizing reserves, income or additional paid-in capital (20th resolution)</td>
<td>€80 million</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td>Issuance of shares for a stock-for-stock offer or in payment for contributed assets (21st resolution)</td>
<td>€35 million (less than 10% of current capital) (1)</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td></td>
<td>Subject to performance conditions</td>
<td></td>
</tr>
<tr>
<td>Employee rights issue (22nd resolution)</td>
<td>€7 million (less than 2% of current capital)</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td>Blanket ceilings on all the authorizations to issue shares and debt securities carrying rights to shares (except for share issues carried out under the 20th resolution) (23rd resolution)</td>
<td>shares: €126 million (close to 35% of current capital)</td>
<td>26 months (August 2022)</td>
</tr>
<tr>
<td></td>
<td>debt securities: €2.5 billion</td>
<td></td>
</tr>
<tr>
<td>Capital reduction by canceling shares (24th resolution)</td>
<td>10% of the issued capital</td>
<td>24 months (June 2022)</td>
</tr>
<tr>
<td>Shares grant without consideration to employees and Managers of the Company and the employees of Group subsidiaries (25th resolution)</td>
<td>0.9% of the issued capital Subject to performance conditions</td>
<td>38 months (August 2023)</td>
</tr>
<tr>
<td>Share buyback program (5th resolution)</td>
<td>17.8 million shares at a maximum price of €180 per share</td>
<td>18 months (December 2021)</td>
</tr>
</tbody>
</table>

(1) Included in the ceiling set in the 17th resolution (issuance through a public offer without pre-emptive subscription rights).
ELECTION AND RE-ELECTION OF SUPERVISORY BOARD MEMBERS (13TH, 14TH AND 15TH RESOLUTIONS) AND AMENDMENT OF THE BYLAWS TO ALLOW THE APPOINTMENT OF MEMBERS REPRESENTING EMPLOYEES (26TH RESOLUTION)

1.1.1 a) Election and re-election of Supervisory Board members

Michelin is a partnership limited by shares (société en commandite par actions) and as such its Supervisory Board is entirely made up of non-executive members (nearly 78% of whom are independent) who represent the shareholders.

With a view to clearly separating management and supervisory powers, no General Partner may play a role in the nomination process – neither Florent Menegaux, Managing Chairman, nor SAGES, the Non-Managing General Partner, which is responsible for ensuring the Company’s continuity of leadership.

The General Partners may not be involved in decisions to recommend candidates for election to the Supervisory Board at Shareholders Meetings. In addition, French law and the Company’s Bylaws prohibit the General Partners from taking part in the vote at Shareholders Meetings to elect members of the Supervisory Board and their shares are not included in the quorum for the related resolutions.

The terms of Anne-Sophie de La Bigne and Jean-Pierre Duprieu as Supervisory Board members are due to expire at the close of the Annual Shareholders Meeting on June 23, 2020.

Anne-Sophie de La Bigne and Jean-Pierre Duprieu have informed the other Supervisory Board members that they wish to stand for re-election, which is the purpose of the 13th and 14th resolutions.

When he was re-elected in 2017, Olivier Bazil stated that he did not wish to serve a full four-year term and intended to step down from the Supervisory Board in 2020.

The Supervisory Board unanimously thanks Olivier Bazil for his exceptional contribution to the Board’s work during his seven years of membership and as Chairman of the Audit Committee.

The Compensation and Appointments Committee has decided to recommend Patrick de La Chevardière as new member of the Supervisory Board, which is the purpose of the 15th resolution.

/ Re-elections of Supervisory Board members

Anne-Sophie de La Bigne
Airbus Group – 12, rue Pasteur – BP 75 – 92152 Suresnes Cedex – France

Anne-Sophie de La Bigne was born in 1960 and is a French national. Since 2008, she has been Vice President in charge of Civil Affairs in the Public Affairs Division, France, at Airbus Group(1).

Anne-Sophie de La Bigne owns 903 Michelin shares.

