MICHELIN
A BETTER WAY FORWARD

2021

NOTICE OF MEETING

Ordinary and Extraordinary Shareholders' Meeting

ALERT
In light of the current global public health crisis, the shareholders of Compagnie Générale des Établissements Michelin are hereby informed that the Annual Shareholders Meeting will exceptionally be held behind closed doors and without shareholders in physical attendance, at 9:00 am on Friday, May 21, 2021 at the Company's headquarters: 23, Place des Carmes-Déchaux, Clermont-Ferrand (Puy-de-Dôme), France.

OPT FOR THE E-NOTICE OF MEETING

+ PRACTICAL + TIME-EFFECTIVE + SECURE + ECO-FRIENDLY

Together, we can help reduce paper and ink consumption and save on postage costs. In line with our sustainable development drive, thousands of shareholders have already agreed to receive their Notice of Meeting by email.

WE ARE WAITING FOR YOUR AGREEMENT
TO SIGN UP FOR THIS SUSTAINABLE APPROACH

- Connect to your Société Générale Sharinbox account: https://sharinbox.societegenerale.com with your username and password.

or

- To receive your Notice of Meeting by email, simply fill out the slip below and return it to us with the voting form in the enclosed, reply-paid envelope.

Société Générale Id:...

LAST NAME: ....

First name: ....

Town/city: ....

Postal code: ....

Phone: ....

I hereby authorize Compagnie Générale des Établissements Michelin to send my Notice of Meeting and any documents concerning the Annual Shareholders' Meeting of Compagnie Générale des Établissements Michelin to the following email address:

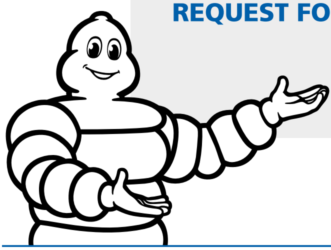
(in CAPITAL) ....@..

At ...., Date ....

Signature

Notice of Meeting sent to joint owners of shares
Pursuant to the provisions of Article R. 225-68 of the French Commercial Code *(Code de commerce)*, the Notice of Meeting must be sent to all joint owners of our Company's shares.
Please note that since, pursuant to the provisions of Article L. 225-110 of the French Commercial Code, the joint owners are to be represented by a single person, the proxy form and the mail voting form for the Meeting will be sent to the appointed representative of the joint ownership, whose name is carried in our register.

CONTENTS



AGENDA

(The proposed resolutions are presented on pages 30 to 40).

- Report of the Managing Chairman
- Report of the Supervisory Board

ORDINARY RESOLUTIONS

- Report of the Chairman of the Supervisory Board prepared in accordance with Article L. 226-10-1 and L.22-10-78 of the French Commercial Code
- Statutory Auditors' reports on the Company financial statements and the consolidated accounts for the year ended December 31, 2020
- Statutory Auditors' special report on the agreements governed by Article L. 226-10 of the French Commercial Code and the Statutory Auditors' report on the Company's internal control and risk management procedures
- Approval of the Company financial statements for the year ended December 31, 2020
- Appropriation of net income for the year ended December 31, 2020 and approval of the recommended dividend
- Approval of the consolidated financial statements for the year ended December 31, 2020
- Related-party agreements
- Authorization for the Managers or any one of them to put in place a share buyback program, except during a public offer period, based on a maximum purchase price per share of €180
- Approval of the Compensation Policy applicable to the Managers
- Approval of the Compensation Policy applicable to members of the Supervisory Board
- Approval of the disclosures concerning the compensation packages of the corporate officers
- Approval of the components of the compensation paid or awarded to Florent Menegaux for the year ended December 31, 2020
- Approval of the components of the compensation paid or awarded to Yves Chapot for the year ended December 31, 2020
- Approval of the components of the compensation paid or awarded to Michel Rollier for the year ended December 31, 2020
- Ratification of the appointment of Jean-Michel Severino as a member of the Supervisory Board
- Election of Wolf-Henning Scheider as a member of the Supervisory Board

EXTRAORDINARY RESOLUTIONS

- Special report of the Statutory Auditors
- Authorization for the Managers or any one of them to reduce the Company's capital by canceling shares
- Amendments to the Bylaws concerning the financial rights of the General Partners
- Amendments to the Bylaws concerning the terms of the General Partners' compensation
- Powers to carry out formalities

MESSAGE FROM THE MANAGING CHAIRMAN

"With your support, Michelin is continuing to grow, extend its leadership and deploy its sustainable growth strategy."

Dear Michelin Shareholder,

The Annual Shareholders Meeting will take place at 9:00 am (CEST) on May 21, 2021 at the Company's headquarters in Clermont-Ferrand, France.

In order to protect everyone's health, and in compliance with government measures to prevent the spread of Covid-19 (Decree n°2021-255 du 9 mars 2021), the Meeting will again be held behind closed doors. Michelin is inviting you to follow the proceedings live via video conference on the dedicated website www.michelin.com, and interact with management during the discussion session. Note that you will have until 3:00 pm (CEST) the day before the Meeting to cast your vote electronically.

As demonstrated by our 2020 financial results, Michelin has successfully weathered an unprecedented crisis. The Group has protected its employees and maintained business continuity, while supporting its host communities as well as its customers, suppliers and partners.

Once again, I want to emphasize the remarkable commitment of the Michelin teams. We rise the challenge together. The Group is pursuing competitiveness programs and continuing to shift its production toward premium and specialty tires, while also stepping up its expansion in high-tech materials and services & solutions. We are also continuing to expand our business in new areas of growth, such as metal 3D printing, hydrogen mobility and, more recently, new recycling technologies.

Dear shareholder, I would also like to thank you for your loyalty and your commitment to our Group. With your support, Michelin is continuing to grow, extend its leadership and deploy its sustainable growth strategy.

The Michelin Group is continuing to take all of the initiatives required to attenuate as much as possible the negative impact of Covid-19 on segment operating income and free cash flow. It has the financing sources and mechanisms in place to deal with the uncertainty surrounding the crisis. For this reason, the Group is recommending that you approve a dividend of €2.30 per share in 2021, compared with €2.00 in 2020, to be paid on May 27, 2021.

You will find in the following pages an explanation of how to take part in the Annual Shareholders Meeting, the agenda of the Meeting and the text of the resolutions submitted for your approval. Thank you in advance for taking the time to read this document.

Sincerely yours,

Florent Menegaux
Managing Chairman of the Michelin Group

KEY DATES TO SAVE FOR THE SHAREHOLDERS' MEETING

Friday, April 16, 2021 at 9:30 am
Opening Société Générale voting site (Voxaly)
https://michelin.voteassemblee.com

Tuesday, May 18, 2021
Deadline for receiving reply envelopes (paper format).

Wednesday, May 19, 2021
Deadline to be recorded in the Company's share register (as a shareholder).

Wednesday, May 19, 2021
Deadline for receiving written questions.

Thursday, May 20, 2021 at 3:00 pm
Deadline for electronic vote (the voting site will be closed).

Friday, May 21, 2021 at 9:00 am
General Meeting of the Compagnie Générale des Établissements Michelin, broadcast live on www.michelin.com
Address to send questions live on the day of the event (from 9 a.m.): questionAG@michelin.com

Thursday, May 27, 2021
Dividend payment.

HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

HEALTH CRISIS ALERT

In response to social distancing measures and restrictions on movement in the midst of the current global health crisis, the shareholders of Compagnie Générale des Établissements Michelin are hereby informed that the Annual Shareholders Meeting will exceptionally be held behind closed doors and without shareholders in physical attendance, **at 9:00 am (CEST) on Friday, May 21, 2021** at the Company's headquarters: 23, place des Carmes-Déchaux, Clermont-Ferrand (Puy-de-Dôme), France. Shareholders will be able to follow the Meeting, which will be broadcast via video conference on www.michelin.com.

Although the Meeting is being held behind closed doors, shareholders are invited to actively participate by asking questions before and/or during the Meeting under the conditions defined below in item 3 of section A-PARTICIPATING IN THE SHAREHOLDERS MEETING.

All shareholders are eligible to participate in Shareholders Meetings, regardless of how many shares they own.

A - PARTICIPATING IN THE SHAREHOLDERS' MEETING

To vote online or by post, your shares must be recorded in the Company's share register in your name no later than 12:00 am CEST on the second business day ("record date") preceding the Meeting (i.e., midnight CEST on the morning of **May 19, 2021**). Note that all Michelin shares are registered shares and all shareholders are therefore identified by name in the Michelin share register (with a Michelin ID), whatever their country of residence.

