

# **ANNUAL SHAREHOLDERS MEETING**

**May 18, 2018**

# Report of the Supervisory Board to the Annual Shareholders Meeting

- 1. Election of two new Managing Partners**
- 2. Membership and work of the Supervisory Board**
- 3. Membership and work of the Audit Committee**
- 4. Membership and work of the Compensation and Appointments Committee**

# Election of two new Managing Partners



## **M. Florent Menegaux**

**Group Senior Executive Vice President and Chief Operating Officer** overseeing the Group's Business Departments and the Manufacturing, Supply Chain and Customer Experience Operational Departments

### **Member of the Group Executive Committee**

- 1997: Sales and Marketing Director for Truck Tires in the United Kingdom and Ireland
- 2000: Sales Director for the Truck Tire Original Equipment and Replacement markets in North America
- 2003: Head of Truck Tires for South America
- 2005: Head of the Africa - Middle East region
- 2006: Head of the Passenger Car and Light Truck Tire Replacement Business Unit in Europe
- 2008: Executive Vice President of Passenger Car and Light Truck worldwide operations and Head of Michelin's Motorsports and Materials businesses
- 2014: Chief Operating Officer
- 2017: Senior Executive Vice President

# Election of two new Managing Partners



## **M. Yves Chapot**

**Executive Vice President, Automotive Business Lines and Africa, India & Middle East, East Asia & Australia and China regions**

**Member of the Group Executive Committee**

- 1992: Internal Control Manager
- 1997: Chief Executive Officer for Taurus in Hungary
- 1999: Chief Financial Officer for Europe
- 2005: Director of Michelin China
- 2007 – 2009: Head of the Passenger Car and Light Truck Tire business in Asia
- 2012: Head of Euromaster
- 2014: Executive Vice President of Distribution
- 2017: Executive Vice President of Passenger Car and Light Truck Product Line

# Membership and work of the Supervisory Board in 2017

- Members: Michel Rollier (Chairman), Olivier Bazil, Pat Cox, Barbara Dalibard, Anne-Sophie de La Bigne, Jean-Pierre Duprieu, Aruna Jayanthi, Monique Leroux and Cyrille Poughon
- 7 meetings
- Attendance rate of over 95% (including Committee meetings)
- One executive session, led by the Senior Independent Member

# Main topics addressed by the Supervisory Board

- The strategic plan and its implementation across all of the businesses
- Proposed acquisitions
- Project to streamline the Group's organization and business processes
- Chief Executive Officer succession plan
- Assessment of the Supervisory Board's practices

# Membership and work of the Audit Committee in 2017

- Members: Olivier Bazil (the Committee Chairman), Anne-Sophie de La Bigne, Jean-Pierre Duprieu and Monique Leroux
- 4 meetings
- 100% attendance rate

# Main topics addressed by the Audit Committee

- Risk mapping and risk management plan
- Cyber risk management
- Internal control
- Guarantees of the Michelin customer promise
- Changes in reporting processes



# Membership and work of the Compensation and Appointments Committee in 2017

- Members: Barbara Dalibard (Committee Chair/Senior Independent Member), Pat Cox, Anne-Sophie de La Bigne and Michel Rollier
- 3 meetings
- 100% attendance rate

# Main topics addressed by the Compensation and Appointments Committee

- Chief Executive Officer's compensation
- Succession plans
- Executive Committee members' compensation
- Performance share policies