She has served as an independent member of the Supervisory Board since 2013. She was a member of the Audit Committee between 2013 and July 2019, and has been a member of the Compensation and Appointments Committee since 2017.

(1) Listed company.
The Supervisory Board considers that Anne-Sophie de La Bigne qualifies as an independent member because:

- she does not have any close family ties with either the Managing Chairman or any member of the Supervisory Board;
- she is not currently and never has been an employee of Michelin or any of its subsidiaries;
- she has not been a member of the Supervisory Board for more than 12 years;
- she is not an executive officer of a company in which Michelin directly or indirectly has a seat on the Board, or in which an executive officer of Michelin has a seat on the Board;
- she has not been an auditor of Michelin in any of the past five years;
- she is not a shareholder or an executive officer of SAGES, one of Michelin’s General Partners;
- she is not a customer, supplier or banker that is material for Michelin or that derives a significant portion of its business from Michelin;

The Board examined Anne-Sophie de La Bigne’s candidature for re-election (for the second time) for a four-year term, taking into account:

- her excellent understanding of the challenges facing the Group and its strategy;
- her involvement in the work of the Supervisory Board and the Audit Committee, especially her contribution to ensuring smooth and constructive relations and discussions among the members;
- her engagement as a member of the Compensation and Appointments Committee;
- her knowledge of CSR and human resources issues;
- her availability and attendance rate at meetings of the Board and its Committees, as illustrated by her 100% attendance rate at meetings of the Board and the Committees of which she was a member in 2017, 2018 and 2019 (period chosen by the Board to review proposed re-elections);
- the fact that she is an independent member of the Board and has no conflicts of interest;
- her contribution to the Board’s diversity.

On the recommendation of the Compensation and Appointments Committee, the Supervisory Board decided to recommend that Anne-Sophie de La Bigne be re-elected for a further four-year term. She did not take part in the Board’s discussion or vote.

**Jean-Pierre Duprieu**

Michelin – 27, cours de l’île-Seguin – 92100 Boulogne-Billancourt – France

Jean-Pierre Duprieu was born in 1952 and is a French national. He is a director of Korian and Chairman of its Compensation and Appointments Committee, and a director of Groupe SEB.

Until 2016, he was Executive Vice President of the Air Liquide Group. He was a member of Air Liquide’s Executive Management team from 2010 to 2016, in charge of the Europe region and Healthcare operations as well as corporate functions, including information systems and Efficiency/Purchasing programs.

Jean-Pierre Duprieu owns 510 Michelin shares.

He has been a member of the Supervisory Board and its Audit Committee since 2013 and is considered by the Supervisory Board to be an independent member because:

- he does not have any close family ties with either the Managing Chairman or any member of the Supervisory Board;
- he is not currently and never has been an employee of Michelin or any of its subsidiaries;
- he has not been a member of the Supervisory Board for more than 12 years;
- he is not an executive officer of a company in which Michelin directly or indirectly has a seat on the Board, or in which an executive officer of Michelin has a seat on the Board;
- he has not been an auditor of Michelin in any of the past five years;
- he is not a shareholder or an executive officer of SAGES, one of Michelin’s General Partners;
- he is not a customer, supplier or banker that is material for Michelin or that derives a significant portion of its business from Michelin.

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(1) A detailed discussion of Supervisory Board members’ independence is provided in section 3.3.2.f.
(2) Listed company.
The Board examined Jean-Pierre Duprieu’s candidature for re-election (for the second time) for a four-year term based on the above-mentioned criteria, taking into account:

- his excellent knowledge of the world of manufacturing;
- his managerial experience within a major international group;
- his contribution to the work of the Board and its Audit Committee, especially on issues related to risk audits and audits of industrial projects;
- the fact that he is an independent member of the Board and has no conflicts of interest;
- his availability and attendance rate at meetings of the Board and its Audit Committee, as illustrated by his 97% attendance rate at meetings of the Board and the Audit Committee in 2017, 2018 and 2019 (period chosen by the Board to review proposed re-elections).

