

ANNUAL SHAREHOLDERS MEETING

MAY 13, 2016

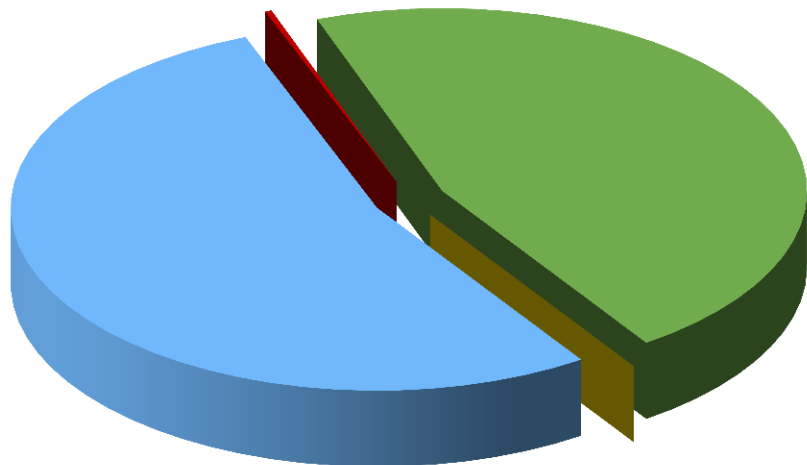


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**Compensation due or paid for 2015
to Jean-Dominique Senard, Chief Executive Officer,
Advisory vote (6th resolution)**

I. Summary of 2015 compensation



- Fixed compensation: €1.100K (unchanged)
- Long term incentive bonus: none due
- Annual variable compensation: €1.277K
- Fringe benefit, unchanged (car) : €7K

Total due or paid for 2015:
€2.384 million
(vs €1.857 million for 2014 and €2.107 million for 2013)

II. Breakdown of variable compensation

- Variable compensation corresponds to profit allocated to the General Partners as compensation for their unlimited joint and several personal liability for the Company's debts
- 2015 variable compensation is calculated based on Group's consolidated net income
 - For the component based on profit levels: €508K
 - For the component based on the achievement of several performance objectives: €769K corresponding to an achievement rate of 120.1 / 150
 - Quantitative criteria (growth in unit sales, market share, free cash flow, the Efficiency project): 87.1 / 100
 - Qualitative criteria (research and development strategies and the digital transformation strategy, management, investor relations, operational control) : 33 / 50

III. Long-term incentive bonus (LTI)

- Same structure as the 2014 LTI
- €1.8 million LTI adjusted to reflect the performance over a three-year period (2015/2016/2017) of the following:
 - Michelin's stock market performance
 - Three quantitative criteria:
 - Growth in the Michelin share price compared with that of the CAC 40 index
 - Growth in Group sales volume
 - The return on capital employed (ROCE)
- Additional commitments:
 - Invest 20% of the LTI received at the end of the three-year period in Michelin shares
 - Retain these shares beyond the term of office

IV. Compensation history

<i>(in € million)</i>	2015	2014	2013
Variable compensation	1.277	0.750	1.200
Fixed compensation	1.100	1.100	0.900
Car	0.007	0.007	0.007
Total	2.384	1.857	2.107
Operating income before NR <i>(in %)</i>	2,577 <i>(12.5%)</i>	2,170 <i>(11.1%)</i>	2,234 <i>(11%)</i>
Structural free cash flow	833	717	749