Only shareholders that fulfill this requirement by midnight CEST on the morning of **May 19, 2021** on the basis specified in Article R. 22-10-28 of the French Commercial Code (*Code de commerce*), as described above, will be entitled to participate in the Meeting as set out below. Shareholders will be unable to attend the Meeting in person or request an admission card, as the Meeting will be held behind closed doors. We therefore actively encourage you to vote remotely ahead of the Meeting.

1. IF YOU WISH TO VOTE REMOTELY, YOU MAY DO SO:

- **electronically** (until May 20, 2021, 3:00 pm):
  - **If your shares are registered directly in the Company's share register** (shares held at Société Générale): you can use your usual Sharinbox access code and password to vote on www.sharinbox.societegenerale.com;
  - **If you hold Michelin shares through your own financial intermediary** (shares held a bank other than Société Générale): you can use the access code and password given in the email with the Notice of Meeting to vote on https://michelin.voteassemblee.com.

  Any shareholder who has not requested an e-Notice of Meeting and who wishes to give instructions electronically may send a request to generalmeeting.michelin@sgss.socgen.com, indicating their last name, first name, e-mail address and date of birth, at least 35 days before the Meeting.

The voting website will be open from 9:30 am on April 16, 2021 to 3:00 pm until May 20, 2021, CEST. To avoid overloading the site, shareholders are encouraged not to wait until the last minute to vote.

The Company informs its shareholders that as you are able to vote online remotely until the day before the event (3:00 pm), remote voting will not be possible on the day of the Meeting.

- **by post** (making sure that the voting form is received at least three days before the date of the Meeting, i.e., no later than May 18, 2021) using the pre-addressed envelope.

2. IF YOU WISH TO GIVE PROXY:

in accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, **any shareholder wishing to give a proxy to the Meeting Chairman, or any other person** may do so:

- **electronically,** either by using the https://michelin.voteassemblee.com and selecting the option "I will not be attending the Meeting and wish to give proxy to a named person", or by e-mail sent to mandatAG@michelin.com specifying their instead of your last and first names, address and Michelin ID, and the last and first names of the person to whom proxy is being given or from whom proxy is being withdrawn;
- **by post,** by filling out the voting form thanks to the attached envelop and checking the box "I give proxy to" and sending it back to the Company (shareholders in France may use the prepaid envelope provided for this purpose).

You should indicate as clearly as possible the first and last names and the address of the person to whom you are giving proxy.

Only duly completed and signed proxy or withdrawal requests received at this address by May 18, 2021 will be taken into account. Requests or notifications concerning other matters will not be taken into account or processed.

Lastly, the person receiving the mandate sends Société Générale his or her voting instruction for the exercise of the mandate in the form of a digital copy of the single form, by email to the following address: generalmeeting.michelin@sgss.socgen.com.

The proxy should enter his or her last and first names and address on the form, along with the handwritten words "In the capacity of proxy", and should date and sign the form. The vote for or against each resolution should be indicated in the box "I am voting by correspondence". The proxy should include a copy of his or her ID card and, if applicable, a delegation of powers from the company he or she is representing. To be taken into account, the e-mail must be received by Société Générale no later than May 18, 2021. The proxy should send his or her voting instructions for his or her own shares by the usual procedure.

3. IF YOU WISH TO ASK THE MEETING CHAIRMAN A QUESTION, THERE ARE VARIOUS WAYS OF DOING SO:

- Written questions: if you wish to submit a written question prior to the Meeting, you should send it to the Managing Chairman, Compagnie Générale des Établissements Michelin, 23, place des Carmes-Déchaux, 63000 Clermont-Ferrand, France, by registered letter with return receipt requested, indicating your last name, first name and Michelin ID. In accordance with the First paragraph of the Article R. 225-84 of the French Commercial Code and Article 8 of Decree No. 2020-1614 of December 18, 2020/Article 2021-255 of March 9, 2021. No later than the end of the second business day preceding the General Meeting, i.e., Midnight CEST on the morning of May 19, 2021. Responses to written questions will be available on the Company's website on May 21, 2021.
- Questions on the day of the General Meeting: Live on the day of the event. Electronically, via the dedicated email address: questionAG@michelin.com, indicating your last name, first name and Michelin ID. This email address will be available from May 21, 2021 at 9:00 a.m. and until the beginning of the discussion session.

  The questions asked on the day of the event will be processed and grouped together by a dedicated moderation team. As in the case of Shareholders Meetings held in person, the Company will do its best to answer as many questions as possible, in order of arrival, within the time limit allotted. Unlike answers to written questions within the scope of Article R. 225-84 of the French Commercial Code, answers to questions asked during the Meeting that are submitted remotely will not be published on the Company's website.

B - REQUEST TO ADD RESOLUTIONS OR ITEMS TO THE MEETING AGENDA

One or more shareholders representing at least the percentage of capital specified in the applicable laws and regulations may request the inclusion of certain resolutions or items on the Meeting agenda on the basis specified in Articles R. 225-71, R. 225-73 and R. 22-10-22 of the French Commercial Code. Requests to include resolutions or items on the agenda should be sent by shareholders, indicating their Michelin ID, to the Managing Chairman, Compagnie Générale des Établissements Michelin, 23, place des Carmes-Déchaux, 63000 Clermont-Ferrand, France, by registered letter with return receipt requested, within 20 days of publication of this notice, i.e., no later than April 8, 2021.

Each request should include the text of the proposed resolution, including a short description of why it is being proposed, or the reasons for requesting the inclusion of the agenda item.

For the proposed resolutions or agenda items to be discussed at the Meeting, your shares must be recorded in the Company's share register no later than 12:00 am CEST on the second business day preceding the Meeting date (i.e., midnight CEST on the morning of May 19, 2021 at the latest).

The texts of any resolutions tabled by shareholders will be posted as soon as possible on the Company's website (https://www.michelin.com/en/finance/individual-shareholders/shareholders-general-meeting/).

C - DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

In accordance with the applicable laws and regulations, all documents required to be made available to shareholders in connection with Shareholders Meetings will be made available at the Company's headquarters, Compagnie Générale des Établissements Michelin, 23, place des Carmes-Déchaux, 63000 Clermont-Ferrand, France, as from the date of publication of the Notice of Meeting or 15 days prior to the Meeting, depending on the document concerned. The documents provided for in Article R. 22-10-23 of the French Commercial Code will be posted on the Company's website: https://www.michelin.com/en/finance/individual-shareholders/shareholders-general-meeting/, on April 16, 2021, significantly ahead of the deadline of the 21st day preceding the Meeting.

D - CONFIRMATION THAT VOTES HAVE BEEN TAKEN INTO ACCOUNT

Shareholders may contact the Company to request confirmation that their vote has been taken into account in the deliberations. Any such request from a shareholder must be made within three months of the date of the Meeting (indicating your last name, first name and Michelin ID). The Company will respond within 15 days of receiving the request for confirmation or the date of the Meeting, at the latest.

The Managing Chairman

HOW TO EXERCISE YOUR VOTING RIGHTS?

HOW TO EXERCISE YOUR VOTING RIGHTS ?

WARNING !!!!!! The meeting taking place behind closed door no shareholder will be admitted on D -Day: THANK YOU FOR NOT CHECKING BOX A and expressing your vote by voting by post or by giving the proxy to the Chairman or to appoint another individual as proxy

You wish to vote by post

Shade in this box completely

If you don't want to vote « YES », shade in one of the two boxes completely (no, abstain) for each resolution

Note : If you don't fill in a box, your vote will be counted as « YES » !!!

Don't forget to shade in the box of your choice completely for amendments or new resolutions tablet at the meeting (if any).

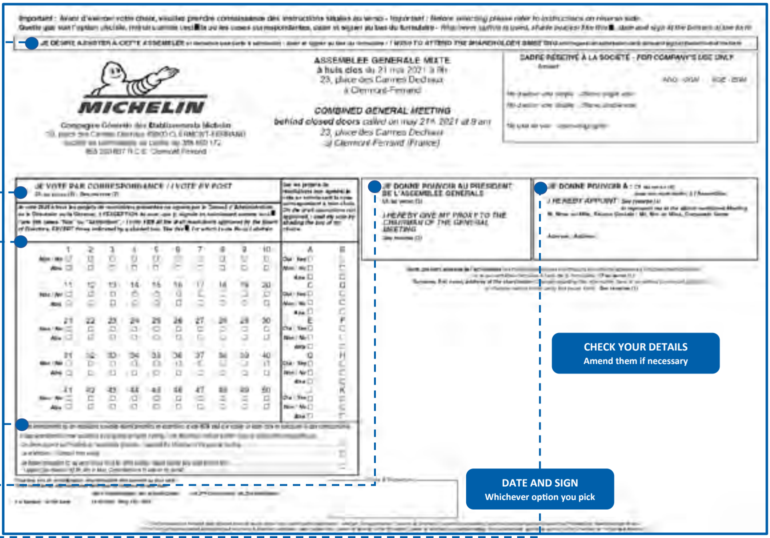
YOU WISH TO APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY

Shade in this box completely

YOU WISH TO APPOINT A PROXY

Shade in this box completely and complete your proxy

(Name – Surname – Adress)



CHECK YOUR DETAILS
Amend them if necessary

DATE AND SIGN
Whichever option you pick

RETURN THE FORM

Return the completed form to Société Générale Securities Services with the prepaid reply envelope provided as soon as possible before **the 18 May 2021 (deadline for receipt)**

BUSINESS REVIEW

Financial information for the year ended December 31, 2020

Against the backdrop of a global pandemic, the Group reported sales of €20 billion, down 15%, and segment operating income of €1.9 billion, representing 9.2% of sales.