On the recommendation of the Compensation and Appointments Committee, the Supervisory Board decided to recommend that Jean-Pierre Duprieu be re-elected for a further four-year term. He did not take part in the Board’s discussion or vote.

/ Election of a new Supervisory Board member

When he was re-elected to the Board, Olivier Bazil informed the Supervisory Board that he did not wish to serve a full four-year term and intended to step down at the close of the Annual Shareholders Meeting to be called in 2020 to approve the 2019 financial statements.

To strengthen its membership, the Supervisory Board asked the Compensation and Appointments Committee to define a candidate search strategy based on best practices. The Committee assigned the initial selection process to a leading independent recruitment firm which shortlisted a certain number of potential candidates.

Following a detailed review of these potential candidates, the Committee decided to recommend that Patrick de La Chevardière be proposed for election at the Annual Shareholders Meeting to be called to approve the 2019 financial statements.

Patrick de La Chevardière was born in 1957 and is a French national. He is currently a director of Schlumberger(1) and until July 2019 was the Group’s Chief Financial Officer and a member of the Executive Committee of the Total Group(1), where he spent his entire career.


The Compensation and Appointments Committee considered that his profile would represent an ideal addition to the skills and expertise represented on the Board and that, in particular, he would contribute to the Supervisory Board:

- his managerial experience within a major international group;
- his knowledge of the industrial world;
- his expertise in economics, accounting and finance, allowing him to contribute actively to the work of the Audit Committee and, if applicable, to lead it;
- his desire to participate in a committed and engaged manner in the work of the Board and its Committees by ensuring that he is available as needed;
- an absence of conflicts of interest with the Company;

The Supervisory Board considers that Patrick de La Chevardière qualifies as an independent member because:

- he does not have any close family ties with either the Managing Chairman or any member of the Supervisory Board;
- he is not currently and never has been an employee of Michelin or any of its subsidiaries;
- he has not been a member of the Supervisory Board for more than 12 years;
- he is not an executive officer of a company in which Michelin directly or indirectly has a seat on the Board, or in which an executive officer of Michelin has a seat on the Board;
- he has not been an auditor of Michelin in any of the past five years;
- he is not a shareholder or an executive officer of SAGES, one of Michelin’s General Partners;

(1) Listed company.
he is not a customer, supplier or banker that is material for Michelin or that derives a significant portion of its business from Michelin.

On the recommendation of the Compensation and Appointments Committee, the Supervisory Board has decided to propose Patrick de La Chevardière for election to the Board for a four-year term.

If shareholders approve this proposal, the Supervisory Board members plan to appoint Patrick de La Chevardière as member and Chairman of the Audit Committee, to replace Oliver Bazil, who has announced his intention to step down from the Board when Patrick de La Chevardière is elected by the Annual Shareholders Meeting.

Patrick de La Chevardière has agreed to stand for election to the Supervisory Board and to serve as a member of the Audit Committee if asked to do so by the Board.

As of the date of publication of this report, he holds 400 Michelin shares, corresponding to the number of shares required for each member of the Supervisory Board's and as indicated in the internal rules.

### Expiration dates of Supervisory Board members’ terms of office

After the Annual Shareholders Meeting, assuming the shareholders elect and re-elect the members standing for election and re-election, the expiration dates of the Supervisory Board members’ terms of office will be effectively staggered, as follows:

<table>
<thead>
<tr>
<th>Supervisory Board member</th>
<th>2021 AGM</th>
<th>2022 AGM</th>
<th>2023 AGM</th>
<th>2024 AGM</th>
</tr>
</thead>
<tbody>
<tr>
<td>Olivier Bazil</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Barbara Dalibard</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Jean-Pierre Duprieu</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Aruna Jayanthi</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Anne-Sophie de La Bigne</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Patrick de La Chevardière</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Thierry Le Hénaff</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Monique Leroux</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Cyrille Poughon</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Michel Rollier</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>NUMBER OF EXPIRATIONS BY YEAR</th>
<th>2021</th>
<th>2022</th>
<th>2023</th>
<th>2024</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2</td>
<td>3</td>
<td>2</td>
<td>3</td>
</tr>
</tbody>
</table>

The above disclosures do not take into account:

- Olivier Bazil’s decision to step down from the Supervisory Board after Patrick de La Chevardière’s election by the Annual Shareholders Meeting of June 23, 2020;
- future appointments of members representing employees in application of the amendments to the Bylaws to be submitted to the Annual Shareholders Meeting of June 23, 2020, as indicated below.

