

Clermont-Ferrand, September 15, 2016

COMPAGNIE GENERALE DES ÉTABLISSEMENTS MICHELIN
PRESS RELEASE

Compagnie Générale des Etablissements Michelin (hereinafter, the “Company”) announces the launch of a new employee share ownership plan enabling employees of the Michelin group to subscribe to a capital increase reserved to employees on preferential terms.

The subscription period for the share offering will take place from September 15 to October 3, 2016 (inclusive).

ISSUER

Compagnie Générale des Etablissements Michelin
Partnership limited by shares (*société en commandite par actions*)
Registered offices located at: 12, cours Sablon, Clermont-Ferrand (Puy-de-Dôme), France
Share capital: €364.548.274
Clermont-Ferrand Trade and Companies Registry number: 855 200 887
Listing: Compartment A – NYSE Euronext Paris (France)
Ordinary share with ISIN code: FR0000121261 - ML
Security admitted to the Service de Règlement Différé (SRD) (or “Differed Payment Service”)

The main terms and conditions of the offer are described below:

FRAMEWORK OF THE TRANSACTION

The President (le “*Président de la Gérance*”) has decided to implement a capital increase reserved for employees of the Company and of companies related to it in the meaning of Article L. 3344-1 of the French Labour Code and Article L. 225-180 of the French Commercial Code which are members of the Michelin Group Savings Plan (hereinafter, the “Employees”) to involve them more closely to the growth and development of the Group, in a mutual engagement dynamic. This capital increase was authorized by the 22nd resolution of the General Meeting of Shareholders on May 13, 2016.

The capital increase is proposed in the following countries:

Argentina, Australia, Austria, Belgium, Brazil, Cameroon, Canada, Chile, China, Colombia, Czech Republic, Denmark, Ecuador, Finland, France, Germany, Greece, Hungary, Hong Kong, India, Indonesia, Italy, Japan, Malaysia, Mexico, Netherlands, Nigeria, Norway, Peru, Poland, Portugal, Romania, Serbia, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, United Arab Emirates and USA.

SECURITIES OFFERED

The President has decided to increase the capital of the Company, up to a maximum ceiling of 3,500,000 shares.

On September 13, 2016, the President set the subscription price at € 76,38. This subscription price is equal to 80% of the reference price (equal to the average opening share price of the Michelin share on NYSE Euronext (Paris) during the twenty trading days preceding this date); equal to the reference price minus a 20% discount.

TERMS AND CONDITIONS OF THE OFFER



Beneficiaries of the offer

The beneficiaries of the offer are the Employees of those Group companies that are members of Michelin's Group Savings Plan, irrespective of the nature of their employment relationship, and who meet a seniority requirement of at least three months at the last day of the subscription period.

Terms and conditions of the subscription of shares

The shares will be subscribed directly by the Employees, except in Hungary and in Colombia where they will be subscribed through the FCPE Bib Invest Relais 2016, approved on May 24, 2016, under the AMF code AMF "FCE2010059". This FCPE is expected to be merged into the FCPE Bib Invest after the completion of the capital increase.

Voting rights

Employees who acquire shares directly may exercise their voting rights individually at Michelin's Shareholders' Meetings. The voting rights attached to the shares acquired via the FCPE Bib Invest Relais 2016 will be exercised by the FCPE's Supervisory Board.

Lock-up period applicable to the Michelin shares

Pursuant to Article L.3332-25 of the French Labor Code, Employees who have subscribed Michelin shares, either directly or via the FCPE Bib Invest Relais 2016, must hold their shares or FCPE units for a lock-up period of five years, from the date of the capital increase, which is expected to be on November 15, 2016 (until November 15, 2021), except in the case of an early release.

Other information

Information on employer matching contribution, individual minimum and maximum subscription amount, conditions of payment for the shares or reduction in case of oversubscription is detailed in the offering documentation.

SPECIAL NOTE REGARDING THE INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation to subscribe Michelin shares. The offering of Michelin shares reserved for Employees will be conducted only in countries where such an offering has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or register the offering. More generally, the offering will only be conducted in countries where all required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have been completed and the authorizations have been obtained. This press release is not destined for, and copies thereof should not be sent to, countries in which such a prospectus has not been approved or such an exemption is not available or where all of the required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have not been completed or where the authorizations have not been obtained.

CONTACT PERSON FOR EMPLOYEES

For any question regarding this offering, beneficiaries can contact their human resources department or consult the following website: internet www.bibaction.com.

This press release constitutes the information document required pursuant to Articles 212-4 (paragraph 5) of the AMF's General Regulations and to Article 14 of circular n° 2005-11 of December 13, 2005, published in the form of a press release in accordance with Article 221-3 of the AMF's General Regulations.

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DISCLAIMER

This press release is not an offer to purchase or a solicitation to recommend the purchase of Michelin shares. To obtain more detailed information on Michelin, please consult the documents filed in France with Autorité des Marchés Financiers, which are also available from the www.michelin.com/eng website.

This press release may contain a number of forward-looking statements. Although the Company believes that these statements are based on reasonable assumptions as at the time of publishing this document, they are by nature subject to risks and contingencies liable to translate into a difference between actual data and the forecasts made or inferred by these statements.