- In 2020, the Group focused sharply on protecting its employees and maintaining business continuity, while supporting its host communities.
- With the steep drop in markets over the year, SOI[1] came to €1,878 million, a 37% decline that reflected:
  - the Covid-19 crisis, which led to a €1,703 million decrease from the 14% decline in volumes and the under-absorption of production plant fixed costs, as well as to the outlay of around €98 million for dedicated protective measures;
  - the disciplined management of the price-mix (up 1.2%) at a time of declining raw material prices;
  - the €240 million reduction in SG&A expenses.
- Structural free cash flow[2] came to €2 billion, thanks to the disciplined cash management during the crisis and the exceptionally low level of year-end inventories due to the sustained recovery in demand in the second half:
  - Gearing stood at 28% at year-end 2020, an 11-point improvement on 2019.
- The Group is continuing to deploy its strategy:
  - Newly acquired companies are being integrated as planned, generating €55 million in additional synergies in 2020; these synergies represent €81 million on an annualized basis,
  - The Group is expanding its business in new areas of growth, by investing in metal 3D printing, hydrogen mobility and, more recently, new recycling technologies.
- €625 million in net income, down €1,105 million, and a recommended dividend of €2.30 per share.

  Florent Menegaux, Managing Chairman, said: "In the midst of this major health and economic crisis, I would first like to thank the Michelin teams for their dedication and commitment. Together, we're getting through this; together, we're working hard to protect everyone, the entire Group and our operations. We're also continuing to support our suppliers, our customers and all our communities around the world. In this uncertain environment, the Group is pursuing competitiveness programs and continuing to shift its production toward premium and specialty tires, while also stepping up its expansion in high-tech materials and services & solutions."
- Outlook for 2021:

  In 2021, in a still highly uncertain environment as the health crisis unfolds, Passenger car and Light truck tire markets are expected to expand by 6% to 10% over the year, Truck tire markets by between 4% and 8%, and the Specialty markets by 8% to 12%.

  In this market scenario, and barring any new systemic impact from Covid-19[3], Michelin's objectives are to deliver full-year segment operating income in excess of €2.5 billion at constant exchange rates and structural free cash flow of around €1 billion.

(1) SOI: Segment Operating Income.

(2) Structural free cash flow corresponds to free cash flow before acquisitions, adjusted for the impact of changes in raw material costs on trade payables, trade receivables and inventories.

(3) Serious supply chain disruptions or restrictions on freedom of movement that would result in a significant drop in the tire markets.

(in € millions)	**2020**	**2019**
Sales	20,469	24,135
Segment operating income	1,878	3,009
Segment operating margin	9.2%	12.5%
Automotive and related distribution	8.3%	11.1%
Road transportation and related distribution	5.6%	9.3%
Specialty businesses and related distribution	14.8%	18.7%
Other operating income and expenses	(475)	(318)
Operating income	1,403	2,691
Net income	625	1,730
Earnings per share	€3.52	€9.69
Dividend for the year	€2.30	€2.00
Segment EBITDA	3,631	4,763
Capital expenditure	1,221	1,801
Net debt	3,531	5,184
Gearing	28%	39%
Provisions for post-employment benefit obligations	3,700	3,873
Free cash flow[(1)]	2,004	1,142
Structural free cash flow[(2)]	2,010	1,615
ROCE (2016-2020 plan[(3)])	8.6%	13.7%
ROCE[(4)]	6.0%	10.0%
Employees on payroll[(5)]	123,600	127,200

(1) Free cash flow: net cash from operating activities less net cash used in investing activities, adjusted for net cash flows relating to other financial assets, before distributions.

(2) Structural free cash flow corresponds to free cash flow before acquisitions, adjusted for the impact of changes in raw material costs on trade payables, trade receivables and inventories.

(3) ROCE (2016-2020 plan) after tax and excluding goodwill, acquired intangible assets and equity-accounted companies.

(4) As from 2021, goodwill, acquired intangible assets and investments in equity-accounted companies will be added back to economic assets; amortization of acquired intangible assets and the Group's share of profit from equity-accounted companies will be added back to after-tax earnings calculation (see section 3.6 of the 2020 Annual Results Guide, available on the Group's website www.michelin.com). The Group will use this new indicator as from 2021 to measure the return on capital employed.

(5) At period-end.

COVID-19: IMPACT OF THE HEALTH CRISIS ON THE GROUP'S FINANCIAL POSITION AT DECEMBER 31, 2020

BACKGROUND

The health crisis and the lockdown policies applied by most of the world's governments led to an unprecedented slowdown in economic activity in the first half of the year, resulting in a steep plunge in tire demand in every geography and most of the business segments.

The second half saw a quick upsurge in global demand that lifted markets close to and sometimes over 2019 levels in certain business segments, led by robust growth in Original Equipment sales in both the Passenger car/Light truck and Truck tire segments. This positive trend, which began in the third quarter, gained momentum in the last three months of the year.

REVIEW OF THE INFORMATION RELEASED BY THE GROUP DURING THE YEAR

- On February 10, 2020, the Group issued its guidance for 2020 excluding any impacts from a systemic crisis caused by Covid-19.
- On March 18, 2020, at 6:10 pm CET, the Michelin Group issued a press release acknowledging that, due to the decline in tire demand and the growing systemic crisis in the global economy, the Group's 2020 guidance was no longer relevant, without any possibility at that time of assessing the potential impact, or by extension, the financial objectives of its 2020 plan.
- On April 1, 2020, the Group issued a press release announcing that the dividend to be submitted to shareholder approval at the Annual Shareholders Meeting, which had been postponed until June 23, 2020, would be reduced to €2.00 from the initially recommended €3.85.
- When the Group released its first-quarter sales figures on April 29, 2020, it described the initial impact of the health crisis on its business and presented the initiatives undertaken to safeguard the health of its employees and attenuate the negative impact on segment operating income and free cash flow. At the same time, the Group reaffirmed that its finances remained robust, noting that it had sufficient cash and cash equivalents to weather the crisis without having to draw down its confirmed lines of credit, even if demand were to collapse by 35% over the year. As of late April, the future direction of the health crisis remained too uncertain to issue any reliable market forecasts and a related profit scenario.
- On June 23, 2020, the Group's Annual Shareholders Meeting was held behind closed doors and broadcast live on the ag2020.michelin.com website. During the Meeting, Yves Chapot, General Manager and Chief Financial Officer, again emphasized the strength of the Group's finances, noting in particular that the three leading credit rating agencies – Moody's, S&P and Fitch Ratings – had all confirmed the Group's ratings on May 14, 19 and 29, 2020, respectively.
- When it released its interim results after close of trading on July 27, 2020, the Group issued new guidance for the year, reflecting the very sharp slowdown in demand over the first half and assuming that the economic impact of the crisis would be felt over the last six months of the year. "In this still highly uncertain market scenario, Michelin's objectives are to deliver full-year segment operating income in excess of €1.2 billion at constant exchange rates and structural free cash flow of more than €500 million, barring any new systemic impact from Covid-19 [...]."

- On October 22, in a press release presenting its third-quarter 2020 sales, the Group responded to the stronger-than-expected upturn in demand by raising its full-year guidance versus the guidance announced on July 27 with the release of the first-half 2020 results. "With these new forecasts and the cost reductions linked to the circumstances, the Group is revising its guidance for 2020 upwards, with segment operating income in excess of €1.6 billion at constant exchange rates and structural free cash flow in excess of €1.2 billion, barring any new systemic effect from Covid-19."

INITIATIVES UNDERTAKEN TO ATTENUATE THE IMPACT OF THE CRISIS ON CURRENT AND FUTURE PERFORMANCE

From the very first signs of the pandemic, Michelin defined two absolute priorities: protecting the health and safety of its employees and doing everything in its power to ensure business continuity.