### 1.1.1 b) Amendments to the Bylaws to permit the appointment to the Supervisory Board of members representing employees

The 26th resolution presented in the Managing Chairman’s report proposes amending the Bylaws to include a mechanism for appointing employee representatives to serve on the Supervisory Board in application of the changes introduced in the PACTE Act.

Following consideration of the issue by the Supervisory Board’s Compensation and Appointments Committee, the results of which were presented to the Board during 2019, the Supervisory Board and the Managers decided to organize an appropriate designation method aligned with the specific characteristics of the Company and the Group.

In accordance with the conclusions of the Compensation and Appointments Committee, we recommend that shareholders approve the said amendments to the Bylaws.
APPROVAL OF THE COMPENSATION OF THE CORPORATE OFFICERS, AUTHORIZATION TO GRANT FREE SHARES TO THE EMPLOYEES AND MANAGERS (6TH TO 12TH AND 25TH RESOLUTIONS)

Since 2014, the compensation of the Managers and the Chairman of the Supervisory Board has been submitted to the Annual Shareholders Meeting, and since 2018, the Supervisory Board prepares each year, with the General Partners for the part concerning the Managing Chairman and the General Manager, the Compensation Policy applicable to the Managers and the Chairman of the Supervisory Board. This policy is included in the Supervisory Board’s report on corporate governance.

The policy and the components of the compensation packages were presented to the corresponding Annual Shareholders Meetings by the Chair of the Compensation and Appointments Committee.

In 2020, in application of the Directive, the PACTE Act, and their implementing legislation or legislation transposing the Directive into French law, the General Partners and the Supervisory Board are asking shareholders to approve:

- the 2020 Compensation Policy applicable to (i) the Managers (6th resolution) and (ii) the Supervisory Board (7th resolution) (1);
- the information about the compensation of the Managers and the Chairman of the Supervisory Board (8th resolution) and the individual compensation paid or awarded to them (9th to 12th resolutions) for 2019(2).

To permit implementation of the 2020 Compensation Policy for the Managers, shareholders are also asked to adopt a new resolution authorizing the granting of free shares not only to employees of Michelin Group companies but also to the Company's Managers in place of the Managers’ previous cash-settled long-term incentive bonuses (25th resolution)(3).

These grants would be made:

- to the Managers, on the recommendation of the General Partners, after the performance conditions and criteria have been determined by the Supervisory Board;
- to employees, by decision of one of the Managers, based on the favorable opinion of the Supervisory Board on the recommendation of the Compensation and Appointments Committee.

We recommend that shareholders adopt the corresponding resolutions.

APPROVAL OF THE FINANCIAL STATEMENTS, REGULATED AGREEMENTS AND FINANCIAL AUTHORIZATIONS (1ST TO 5TH, AND 16TH TO 24TH RESOLUTIONS)

Concerning the other ordinary resolutions, the accounting and financial information communicated to shareholders and the Managing Chairman’s report present the Group’s operations and results for 2019 (for the purposes of the 1st, 2nd and 3rd ordinary resolutions).

We have no comments on the Statutory Auditors’ reports on the financial statements.

As no new related-party agreements requiring shareholder approval were entered into in 2019, you are asked to place on record that there are no such agreements to approve (4th resolution).

Before asking shareholders to approve the financial statements of the Company, the consolidated financial statements and the proposed appropriation of net income, we would like to underscore last year’s robust performance and the faster deployment of the Group’s strategy through the recent acquisitions and partnerships.

