

## 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 Etablissements 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 Christian Marcellin, 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, 79, villa Houssay, 92524 Neuilly-sur-Seine

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

In line with the proposal made by the Supervisory Board based on the Audit Committee's recommendation, the Annual Shareholders Meeting of May 7, 2010 decided to:

- Renew the appointment for six years of PricewaterhouseCoopers Audit, represented by Christian Marcellin, as Statutory Auditor of CGEM, and of Pierre Coll as substitute Auditor.
- Appoint for six years Deloitte & Associés, represented by Dominique Descours, as Statutory Auditor of CGEM, and B.E.A.S. as substitute Auditor.

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 ETABLISSEMENTS MICHELIN (CGEM)

The following tables set out the details of fees, excluding tax, paid in 2009 and 2010 by the Michelin Group to its Statutory Auditors. CGEM consolidates 198 subsidiaries in 59 countries.

## TABLE OF 2010 FEES, EXCLUDING TAX, PAID TO COMPAGNIE GÉNÉRALE DES ÉTABLISSEMENTS MICHELIN (CGEM)'S STATUTORY AUDITORS

	PricewaterhouseCoopers		Deloitte		Total	
	(in € thousand)	(%)	(in € thousand)	(%)	(in € thousand)	(%)
<b>Audit</b>						
Statutory audits, opinions, reviews of standalone and consolidated financial statements						
• CGEM	206	5.6%	206	7.5%	412	6.4%
• French subsidiaries	527	14.5%	549	20.0%	1,076	16.9%
• Foreign subsidiaries	2,395	65.7%	1,690	61.8%	4,085	64.1%
Other services directly linked to the statutory audit work						
• CGEM	55	1.5%	50	1.8%	105	1.6%
• Subsidiaries	34	0.9%	64	2.3%	98	1.5%
<b>Sub-total Audit</b>	<b>3,217</b>	<b>88.2%</b>	<b>2,559</b>	<b>93.4%</b>	<b>5,776</b>	<b>90.5%</b>
<b>Other services rendered by auditors networks to subsidiaries</b>						
Legal, tax and social	260	7.1%	169	6.2%	429	6.7%
Others	169	4.7%	11	0.4%	180	2.8%
<b>Sub-total Others</b>	<b>429</b>	<b>11.8%</b>	<b>180</b>	<b>6.6%</b>	<b>609</b>	<b>9.5%</b>
<b>TOTAL</b>	<b>3,646</b>	<b>100.0%</b>	<b>2,739</b>	<b>100.0%</b>	<b>6,385</b>	<b>100.0%</b>

In 2010, the Group has changed its joint statutory auditors as well as the organization of its subsidiaries' audits. Previously, these audits were performed by most of the worldwide audit firms, whereas in 2010 they were concentrated on the joint statutory audit firms. The 2009 fees table disclosed below is therefore not comparable since it includes the fees of all the firms and not only those of the joint statutory audit firms like in 2010.

**TABLE OF 2009 FEES EXCLUDING TAX, PAID TO COMPAGNIE GÉNÉRALE DES ÉTABLISSEMENTS MICHELIN (CGEM)'S STATUTORY AUDITORS**

	PricewaterhouseCoopers		Corevise		Others		Total	
	(in € thousand)	(%)	(in € thousand)	(%)	(in € thousand)	(%)	(in € thousand)	(%)
<b>Audit</b>								
Statutory audits, opinions, reviews of standalone and consolidated financial statements								
• CGEM	185	4.3%	185	48.2%	-	0.0%	370	4.0%
• French subsidiaries	528	12.2%	148	38.5%	157	3.5%	833	9.1%
• Foreign subsidiaries	2,748	63.7%	-	0.0%	1,774	39.8%	4,521	49.4%
Other services directly linked to the statutory audit work								
• CGEM	-	0.0%	-	0.0%	-	0.0%	-	0.0%
• Subsidiaries	256	5.9%	51	13.3%	(51)	(1.1%)	256	2.8%
<b>Sub-total Audit</b>	<b>3,717</b>	<b>86.1%</b>	<b>384</b>	<b>100.0%</b>	<b>1,880</b>	<b>42.2%</b>	<b>5,980</b>	<b>65.3%</b>
<b>Other services rendered by auditors networks to subsidiaries</b>								
Legal, tax and social	178	4.1%	-	0.0%	1,658	37.2%	1,836	20.1%
Others	421	9.8%	-	0.0%	916	20.6%	1,337	14.6%
<b>Sub-total Others</b>	<b>599</b>	<b>13.9%</b>	<b>-</b>	<b>0.0%</b>	<b>2,574</b>	<b>57.8%</b>	<b>3,173</b>	<b>34.7%</b>
<b>TOTAL</b>	<b>4,316</b>	<b>100.0%</b>	<b>384</b>	<b>100.0%</b>	<b>4,454</b>	<b>100.0%</b>	<b>9,153</b>	<b>100.0%</b>