Protecting the health and safety of employees and impact on costs

As early as mid-March, the Group temporarily suspended part of its manufacturing operations in most of its geographies and implemented effective health and safety protocols to protect its employees and curb the spread of the virus. By early April, some of these operations were able to reopen to meet customer demand and ensure continuity of the public services that were playing a critical role in fighting the pandemic. Beginning in mid-April, all of the plants located in Europe gradually resumed their manufacturing operations, with capacity utilization varying considerably by business. As of the end of June, all of the Group's production plants were up and running.

Supported by the outstanding commitment of its employees, the Group was also able to quickly produce surgical masks and hand sanitizer at many manufacturing facilities in Europe, thereby adding to its purchased stocks. All these protective, cleaning and disinfection measures resulted in additional costs during the year, in an estimated amount of €98 million.

In the plants, the distancing rules prohibiting, for example, people from physically mingling during shift changes, had an adverse impact on productivity by slowing the pace of production. When combined with the major impact that the first-half plant closures had on output, the lower level of productivity increased the sensitivity of segment operating income to changes in demand, with every one-point decline in volumes reducing segment operating income by €121 million.

While the plants were closed, the Group received financial support from governments to help fund employee furlough programs. These furlough grants totaled €152 million over the year, of which €133 million was factored into the above-mentioned sensitivity calculations.

The Group has not requested any other form of public support to get through the crisis, such as government-backed loans or longer payment deadlines.

In addition, Michelin took steps to make some of its masks more widely available by donating a total of 3 million of them to health authorities and emergency services in all of its host communities. Thanks to its expertise in metal and plastic 3D printing, the Group was also able to launch production of parts for ventilators, thousands of sterilizable polycarbonate face shields, and positioning cushions to make breathing easier for Covid-19 patients.

In addition, hundreds of outreach initiatives were organized by Michelin around the world, including the donation of 4,600 tires and free maintenance services for emergency vehicles, financial contributions and individual support.

Protecting business continuity by limiting the impact of the crisis on segment operating income and free cash flow

To conserve cash, the Group reduced its capital expenditure budget by around 30%, or €580 million, while maintaining its ability to support innovation and efficiency projects, and lowered the recommended 2019 dividend payout by €330 million.

Tracking supply and demand on a weekly basis helped to keep inventory under control in the first half, while the stronger-than-expected upturn in the second half meant that inventory ended the year exceptionally low.

Corporate overheads were reduced by €240 million through a variety of cost-saving measures.

The Group was also careful to honor its commitments to all its partners, with a constant concern for protecting the most vulnerable.

Lastly, Michelin also supplied masks and safety equipment to its customers and distributors, enabling them to conduct their activities in the best possible conditions.

Liquidity risk

To meet its future cash needs, the Group had the following sources of financing in place as of December 31, 2020:

- €4.7 billion in cash and cash equivalents;
- €0.3 billion in cash management financial assets;
- a €2.5 billion commercial paper program, of which €898 million had been utilized at December 31, 2020;
- a $0.7 billion commercial paper program, of which $50 million had been utilized at December 31, 2020;
- a €0.5 billion factoring program, of which €15 million had been utilized at December 31, 2020;
- €2.5 billion in confirmed, undrawn lines of credit.

With all the financing mechanisms mentioned above and the measures introduced to attenuate the negative impact of the crisis on segment operating income and free cash flow, the Group will be able to withstand any developments as the crisis continues to unfold.

Based on the trends observed to date, the Group expects business to return to 2019 levels in the second half of 2022.

IMPACT OF THE HEALTH CRISIS ON THE RISK FACTORS SPECIFIC TO THE GROUP

To a certain extent, the current health crisis and the way it has unfolded has exacerbated a number of risks or classes of risks specific to the Group, such as business interruption or continuity of supply. On the other hand, the crisis, which is not specific to the Group, is not such that it alters the scope and classification of the specific risks identified and described in section 2 "Risk Management" of the Universal Registration Document.

The supply chain encountered disruptions over the first nine months of the year, but they did not prevent the delivery of critical components, semi-finished products and finished products even though the situation evolved very quickly and required the entire chain to respond accordingly. The impact of the crisis on maritime shipping and other links in the supply chain became particularly noticeable in the fourth quarter, causing deep disruptions that forced the Group to operate with low inventory and respond to a significant increase in transportation costs. Despite these complications, deployment of the Group's business continuity procedures enabled it to avoid any supply issues in 2020.

On the manufacturing side, the Group was able to organize the resumption of operations around the world, as soon as the health situation and regulations allowed, by capitalizing on the feedback from its teams in China, where its industrial operations restarted on February 10, 2020, a week after the end of the official Chinese New Year holidays.

The current crisis has shown that the main risk that has arisen so far concerns the sudden collapse in global demand and its impact on the economy, which by nature is not specific to the Group.

As of the day before this document was published, the business continuity procedures prepared by the Group have kept its sales and administrative operations up and running around the world. However, due to the deeper disruptions seen in recent weeks in the maritime shipping industry – reflected in both longer delivery lead times and higher costs – the Group has observed minor supply interruptions at certain manufacturing plants, mainly for natural rubber. These supply chain pressures are expected to continue for several months, until such time as the shortage of containers from Asia is resolved.

MARKET REVIEW

PASSENGER CAR AND LIGHT TRUCK TIRES

2020/2019 *(in number of tires)*	Western & Central Europe*	Russia & CIS	North & Central America	South America	China	Asia (excluding India & China)	Africa/ India/ Middle East	Total
Original Equipment	-23%	-15%	-21%	-31%	-4%	-18%	-23%	-17%
Replacement	-11%	-14%	-9%	-22%	-6%	-12%	-17%	-11%

* *Including Turkey.*

Fourth quarter 2020/2019 *(in number of tires)*	Western & Central Europe*	Russia & CIS	North & Central America	South America	China	Asia (excluding India & China)	Africa/ India/ Middle East	Total
Original Equipment	0%	-3%	0%	+1%	+8%	-2%	+2%	+2%
Replacement	+1%	-14%	+1%	-15%	+2%	+4%	-5%	-1%

* *Including Turkey.*

In 2020, the global Original Equipment and Replacement Passenger car and Light truck tire market was down 13% in number of tires sold.

Original Equipment

- After contracting by 33% in the first six months of the year, when demand collapsed in the wake of automotive plant shutdowns in response to the health crisis, the Original Equipment segment saw a marked improvement in the second six months, with (i) global demand in line with second-half 2019 and (ii) a 2% gain in the final quarter sustaining the third-quarter rebound led by the upturn in world automobile output.
- The Chinese market continued to expand in the fourth quarter, with an 8% increase easing the annual decline to 4%, while in North America, automaker inventory rebuilding lifted demand back in line with 2019 levels in the second half. Fourth-quarter growth was unchanged year on year, in line with the third quarter. The European market excluding Russia returned to 2019 levels in the fourth quarter, led by the recovery in the automotive market.

- Original Equipment markets in South America continued to be hard hit in the third quarter (down 22%) but returned to growth in the fourth (up 1%). In the Africa/India/Middle East region and Asia excluding China, the rebounds observed in the third quarter continued apace in the fourth, with demand ending the year up 2% in the former region and down 2% in the latter.

Replacement

- After an unprecedented 20% drop in demand in the first half, the global Replacement tire market steadily improved throughout the second six months, ending the period 3% down year on year with, in particular, fourth-quarter 2020 demand coming close to the level seen in fourth-quarter 2019.
- In **Europe excluding Russia and the CIS,** the lifting of lockdown restrictions at the end of the second quarter triggered a sharp upturn in mobility, which gradually fed through to an increase in tire demand over the second half despite a particularly mild winter. The recovery was relatively stronger in the southern European countries (France, Spain and Italy), where lockdowns had had the deepest impact in the first half, with demand ending the second half down just 1%. The implementation of Brexit in January 2021 led to a massive build-up of dealer inventory, which lifted the market by 6% in the second half of 2020. Spurred by local currency weakness, the Turkish market expanded by 16% over the year, led by export sales.
- Compared with the rest of Europe, the recovery was much weaker in **Russia and the CIS,** with the market declining by 13% in the second half.
- In **North and Central America,** at a time of economic recovery and speculative buying ahead of possible new US duties on tires imported from South Korea, Thailand, Vietnam and Taiwan, Replacement demand rose by 2% in the second half (4% in the United States), easing the market decline to 9% for the year.
- In **South America,** demand dropped 22% over the full year, as the market struggled to emerge from the crisis in the second half (down 20%), despite a slight improvement in the fourth quarter (down 15%). Only Brazil saw a clear improvement in the second half compared with the first.
- In **China,** Replacement demand ended the year down 6%. After plunging 32% in the first quarter due to Covid-19 restrictions, the market very quickly returned to its structural growth rates (up 6% in the second half), led by the strong growth in Original Equipment sales in recent years.
- Demand in **Asia (excluding China and India)** declined by 12% in 2020, with a smaller decline than in other regions of the world in the first half (down 16%) and an 8% contraction in the second six months, as an upturn in sales in every country offset the impact of a still uncertain health situation. Japan, South Korea, Thailand and Vietnam all saw an increase in demand in the fourth quarter.
- In the **Africa/India/Middle East** region, demand slipped 17% over the year. The Indian market, which was seriously impacted by the crisis in the first half (down 38%), rebounded sharply in the second half (down 8%) with a fourth quarter on a par with 2019. In addition to the health crisis, the other countries in the region were hurt by the impact of the global economic slowdown on commodity prices.