These good performances lead us to reaffirm our confidence in the Managers.

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(1) Detailed policy described in the Supervisory Board’s Corporate Governance Report, see section 3.4 of the 2019 Universal Registration Document.

(2) Detailed disclosures in the Supervisory Board’s Corporate Governance Report, see sections 3.5 to 3.7 of the 2019 Universal Registration Document.

(3) See the detailed presentation of these proposed resolutions in section 7.1.2 of the 2019 Universal Registration Document.
They also lead us to support the Managing Chairman’s recommendation to set the dividend at €2.00 per share (2nd resolution).

The Company wishes to renew its share buyback program on the same terms as for the previous program (5th resolution). An authorization to cancel shares bought back under the program is also being sought to replace the authorization granted at the 2019 Meeting, which was used by the Company during the year (24th extraordinary resolution).

We are also proposing a number of extraordinary resolutions (16th to 21st and 23rd resolutions) which renew – on the same or very similar terms – the financial authorizations granted at the May 18, 2018 Annual Shareholders Meeting, which are needed by the Group to support implementation of its strategy.

In addition, shareholders will be asked to renew the previous authorization to carry out rights issues for members of a Group employee shareholder plan (22nd resolution).

We recommend that shareholders adopt the proposals submitted by the Managing Chairman for their approval by voting in favor of the corresponding ordinary and extraordinary resolutions.

March 31, 2020

The Supervisory Board
To the Shareholders,

In our capacity as Statutory Auditors of Compagnie Générale des Établissements Michelin, and pursuant to Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report to you on the proposed delegations of authority to the Managers, or either of them, to carry out various issues of shares and/or securities, which are submitted to you for approval.

On the basis of his report, the Managing Chairman invites the shareholders to delegate to the Managers, for a period of 26 months, from the date of this Annual Shareholders Meeting, the authority to carry out, except during a public offer period, the following transactions and to set the final terms and conditions thereof, and, where appropriate, to cancel shareholders’ preemptive subscription rights:

- the issue, with pre-emptive subscription rights (16th resolution), of shares and/or securities, which may notably include equity securities and/or debt securities, carrying immediate or deferred rights to the Company’s existing or new shares;
- the issue, without pre-emptive subscription rights through a public offer (17th resolution), of shares and/or securities, which may notably include equity securities and/or debt securities, carrying immediate or deferred rights to the Company’s existing or new shares;
- the issue, without pre-emptive subscription rights, through an offer governed by paragraph II of Article L. 411-2 of the French Monetary and Financial Code (Code monétaire et financier) and for up to 20% of the capital per year (18th resolution), of shares and/or securities, which may notably include equity securities and/or debt securities, carrying immediate or deferred rights to the Company’s existing or new shares.

The aggregate nominal amount of the shares that may be issued under the 16th, 17th, 18th, 19th and 21st resolutions, immediately or on conversion, exchange, redemption or exercise of securities may not, under the 23rd resolution, exceed €126 million, it being specified that the nominal amount of the shares that may be issued, either immediately or on conversion, exchange, redemption or exercise of securities, may not exceed:

- €126 million under the 16th resolution;
- €35 million under either the 17th or 18th resolution or under all the 17th, 18th and 21st resolutions combined.

Under the 23rd resolution, the aggregate nominal amount of debt securities that may be issued under the 16th, 17th, 18th and 19th resolutions may not exceed €2.5 billion.

These ceilings take into account the additional securities to be issued under the delegations of authority sought in the 16th, 17th and 18th resolutions, in accordance with Article L. 225-135-1 of the French Commercial Code, in the event that the shareholders adopt the 19th resolution.
It is the responsibility of the Managing Chairman to prepare a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code. Our responsibility is to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of the shareholders’ pre-emptive subscription rights, and on certain other information relating to these transactions, which is presented in this report.

We performed the procedures that we considered necessary in accordance with the professional standards applicable in France to such engagements. These procedures consisted in verifying the information provided in the Managing Chairman’s report relating to this transaction and the methods used to set the issue price of the shares to be issued.

