

## 9.1. PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT

### ■ Person responsible for the Registration Document and the Annual Financial Report

Jean-Dominique Senard, Managing Chairman.

### Statement by the person responsible for the Registration Document and the Annual Financial Report

I hereby declare that, to the best of my knowledge and having taken all reasonable precautions, the information contained in the Registration Document is in accordance with the facts and no information has been omitted that would be likely to affect its import.

I further declare that, to the best of my knowledge, (i) the financial statements have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit of the Company and the undertakings included in the consolidation, and (ii) the management report (chapter 2 of this Registration Document) presents fairly the business and earnings performance and the financial position of the Company and the undertakings included in the consolidation, as well as the principal risks and uncertainties they face.

I obtained a statement from the Statutory Auditors at the end of their audit affirming that they have verified the information regarding the financial position and the accounts contained herein and have read the entire Registration Document.

The consolidated financial statements for the year ended December 31, 2012 have been audited by the Statutory Auditors. Their report is provided in section 7.2 of this Registration Document.

The consolidated financial statements for the year ended December 31, 2011, incorporated by reference in section 9.3 of this Registration Document, have been audited by the Statutory Auditors. Their report includes an observation on a technical matter.

The consolidated financial statements for the year ended December 31, 2010, incorporated by reference in section 9.3 of this Registration Document, have been audited by the Statutory Auditors.

Clermont-Ferrand, March 1, 2013

Jean-Dominique Senard,  
Managing Chairman

## 9.2. STATUTORY AUDITORS

### 9.2.1. STATUTORY AUDITORS

Under French law, the accounts of listed companies are required to be audited by two independent Statutory Auditors. The purpose of this requirement is to provide assurance that the financial statements have been properly prepared and comply with the true and fair view principle.

The Statutory Auditors are appointed by the Annual Shareholders Meeting for a six-year term, based on a recommendation made by the Supervisory Board following a selection process overseen by the Audit Committee. They may be re-appointed for successive terms. They test the fairness of financial statements and carry out all of the statutory audit work required by law. Michelin does not ask them to perform any other engagements that might impair their independence.

The Statutory Auditors of Compagnie Générale des Établissements Michelin, Michelin's holding Company are:

#### PricewaterhouseCoopers Audit

Registered member of the *Compagnie régionale des Commissaires aux Comptes de Versailles*

63, rue de Villiers  
92200 Neuilly-sur-Seine, France

Represented by Éric Bulle, Partner

Substitute Statutory Auditor, Pierre Coll, Partner, PricewaterhouseCoopers Audit

#### Deloitte & Associés

Registered member of the *Compagnie régionale des Commissaires aux Comptes de Versailles*

185, avenue Charles-de-Gaulle  
92524 Neuilly-sur-Seine

Represented by Dominique Descours, Partner  
Substitute Statutory Auditor, BEAS,

195, avenue Charles-de-Gaulle,  
92524 Neuilly-sur-Seine

There are no legal or financial ties of any sort between the two accounting firms or the lead partners.

The Statutory Auditors' term of office will expire at the end of the Annual Shareholders Meeting to be held in 2016 to approve the 2015 accounts.

## 9.2.2. FEES PAID TO THE STATUTORY AUDITORS OF COMPAGNIE GÉNÉRALE DES ÉTABLISSEMENTS MICHELIN (CGEM)

The following tables set out the details of fees, excluding tax, paid in 2011 and 2012 by the Michelin Group to its Statutory Auditors.

### 2012 FEES TO THE STATUTORY AUDITORS OF COMPAGNIE GÉNÉRALE DES ÉTABLISSEMENTS MICHELIN (CGEM)

Years 2011 and 2010	PricewaterhouseCoopers				Deloitte				Total			
	(in thousands €)		(%)		(in thousands €)		(%)		(in thousands €)		(%)	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
<b>Audit</b>												
Statutory audits, opinions, reviews of standalone and consolidated financial statements												
• CGEM	214	210	5.0%	5.3%	214	210	6.9%	7.4%	428	420	5.8%	6.2%
• French subsidiaries	555	563	12.8%	14.2%	569	557	18.4%	19.7%	1,124	1,120	15.2%	16.5%
• Foreign subsidiaries	2,818	2,335	65.2%	58.8%	1,894	1,747	61.2%	61.9%	4,712	4,082	63.6%	60.1%
Other services directly linked to the statutory audit work												
• CGEM	-	-	0.0%	0.0%	-	-	0.0%	0.0%	-	-	0.0%	0.0%
• Subsidiaries	394	586	9.2%	14.7%	138	45	4.5%	1.6%	532	631	7.1%	9.2%
<b>Sub-total Audit</b>	<b>3,981</b>	<b>3,694</b>	<b>92.2%</b>	<b>93.0%</b>	<b>2,815</b>	<b>2,559</b>	<b>91.0%</b>	<b>90.6%</b>	<b>6,796</b>	<b>6,253</b>	<b>91.7%</b>	<b>92.0%</b>
<b>Other services rendered by Auditors networks to subsidiaries</b>												
Legal, tax and social	266	254	6.2%	6.4%	99	150	3.2%	3.7%	365	359	4.9%	5.3%
Others	73	26	1.6%	0.6%	180	159	5.8%	5.7%	253	185	3.4%	2.7%
<b>Sub-total Others</b>	<b>339</b>	<b>280</b>	<b>7.8%</b>	<b>7.0%</b>	<b>279</b>	<b>264</b>	<b>9.0%</b>	<b>9.4%</b>	<b>618</b>	<b>544</b>	<b>8.3%</b>	<b>8.0%</b>
<b>TOTAL</b>	<b>4,320</b>	<b>3,974</b>	<b>100.0%</b>	<b>100.0%</b>	<b>3,094</b>	<b>2,823</b>	<b>100.0%</b>	<b>100.0%</b>	<b>7,414</b>	<b>6,797</b>	<b>100.0%</b>	<b>100.0%</b>

The other services directly linked to the statutory audit work relate essentially to:

- financial and accounting agreed-upon procedures;
- a review of the annual and sustainable development report; as well as
- sundry certificates (notably linked to government grants).

The other services rendered by auditors networks to subsidiaries relate essentially to:

- conformity reviews of the transfer pricing documentation or the tax returns; as well as
- legal reviews.

## 9.3. 2010 AND 2011 FINANCIAL STATEMENTS INCORPORATED BY REFERENCE

The following information is incorporated by reference in this Registration Document:

- Consolidated financial statements for the period ended December 31, 2010 as well as the relevant Statutory Auditors' report contained in the Registration Document filed with AMF on March 7, 2011 (D.11-0098), pages 158 to 214 and 215 respectively.
- Consolidated financial statements for the period ended December 31, 2011 as well as the relevant Statutory Auditors' report contained in the Registration Document filed with AMF on March 1, 2010 (D.12-0124), pages 152 to 209 and 210 respectively.