TRUCK TIRES (RADIAL AND BIAS)

2020/2019 *(in number of tires)*	Western & Central Europe*	Russia & CIS	North & Central America	South America	China	Asia (excluding India & China)	Africa/ India/ Middle East	Total
Original Equipment	-18%	-6%	-28%	-17%	+33%	-28%	-48%	+1%
Replacement	-5%	0%	-3%	-10%	-11%	-13%	-15%	-10%

* *Including Turkey.*

Fourth quarter 2020/2019 *(in number of tires)*	Western & Central Europe*	Russia & CIS	North & Central America	South America	China	Asia (excluding India & China)	Africa/ India/ Middle East	Total
Original Equipment	+14%	-6%	-3%	+17%	+29%	-20%	-6%	+15%
Replacement	+6%	-14%	+8%	+2%	0%	+4%	-14%	0%

* *Including Turkey.*

The number of new Truck tires sold worldwide declined by 7% in 2020, mainly due to the impact of the health crisis on the global economy. However, demand rose by 2% over the second half, led by the upturn in the Original Equipment market.

Original Equipment

- The global Original Equipment Truck tire market, as measured by the number of new tires sold, grew by 1% in 2020. After falling by 12% in the first half, the market rebounded in the second six months, boosted by very strong 48% growth in Chinese demand.
- In **Europe excluding Russia and the CIS,** the recovery in Original Equipment demand that began in the third quarter (down 7% after a 34% drop in the first half) gained strong momentum in the final three months (up 14%), particularly in Germany, Italy, Spain and Turkey.
- The **Chinese** market rose by 33% over the year, spurred by new legislation and the economic recovery.
- In **North and Central America,** Original Equipment demand declined by 28% over the year, with a slight improvement in the second half (down 13%) compared with the first (down 41%). The decline eased to 3% in the final quarter, which saw a sharp upturn in OEM orders in the United States.
- In the **rest of the world,** Original Equipment demand remained depressed throughout the second half with the exception of **South America,** where Brazil helped to lift the market almost back in line with 2019 (down 2%).

Replacement

- The global Replacement tire market contracted by a sharp 10% in 2020, primarily due to the steep decline in freight demand in the wake of the worldwide health crisis. As health measures implemented around the world weighed on local economies, the market retreated by an aggregate 18% in the first half before rebounding in the second (down 2%). However, this general improvement varied by region.
- In **Western and Central Europe** and in **North America,** following a first-half decline in freight demand caused by the steep economic slowdown in both regions, where overall demand shrank by 16% and 9% respectively, markets rebounded sharply in the second half, gaining 5% in Western and Central Europe and 3% in North America on a stronger-than-expected upturn in business activity and freight transportation.

- The **Eastern European** market was unchanged over the year.
- The **South American** market declined by 10% over the year, with the second half (down 2%) showing a clear improvement over the first (down 17%). This primarily reflected the upturn in demand in Brazil (up 7% in the second half), with the Argentine market continuing to slip, quarter after quarter, to end the second half down 10% after gaining 7% in the first.
- In **China,** Replacement tire demand declined by 11% over the year. After falling 26% in the first half, the market was stable year on year in the second six months, dampened by the strong growth in Original Equipment sales.
- Markets in **Asia (excluding India and China)** ended the year down 13% but showed an improvement in the second half (down 8%). In particular, the fourth quarter rose by 4% year on year, thanks to a strong 14% rebound in demand in Japan and South Korea.
- In the **Africa/India/Middle East** region, new tire demand contracted by 15% over the year. After falling 23% in the first half, demand improved to a 7% decline in the second six months, led by 8% growth in the Indian market.

SPECIALTY TIRES

- **Mining tires:** The Surface mining tire market, which had held up well in the first half, turned sharply downward in the fourth quarter as China reduced its coal imports and large mining companies adjusted their tire inventories. The Quarries and Underground Mining tire segments were adversely impacted by the economic slowdown.
- **Agricultural and Construction tires:** Since the summer, Agricultural tire markets have been rebounding on the steady improvement in fundamentals (grain prices, farm income, farmer confidence index). The Construction and Infrastructure segments rose sharply in the fourth quarter, led by the market recovery and OEM inventory rebuilding.
- **Two-wheel tires:** Two-wheel tire markets enjoyed sustained demand driven by the surging sales of motorcycles, scooters and bicycles.
- **Aircraft tires:** In the Commercial Aircraft tire market, there are no signs of recovery in the intercontinental flight segment, but the domestic flight segment seems more resilient, especially in China, where it has returned to pre-Covid levels. Demand in the Military and General Aviation segments held up well over the period.
- **Conveyor belts:** Trends in the Conveyor belt market varied over the period, with sustained strong growth in mining operations in Australia and a slowdown in North America due to the closure of certain coal mines and prevailing conditions in the manufacturing industry.
- **Specialty polymers:** Except for energy seals, the specialty polymer markets generally demonstrated greater resilience during the year, particularly in the medical applications segments.

2020 SALES AND RESULTS

SALES

Sales stood at €20,469 million for the year ended December 31, 2020, down 15.2% from 2019 due to the combined impact of the following factors:

- the steep 14% decline in volumes, as the collapse in global demand in the first half due to the health crisis and the ensuing restrictions on movement was partially offset by a stronger-than-expected recovery in the second six months of the year;
- the positive 1.2% price-mix effect. The €104 million gain from prices reflected (i) firm pricing discipline in a more competitive business environment created by plunging markets and (ii) the Group's ability to raise prices to offset the decline in certain currencies against the euro. These positive factors were attenuated by the negative impact of indexation clauses based on raw materials prices.

  The €196 million positive mix effect reflected the sustained success of the MICHELIN brand's "Premium" strategy, particularly in the 18-inch and larger segment, and the resilience of the Specialty businesses. In the second half, the positive mix effect was dampened by the unfavorable impact of the relative performances of Original Equipment and Replacement tire sales and the decline in surface mining tire sales in the Specialty businesses mix;
- the negative 2.6% currency effect, led by the decline in the US dollar against the euro in the second half;
- the 0.2% positive impact from changes in the scope of consolidation following the acquisitions of Masternaut and Multistrada in 2019 and the disposal of BookaTable.

RESULTS

Segment operating income amounted to €1,878 million or 9.2% of sales, versus €3,009 million and 12.5% in 2019.

The change in segment operating income primarily reflected:

- a €6 million increase from changes in the scope of consolidation, following the inclusion of Masternaut and Multistrada and the disposal of BookaTable;
- a €1,703 million decrease from the 14% collapse in volumes due to the health crisis. The first half saw major fixed cost under-absorption and a loss of industrial productivity, partially offset by government-backed furlough grants. Manufacturing operations, still disrupted by the Covid-19 crisis in the second half but to a lesser extent, were lifted by the stronger-than-expected recovery in demand;
- a robust €300 million increase from the price-mix effect, led by firm price discipline and the continuous enhancement in the value of the product mix;
- a €279 million increase from the decline in the cost of raw materials;
- a €240 million increase from the reduction in SG&A expenses enabled by the cost-saving measures deployed in response to the crisis;
- a €98 million decrease from Covid-19-related expenditure, including the cost of purchasing and producing masks and hand sanitizer;
- a €30 million decrease from the rise in other costs;
- a €125 million unfavorable currency effect.

Other operating income and expenses amounted to a net expense of €475 million, corresponding to the amortization of intangible assets acquired in business combinations (€87 million), restructuring costs (€59 million) and impairment losses on non-current assets (€285 million).

The Group has a plant in India that primarily manufactures truck tires, sold for the most part in the domestic market. In 2020, an impairment loss of €164 million was recognized on the plant in response to the market's structural difficulties and the more subdued growth outlook in the "Premium" segment.

In addition, impairment losses were recorded on the intangible assets of Tablet and Nextraq for €37 million and €19 million respectively.

In all, net income for the year came to €625 million.

NET FINANCIAL POSITION

Free cash flow ended the year at €2,004 million, an €862 million improvement on 2019 as the sharp decline in EBITDA caused by the fall in volumes was more than offset by the reduction in trade working capital, capital expenditure, tax paid and acquisition outlays. Gearing stood at 28% at December 31, 2020, corresponding to net debt of €3,531 million, down €1,653 million from one year earlier.