Subject to a subsequent examination of the terms and conditions of the issues, we have no matters to report as regards the information provided in the Managing Chairman’s report on the methods used to set the issue price of the equity securities to be issued under the 17th and 18th resolutions.

In addition, as this report does not stipulate the methods used to set the issue price of the shares to be issued under the 16th resolution, we do not express an opinion on the basis used to calculate the issue price.

Since the final terms and conditions of the issues have not been set, we do not express an opinion in this respect, or, consequently, on the proposed cancellation of the shareholders’ preemptive subscription rights under the 17th and 18th resolutions.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Managers, or either of them, use the delegations of authority to issue equity securities carrying rights to other equity securities or rights to the allocation of debt securities, securities carrying rights to equity securities to be issued or shares without preemptive subscription rights.

Neuilly-sur-Seine and Paris-La Défense, April 15, 2020

The Statutory Auditors

PricewaterhouseCoopers Audit
Jean-Christophe Georghiou

Deloitte & Associés
Pascale Chastaing-Doblin
To the Shareholders,

In our capacity as Statutory Auditors of Compagnie Générale des Établissements Michelin, and pursuant to Articles L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report to you on the proposed delegation of authority to the Managers, or either of them, to increase the capital by issuing, without pre-emptive subscription rights, ordinary shares reserved for members of an employee shareholder plan of the Company or of French or foreign companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (Code du travail), for a maximum amount of €7 million, which is submitted to you for approval.

This rights issue is submitted to the shareholders for approval pursuant to the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code.

On the basis of his report, the Managing Chairman invites the shareholders to delegate to the Managers, or either of them, for a period of 26 months, the authority to increase the capital and cancel shareholders’ pre-emptive subscription rights to the shares to be issued. Where applicable, the Managing Chairman will be responsible for setting the final terms and conditions of this transaction.

It is the responsibility of the Managing Chairman to prepare a report in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the financial information taken from the financial statements, on the proposed cancellation of the shareholders’ pre-emptive subscription rights, and on certain other information relating to the issue, which is presented in this report.

We performed the procedures that we considered necessary in accordance with the professional standards applicable in France to such engagements. These procedures consisted in verifying the information provided in the Managing Chairman’s report relating to this transaction and the methods used to set the issue price of the shares to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed rights issue, we have no matters to report as regards the information provided in the Managing Chairman’s report on the methods used to set the issue price of the ordinary shares to be issued.

Since the final terms and conditions of the rights issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders’ pre-emptive subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Managers use this delegation of authority.

Neuilly-sur-Seine and Paris-La Défense, April 15, 2020

The Statutory Auditors

PricewaterhouseCoopers Audit
Jean-Christophe Georghiou

Deloitte & Associés
Pascale Chastaing-Doblin
STATUTORY AUDITORS’ REPORT ON THE CAPITAL REDUCTION

Combined Shareholders’ Meeting of June 23, 2020 (24th resolution)

This is a free translation into English of the Statutory Auditors’ report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Compagnie Générale des Établissements Michelin Shareholders’ Meeting

In our capacity as Statutory Auditors of your Company and pursuant to Article L. 225-209 of the French Commercial Code (Code de commerce) concerning capital reductions carried out by canceling bought-back shares, we hereby present our report on our assessment of the reasons for and terms of the proposed capital reduction(s).

Your Managing Chairman has proposed that you delegate to the Managing Partners, or to one of them, for a period of 24 months as of the date of this Meeting, the authority to cancel, for up to 10% of the share capital, the bought-back shares of your Company, as authorized under the aforementioned article.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie nationale des Commissaires aux Comptes), for this type of engagement. Those procedures consisted of examining the fairness of the reasons for and whether the terms of the proposed capital reduction(s), which do not undermine shareholders’ equality, were compliant.

We have nothing to report concerning the reasons for and the terms of the proposed capital reduction(s).