SEGMENT INFORMATION

(in € millions)	Sales 2020	Sales 2019	Segment operating income 2020	Segment operating income 2019	Segment operating margin 2020	Segment operating margin 2019
Automotive and related distribution	10,103	11,851	839	1,321	8.3%	11.1%
Road transportation and related distribution	5,373	6,448	302	597	5.6%	9.3%
Specialty businesses and related distribution	4,993	5,836	737	1,091	14.8%	18.7%
GROUP	**20,469**	**24,135**	**1,878**	**3,009**	**9.2%**	**12.5%**

Automotive and related distribution

Sales in the Automotive and related distribution reporting segment declined by 14.7% to €10,103 million, from €11,851 million in 2019.

Segment operating income amounted to €839 million or 8.3% of sales, versus €1,321 million and 11.1% in 2019.

The steep decline was primarily due to the 13.8% drop in volumes caused by the contraction in the Passenger car and Light truck tire markets, which led, notably in the first half, to fixed cost under-absorption and a loss of industrial efficiency that was only partially offset by government-backed furlough grants. These impacts were somewhat mitigated by the positive price-mix effect stemming from the Group's disciplined price management, the growing proportion of 18-inch and larger tires in the sales mix and the positive impact of lower raw material prices.

Road transportation and related distribution

Sales in the Road transportation and related distribution reporting segment declined by 16.7% year on year, to €5,373 million from €6,448 million in 2019.

Segment operating income came to €302 million or 5.6% of sales, compared with €597 million and 9.3% in 2019. The collapse in global demand, along with, to a lesser extent, an unfavorable geographic mix and more selective sales policies, led to a sharp 16% contraction in volumes, which fed through, mainly in the first half, to fixed cost under-absorption and a loss of industrial efficiency that was only partially offset by government-backed furlough grants. These impacts were somewhat cushioned by the relative resilience of the Services & Solutions businesses and the very robust, positive price-mix effect stemming from the Group's selective focus on value-creating market segments.

Specialty businesses and related distribution

Sales in the Specialty businesses and related distribution segment declined by 14.4% in 2020, to €4,993 million from €5,836 million the year before.

Segment operating income amounted to €737 million or 14.8% of sales, versus €1,091 million and 18.7% the year before. With an 11.7% decline in volumes, the Specialty businesses as a whole weathered the crisis better than the Automotive and Road transportation businesses during the year.

Agricultural and Construction tires: Group sales were lifted by the rebound in demand for Agricultural tires and tracks and Construction tires, which was especially robust in the Original Equipment segment.

Surface mining tires: The Surface mining tire market, and therefore Group volumes, did not experience the rebound that lifted the other businesses in the second half. On the other hand, at the very end of the year Group volumes turned upwards on the first signs that the market was bottoming out. It remains to be seen, however, whether this positive trend will continue.

Two-wheel tires: Over the full year, volumes made up almost all of the spring's precipitous drop, with market share gains, particularly in mature regions, and a sharp increase in bicycle tire sales.

Aircraft tires: Business is still being severely impacted by the health crisis and the collapse in commercial aviation demand, although it remains buoyed by the resilience of the Military and General Aviation segments.

Fenner's conveyor belt business generally held firm, thanks to record sales in Australia.

MICHELIN'S "ALL SUSTAINABLE" VISION

Michelin has embedded the "All Sustainable" commitment deep in its strategic vision and has undertaken a number of results-oriented initiatives:

- **To fight against global warming:** In 2020, Michelin pursued its commitment to decarbonizing its operations in line with the targets approved by the Science Based Targets Initiative (SBTi), a leading independent organization that encourages participating companies to set targets for reducing their greenhouse gas emissions.

As measured by the Michelin Environmental Footprint (MEF) indicator, which stood at 48.9 in 2020 compared with 100 in 2005, the Group met its objective of reducing the environmental footprint of its production plants by 50% compared with 2005, in fulfillment of its sustainable development priorities for the year.

In a year when the manufacturing operations were adversely impacted by the global health crisis, with production shutdowns and restarts, this solid performance attested to the robustness of the progress made over the years.

Also in 2020, French magazine *Usine Nouvelle* honored Michelin with the Sustainable Industry Award for the Group's success in transforming the plant in Gravanches, France, into its first "zero CO_2 emissions" facility. The project offers a compelling illustration of the Group's "All Sustainable" vision and its commitment to making the entire manufacturing base carbon neutral by 2050.

- **To support the circular economy:** In 2020, the Group stepped up its commitment to making tires more sustainable, led by a number of plastic waste and tire recycling initiatives that will eventually increase the proportion of sustainable materials in Michelin products. Aware that the speed and nature of innovation in this area require new forms of cooperation, the Group has positioned itself as a unifying force for developing innovative partnerships. Examples include:
  - **Enviro:** Industrial-scale recycling of end-of-life tires using pyrolysis technology to recover high-quality raw materials such as recovered carbon black, pyrolysis oil, steel and gas.
  - **Pyrowave:** Using microwaves to recycle waste plastic to make styrene, a synthetic rubber component.
  - **Carbios:** Breaking down polyethylene terephthalate (PET) waste products using an enzyme-based technology to return them to their original plastic form. Objects regenerated in this way include the polyester yarn used in tire manufacturing.
  - **The BlackCycle consortium:** A European public-private research program that aims to develop raw materials from end-of-life tires.

- **To attenuate the environmental impact of its products:** In 2020, Michelin unveiled the new eco-responsible MICHELIN e.Primacy, the first MICHELIN tire eco-designed based on a life-cycle assessment. It is also the first tire on the market for which an Environmental Product Declaration (EPD) has been issued.
- **To protect biodiversity:** Michelin plays an active role in preserving biodiversity, as part of its focus on conducting its business sustainably.

In 2018, the Group formalized its commitment to biodiversity by joining the act4nature international initiative launched by French association *Entreprises pour l'Environnement.*

Two years later, Michelin presented a detailed video review of its performance in meeting this commitment.

- **To revitalize its manufacturing operations:** In recent years, to support strategic shifts in its business and prepare for the future, the Group has undertaken a number of restructuring projects, plant closures and, lately, a simplification and competitiveness plan in France. 2020 saw the deployment of several revitalization projects, informed by an approach built around a deep concern for the Group's social and environmental responsibility:
  - Dundee: In partnership with the city of Dundee and the Scottish government, Michelin has transformed the site into the Michelin Scotland Innovation Parc, dedicated to innovation in the areas of sustainable mobility and low-carbon energy. Sixty-six companies have applied for premises in the Parc, three of which – Arcola Energy, Low Emissions Resources Global (LERG) and MEP Technologies – have already signed leases.
  - Bamberg: The Cleantech Innovation Park (CIP) program has been launched in collaboration with the district of Bamberg and the city of Hallstadt, and with the support of a Bavaria Land investment program.
  - La Roche-sur-Yon: Michelin is exploring the possibility of launching an ambitious initiative with public and private partners to transform the facility to focus on new energies and sustainable mobility.
  - Clermont-Ferrand, Parc Cataroux: Initiated by Michelin and located on part of its production site in Cataroux, the project is a regional public-private partnership that will be regional, national and international in scope, nurturing the area's vibrant culture and economy, while helping to drive innovation and job creation. Launched in 2021 and scheduled to open in 2024, the new park will be built around four core activities: education/training with the *Manufacture des Talents,* sustainable materials/biotech businesses, innovation, and a cultural, sports and wellness venue open to local residents.
- **To support gender equality:** Michelin offers its employees a myriad of career opportunities, enabling it to attract the finest talent in every aspect of its business. In the same way, the Group is convinced that gender diversity, like all other forms of diversity, plays a critical role in its growth and future success. In 2020, for example, among the new members appointed to governance bodies:
  - Barbara Dalibard was unanimously elected by the members of the Supervisory Board as the next Board Chairman, to take office following the 2021 Annual Shareholders Meeting.
  - Bénédicte de Bonnechose and Lorraine Frega joined the Group Executive Committee (CEG) on January 1, 2021.

In 2020, Michelin won recognition on several fronts for its approach to sustainable development and mobility:

- **CDP Climate Change & Water Security:** In 2020, for the fifth year in a row, Michelin was ranked first by CDP, a global environmental data reporting agency, with an "A-" rating for its disclosure of its climate strategy and initiatives. Michelin also earned an "A-" for the second year in a row for its sustainable water management. The rankings attest to the Group's efforts to reduce its environmental impact, with ambitious greenhouse gas emission reduction targets validated by the international Science Based Targets initiative (SBTi). Michelin's full response may be found on the CDP platform (https://www.cdp.net/en/responses) and on the Group's website.