Neuilly-sur-Seine and Paris-La Défense, April 15, 2020

The Statutory Auditors

PricewaterhouseCoopers Audit
Jean-Christophe Georghiou

Deloitte & Associés
Pascale Chastaing-Doblin
To the Shareholders,

In our capacity as Statutory Auditors of Compagnie Générale des Établissements Michelin, and pursuant to Article L. 225-197-1 of the French Commercial Code (Code de commerce), we hereby report to you on the proposed authorization to grant existing or new free shares to beneficiaries to be determined by the Managing Chairman from among the employees and Managers of the Company and of entities related to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code, which is submitted to you for approval.

The total number of shares that may be granted under this authorization may not exceed 0.9% of the Company’s capital as of December 31, 2019. The total number of shares granted to the Managers, and the total number of shares granted under sole condition of presence under this authorization may not exceed 0.05% and 0.06%, respectively, of the Company’s capital, and should be included in the aforementioned 0.9% limit.

On the basis of his report, the Managing Chairman invites the shareholders to authorize him, for a period of 38 months from the date of this Annual Shareholders’ Meeting, to grant existing or new free shares.

It is the responsibility of the Managing Chairman to prepare a report on the proposed transaction. It is our responsibility to report to you on the information provided to you on the proposed transaction.

We performed the procedures that we deemed necessary in accordance with the professional standards applicable in France to such engagements.

These procedures consisted primarily in verifying that the methods proposed and described in the Managing Chairman’s report comply with the applicable legal provisions.

We have no matters to report as regards the information provided in the Managing Chairman’s report on the proposed authorization to grant free shares.

Neuilly-sur-Seine and Paris-La Défense, April 15, 2020
The Statutory Auditors

PricewaterhouseCoopers Audit
Jean-Christophe Georghiou

Deloitte & Associés
Pascale Chastaing-Doblin
OTHER STATUTORY AUDITORS’ REPORTS

The Statutory Auditors’ reports to the Annual Shareholders Meeting of June 23, 2020 that are not presented below can be found in the following sections of the Universal Registration Document:

- Report on the Company financial statements: in section 5.3.3;
- Special report on regulated agreements and commitments with third parties: in section 5.3.4;
- Report on the consolidated financial statements: in section 5.2.2;
- Report by one of the Statutory Auditors, appointed as an independent third party, on the consolidated environmental, labour and social information presented in the management report: in section 4.2.3.
### I. Capital at December 31

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Share capital</td>
<td>363,804</td>
<td>360,132</td>
<td>359,042</td>
<td>359,695</td>
<td>357,255</td>
</tr>
<tr>
<td>b) Number of common shares outstanding</td>
<td>181,902,182</td>
<td>180,066,121</td>
<td>179,520,987</td>
<td>179,847,632</td>
<td>178,627,555</td>
</tr>
</tbody>
</table>

### II. Results of operations

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Net revenue</td>
<td>564,550</td>
<td>537,617</td>
<td>681,188</td>
<td>895,113</td>
<td>1,034,805</td>
</tr>
<tr>
<td>b) Earnings before tax, depreciation, amortization and provisions (EBTDA)</td>
<td>653,701</td>
<td>1,430,254</td>
<td>1,058,933</td>
<td>1,028,453</td>
<td>817,567</td>
</tr>
<tr>
<td>c) Income tax</td>
<td>40,511</td>
<td>24,284</td>
<td>(16,054)</td>
<td>47,930</td>
<td>30,603</td>
</tr>
<tr>
<td>d) Net income</td>
<td>589,684</td>
<td>1,415,894</td>
<td>1,029,300</td>
<td>813,150</td>
<td>672,105</td>
</tr>
</tbody>
</table>

### III. Per share data

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Earnings per share after tax, before depreciation, amortization and provision expenses (EBDA)</td>
<td>3.37</td>
<td>7.80</td>
<td>5.99</td>
<td>5.45</td>
<td>4.41</td>
</tr>
<tr>
<td>b) Basic earnings per share</td>
<td>3.24</td>
<td>7.86</td>
<td>5.73</td>
<td>4.52</td>
<td>3.76</td>
</tr>
<tr>
<td>c) Dividend per share</td>
<td>2.80</td>
<td>3.25</td>
<td>3.55</td>
<td>3.70</td>
<td>3.85(1)</td>
</tr>
</tbody>
</table>

### IV. Employee data

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Average number of employees</td>
<td>7</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>b) Total payroll</td>
<td>670</td>
<td>34</td>
<td>28</td>
<td>877</td>
<td>1,123</td>
</tr>
<tr>
<td>c) Total benefits</td>
<td>199</td>
<td>(4)</td>
<td>95</td>
<td>369</td>
<td>(76)</td>
</tr>
</tbody>
</table>

(1) The Group has decided to reduce the amount of the proposed 2019 dividend to €2, compared with the initially announced €3.85 (cf. Press release of April 1, 2020).
REQUEST FOR ADDITIONAL DOCUMENTS

MICHELIN INVITES YOU TO CONSULT THE DOCUMENTS* AVAILABLE ON ITS WEBSITE:


To receive information about the Annual Shareholders Meeting by e-mail or in paper format, please fill in your personal details and address in the form below and send it back with the proxy/postal voting form in the enclosed reply-paid T-envelope.

E-mail: ................................................. @ ............................................................ (IN CAPITAL)

Société Générale ID: .........................................................................................................................

Mr., Ms.: .................................................................................................................................

Address: .................................................................................................................................

Postal code: ................................................. Town/country: .............................................................

Number of Michelin shares you hold: ..........................................................................................

Signed in [town] ...................... on [date] .................................................................

Signature

Compagnie Générale des Établissements Michelin attaches great importance to personal data protection. We wish to hereby inform you of the manner in which we collect and use the data of our private investors and institutional investor representatives around the world.

**Full transparency regarding your personal data**

To manage our relationship with you, our shareholder, we need to collect and use your personal data. Your personal data (last name, first name, date of birth, mailing address, e-mail address, telephone number, number of shares, number of voting rights) are sent to us by the institution through which you acquired your shares. These data are used to send you information relating to your investment, to invite you to participate in Shareholders Meetings, to send you notices including by email to Annual Shareholders Meetings as well as to update the share register documentation. The legal bases for processing these data are, respectively, your consent, our legitimate interest and compliance with our legal obligations.

The personal data used to manage relationships with shareholders are collected on a mandatory basis unless otherwise specified in the contact form or via the relevant digital platform.

According to their respective needs, the receivers of all or part of your data are the Michelin employees in charge of managing relationships with shareholders, the employees of the relevant service providers, Société Générale employees as well as various official institutions, where appropriate.

We store your data for the period during which you hold shares. These data may then be archived to manage claims and disputes in progress and to fulfill our legal and/or regulatory obligations or to respond to requests made by the competent authorities.

You have certain rights regarding your data. These rights are as follows:

- the right to be informed;
- the right to access your data;
- the right to rectify your data;
- the right to determine what happens to your data;
- the right to file a complaint with the French Data Protection Authority (Commission Nationale Informatique et Libertés – CNIL) in the event that your requests are not met.

To exercise any of these rights, you can write to us at the following address:

Compagnie Générale des Établissements Michelin
23, Place des Carmes-Déchaux
63000 Clermont-Ferrand
France

You can send an email to the department in charge of personal data protection at: privacy.fr@michelin.com.

The legislation on personal data gives you other rights regarding your data. However, in view of our legal obligations, such other rights cannot be applied to our shareholders’ personal data. These include the right to erasure (the right to be forgotten), the right to restriction of processing, the right to data portability as well as the right to object to processing of personal data.
STAY IN TOUCH
STAY INFORMED

TO RECEIVE REGULAR
UPDATES
OF OUR MAIN
PUBLICATIONS

Become a subscriber by filling in the form on the Individual shareholders page of our website, Individual Shareholders
in order to receive information and all shareholder communications in real
time by e-mail.