- **Sustainalytics:** Sustainalytics has assigned Michelin a low ESG risk rating of 15.2, reflecting the Group's relative lack of exposure to material ESG risks and robust management of ESG issues.
- **VigeoEiris Moody's:** Michelin maintained its overall score of 68/100, corresponding to an advanced level of performance and ranking the Group second in the European automotive industry. In this way, the Group remained the benchmark for environmental, social and governance (ESG) performance in the automotive industry and retained its presence in the Ethibel index (Excellence Europe and Excellence Global) and the Euronext VigeoEiris index (France 20, Europe 120, Eurozone 120, World 120).
- **MCSI:** Michelin was rated AA in 2020, with a score of 8.4 out of 10, up one point from 2019. The rating affirms the Group's very good performance in environmental, social and corporate governance (ESG) practices.
- **Taking action for safer mobility:** An integral part of Michelin's culture, safety is also an absolute priority in global programs to promote sustainable mobility.

In line with its tradition of forging close partnerships, Michelin is continuing to work with a wide array of private and public organizations to improve road safety practices as part of its global commitments.

In December 2020, the Group received one of the most widely acclaimed CSR awards in Argentina for its safe mobility campaign, rolled out with the support of the FIA, Total and Essilor to promote appropriate driving practices among 18-35 year olds.

Michelin also received several CSR awards in China for its 2020 road safety awareness campaign "Safe Roads, Safe Kids," including a special award in the Corporate category from iFeng Welfare, a subsidiary of iFeng.com, one of China's leading portals.

- **Natural rubber:** At the EuroCham Sustainability Awards 2020 ceremony, held in Singapore, Michelin won the "Smart Mobility" award for its continued efforts to ensure that its natural rubber is sustainably sourced.

Long a preferred partner to stakeholders across the industry, Michelin very quickly took initiatives to make it more eco-responsible and mutually beneficial for everyone, with the ultimate goal of eliminating deforestation in natural rubber farming.

- **Responsible procurement:** Michelin has reaffirmed its commitment to sustainable procurement by receiving the "Responsible Supplier Relations and Procurement Label" for the sixth year in a row. To date, Michelin is the only company to have been recognized by the Label for all of its purchasing operations worldwide.
- **CDP Supply Chain:** Michelin was named "Supplier Engagement Leader 2020" for its initiatives and strategy to support the energy transition in its supply chain. Only 7% of the companies rated by the CDP were awarded a place on the leader board.

2020 HIGHLIGHTS

- January 17, 2020 – Michelin and HDI Global SE form a partnership to help prevent and reduce road risk for company vehicle fleets, thereby enhancing the Group's offering of connected solutions.
- January 23, 2020 – Proposed support program for employees at the Michelin plant in La Roche-sur-Yon, France is signed by the CFDT, CFE-CGC, SUD and FO trade unions.
- January 27, 2020 – This year, the MICHELIN Guide France 2020 is celebrating sustainable gastronomy by introducing a new green star pictogram.
- February 3, 2020 – Fenner Precision Polymers acquires Fabri Cote, a leader in the development and manufacture of custom rubber-coated fabrics for aerospace applications.
- February 18, 2020 – During the third Global Ministerial Conference on Road Safety, Michelin reaffirms its commitment to safer mobility through a wide range of global partnerships and a variety of initiatives to raise the awareness of public authorities and communities.
- February 24, 2020 – Michelin and Total subsidiary AS 24 join forces to design and trial Fleet Diag 24, a new connected diagnostic solution to inspect truck tires in service stations.
- February 27, 2020 – Michelin wins a double at the Tire Technology Expo in Hanover, being voted "Tire Manufacturer of the Year" for the second consecutive year and earning the Innovation Award for Uptis, its puncture-proof tire.
- March 2, 2020 – Fenner, the world leader in polyurethane conveyor belts, launches the new Eagle Poly-V line for roller conveyor applications.
- April 6, 2020 – Covid-19: During the health crisis, in a spirit of solidarity with the community of Michelin employees, the Managers and the members of both the Executive Committee and the Supervisory Board reduce their compensation.
- April 8, 2020 – Covid-19: Michelin and other companies in France's Auvergne-Rhône-Alpes region step up to mass manufacture reusable face masks.
- April 8, 2020 – Covid-19: Michelin has mobilized on all fronts to produce masks and visors. The Group is also involved in many other projects involving medical device components, patient-positioning cushions and hand sanitizer.
- April 15, 2020 – Michelin partners with Enviro to develop and mass produce an innovative pyrolysis technology to recycle end-of-life tires. The partnership fits seamlessly with Michelin's "All Sustainable" vision.
- May 21, 2020 – The international Science Based Targets initiative (SBTi), a leading independent organization, has approved Michelin's CO_2 reduction targets. This milestone corroborates the effectiveness of Michelin's environmental initiatives, undertaken in particular to fight against global warming in line with the COP21 Paris Climate Agreement.
- June 3-4, 2020 – Rendezvousing with the future of sustainable mobility during "Digital Meetings by Movin'On".
- June 8, 2020 – All four MICHELIN Power motorcycle tire ranges entirely refreshed.
- June 10, 2020 – Michelin unveils its new MICHELIN Pilot Sport CUP2 CONNECT tire, delivering higher, longer-lasting performance and 100% connect-ready.
- June 10, 2020 – Through Symbio, its joint venture with automotive equipment manufacturer Faurecia, Michelin has become a preferred partner of the MissionH24 project, which aims to accelerate the development of zero-emissions mobility by using hydrogen fuel cell technology in endurance racing.
- June 23, 2020 – The 2020 Annual Meeting of Michelin Shareholders was held behind closed doors for the first time.
- June 24, 2020 – Creation of a Corporate Social Responsibility Committee (CSRC) within the Supervisory Board and governance changes.
- June 25, 2020 – New MICHELIN TRAILXBIB agricultural tire for trailed vehicles combines soil protection and longer tread-life.

REPORT OF THE MANAGING CHAIRMAN AND PROPOSED RESOLUTIONS

Ongoing dialogue between shareholders and issuers, both before and after Annual Shareholders Meetings, is essential to enable shareholders to effectively exercise their role, and for companies to enhance their communications.

One of the ways that companies can ensure the effectiveness of such dialogue is by making additional efforts to clearly explain the content, rationale and import of the resolutions submitted for shareholder approval.

For each financial authorization submitted for approval at the Annual Shareholders Meeting, this report therefore refers to the corresponding information sheet in the guide entitled «Proposed resolutions submitted to the vote of shareholders of listed companies». Prepared by MEDEF in 2013 and updated in January 2016, the guide is available at www.medef.com.

The resolutions set in blue type below are the resolutions proposed by the Company included in the Notice of Meeting published in the *Bulletin des annonces légales obligatoires.*

ORDINARY RESOLUTIONS (1ST TO 13TH RESOLUTIONS)

1st and 2nd resolutions

Approval of the Company financial statements for the year ended December 31, 2020

Appropriation of net income for the year ended December 31, 2020 and approval of the recommended dividend

The 1st and 2nd resolutions concern approval of the Company's 2020 financial statements and appropriation of net income for the year.

Shareholders are invited to approve the transactions reflected in the Company's income statement and balance sheet, as presented, and to appropriate net income for the year which amounts to €1,010,644,309.28.

After deducting €3,752,651.21 attributable to the General Partners in accordance with the Bylaws, the balance of €1,006,891,658.07 plus €1,862,506,112.41 in retained earnings brought forward from prior years represents a total of €2,869,397,770.48 available for distribution to shareholders.

We are recommending paying a 2020 dividend of €2.30 per share.

In order to qualify for the dividend payment, beneficiaries must be shareholders of record at midnight (CEST) on May 26, 2021 (the record date).

The ex-dividend date will be May 25, 2021.

The dividend will be paid as from May 27, 2021.

The amount of the dividend corresponding to the treasury shares held on the payment date will be allocated to retained earnings.

First resolution
(Approval of the Company financial statements for the year ended December 31, 2020)

Having considered the reports of the Managing Chairman, the Statutory Auditors and the Supervisory Board, the Ordinary Shareholders Meeting approves the Company financial statements for the year ended December 31, 2020, which show net income for the period of €1,010,644,309.28.

The Ordinary Shareholders Meeting also approves the transactions reflected in these financial statements and referred to in these reports, including those relating to the various provision accounts.

Second resolution
(Appropriation of net income for the year ended December 31, 2020 and approval of the recommended dividend)

On the recommendation of the Managing Chairman (as approved by the Supervisory Board), the Ordinary Shareholders Meeting notes that the total amount available for distribution is as follows:

- net income for the year:€1,010,644,309.28;

- share of profits attributed to the General Partners in accordance with the Bylaws: €3,752,651.21;
- balance: €1,006,891,658.07;
- plus retained earnings brought forward from prior years: €1,862,506,112.41;
- total amount available for distribution: €2,869,397,770.48.

And resolves:

- to pay an aggregate dividend of: €410,182,197.80;
- representing €2.30 per share;
- to appropriate the balance of: €2,459,215,572.68 to retained earnings.

The dividend will be paid as from May 27, 2021.

The amount of the dividend corresponding to the treasury shares held on the payment date will be allocated to retained earnings.

For individual shareholders domiciled in France for tax purposes, the tax treatment of the dividend will be as follows:

- in application of Article 200-A of the French General Tax Code *(Code général des impôts),* dividends paid to individual shareholders domiciled in France for tax purposes are subject to a 30% flat tax (12.8% in respect of income tax and 17.2% for social security contributions). This flat tax does not discharge the individual from other tax liabilities;
- the 12.8% flat tax will be applied automatically unless the taxpayer makes an irrevocable election to pay income tax at the graduated rate on all dividend income. The election must be made each year, when the taxpayer's personal income tax return is filed;
- the two-step method of paying tax on dividends is maintained.

In accordance with Article 119 *bis* of the French General Tax Code, dividends paid to shareholders not domiciled in France for tax purposes are subject to withholding tax at the rate applicable to the country in which the shareholder is domiciled.

As required under Article 243 *bis* of the French General Tax Code, shareholders note that dividends paid for the past three years were as follows:

Year	**Total dividend payout** *(in €)*	**Dividend per share*** *(in €)*
2017	637,299,503.85	3.55
2018	665,436,238.40	3.70
2019	357,255,110.00	2.00

* *The full amount of the dividend was eligible for the 40% tax allowance provided for in Article 158-3-2° of the French General Tax Code.*

3rd resolution

Approval of the consolidated financial statements for the year ended December 31, 2020

The purpose of the 3rd resolution is to approve the consolidated financial statements for the year ended December 31, 2020, which show net income for the period of €625,442 thousand.

The 2020 Universal Registration Document, which can be downloaded from Michelin's website (www.michelin.com), contains an analysis of the consolidated financial statements and year-on-year changes.

Third resolution
(Approval of the consolidated financial statements for the year ended December 31, 2020)

Having considered the reports of the Managing Chairman, the Statutory Auditors and the Supervisory Board, the Ordinary Shareholders Meeting approves the consolidated financial statements for the year ended December 31, 2020, which show net income for the period of €625,442 thousand.

4th resolution

Related-party agreements

As no related-party agreements were entered into during 2020, shareholders are invited to place on record that there are no such agreements to approve.

In addition, no related-party agreements entered into in previous years remained in force during 2020.

Fourth resolution
(Related-party agreements)

Having considered the Statutory Auditors' special report on related-party agreements governed by Article L. 226-10 of the French Commercial Code *(Code de commerce),* the Ordinary Shareholders Meeting approves said report and places on record that no such agreements requiring shareholder approval were entered into or were in force in 2020.

5th resolution

Authorization for the Managers to put in place a share buyback program, except during a public offer period, based on a maximum purchase price per share of €180

In the 5th resolution, shareholders are invited to renew the authorization for the Company to buy back its own shares over a period of 18 months on the same terms as the previous authorization. The maximum purchase price per share under this authorization would be €180 and the maximum number of shares purchased would represent less than 10% (ten percent) of the total shares outstanding at the time of the transaction(s).

This new resolution renews the authorization granted for the same purpose at the Annual Shareholders Meeting of June 23, 2020.

During 2020, the Company used the previous authorization to buy back and cancel 1,097,540 shares, resulting in a corresponding capital reduction. For details of the buybacks, see section 6.5.6 b) of the 2020 Universal Registration Document.

The proposed authorization could not be used during a public offer period.

This type of proposed resolution is explained in detail in Information Sheet 4, *Share buybacks,* on page 36 of the MEDEF Guide, «Proposed resolutions submitted to the vote of shareholders of listed companies» available (in French only) at www.medef.com.

Fifth resolution
(Authorization for the Managers or any one of them to put in place a share buyback program, except during a public offer period, based on a maximum purchase price per share of €180)

Having considered the reports of the Managing Chairman and the Supervisory Board, as well as the description of the share buyback program drawn up in accordance with the requirements of the General Regulations of the AMF, the Ordinary Shareholders Meeting authorizes the Managers or any one of them, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, to put in place a program for the Company to buy back its own shares at a maximum purchase price per share of €180 (one hundred and eighty euros).

In the event of any corporate actions, such as a bonus share issue paid up by capitalizing reserves or a stock split or reverse stock split, the above maximum purchase price will be adjusted accordingly.

The number of shares that may be bought back under this authorization may not represent more than 10% (ten percent) of the total shares outstanding at the time of each transaction. The total number of shares that may be purchased for the purpose of maintaining a liquid market, as set out below, will be calculated after deducting the number of shares sold over the duration of the share buyback program. In addition, the Company may not hold more than 10% (ten percent) of its own share capital at any time.

Based on the share capital at December 31, 2020, the maximum amount invested in the program would not exceed €3,210,121,440 (three billion, two hundred and ten million, one hundred and twenty-one thousand, four hundred and forty euros), corresponding to 10% (ten percent) of the Company's share capital, or 17,834,008 (seventeen million, eight hundred and thirty-four thousand, and eight) shares purchased at the maximum price of €180 (one hundred and eighty euros) per share.

The objectives of the share buyback program are as follows:

- to purchase shares for sale or allocation to employees of Group companies in accordance with the conditions set down by law, including (i) on exercise of stock options, (ii) under performance share plans and (iii) by way of transfer and/or employer matching contributions, indirectly or indirectly, in connection with employee rights issues;
- to maintain a liquid market for the Company's shares through a liquidity contract complying with the Code of Ethics approved by the AMF;

- to purchase shares for allocation on exercise of rights attached to securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company;
- to purchase shares to be held and subsequently sold, exchanged or otherwise transferred in connection with external growth transactions. The maximum number of shares purchased for the purpose of being held and subsequently sold or exchanged in connection with a merger, de-merger or asset contribution shall not exceed 5% (five percent) of the Company's share capital;
- to implement any other market practices that may be authorized in the future;
- to acquire shares for cancellation under a shareholder-approved capital reduction.

The purchase, sale or transfer of shares may be effected at any time, except during a public offer period, and by any method, on the basis and within the limits prescribed by the laws and regulations in force on the transaction date(s), via regulated markets, multilateral trading facilities, systematic internalizers or over-the-counter, including through (i) block purchases or sales, (ii) public offers of purchase or exchange, (iii) the use of options or other forward financial instruments traded via regulated markets, multilateral trading facilities, systematic internalizers or over-the-counter, or (iv) the allocation of shares on conversion, redemption, exchange or exercise of securities carrying rights to the Company's shares or by any other means, either directly or via an investment services provider. The entire buyback program may be implemented through a block trade.

The Managers, or any one of them, shall have full powers – which may be delegated – to (i) place buy and sell orders, (ii) enter into any and all agreements, (iii) make any and all filings, (iv) carry out all other formalities, (v) allocate or reallocate the purchased shares to any of the various purposes of the program and (vi) generally, do everything necessary to carry out the share buyback program.

This authorization shall be valid for a period of 18 months from the date of this Meeting.

6th and 7th resolutions

Compensation Policy for the Managers and the Supervisory Board members

Since 2014, the compensation awarded to the Managers and the Chairman of the Supervisory Board has been submitted to the shareholders at the Annual Meeting.

In addition, since 2018, the Supervisory Board prepares each year, with the General Partners for the part concerning the Managers, the Compensation Policy applicable to the Managers and the Chairman of the Supervisory Board. The 2020 policy is included in the Corporate Governance Report presented in section 3.4 of the 2019 Universal Registration Document.

The policy and the components of the compensation packages were presented to the corresponding Annual Shareholders Meetings by the Chair of the Compensation and Appointments Committee.

In 2021, the Company's General Partners and Supervisory Board are submitting, to the Ordinary Shareholders Meeting for approval, the 2021 Compensation Policy for the Managers (6th resolution) and for the Supervisory Board (7th resolution).

The 2021 Compensation Policy and its main terms are described in the Corporate Governance Report presented in section 3.3 of the 2020 Universal Registration Document.

Sixth resolution (Approval of the Compensation Policy applicable to the Managers)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 22-10-76-II of the French Commercial Code, approves the Compensation Policy applicable to the Managers, as presented in the Corporate Governance Report set out in sections 3.3.1 and 3.3.2 of the Company's 2020 Universal Registration Document.

Seventh resolution (Approval of the Compensation Policy applicable to members of the Supervisory Board)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of

Article L. 22-10-76-II of the French Commercial Code, approves the Compensation Policy applicable to the members of the Supervisory Board, as presented in the Corporate Governance Report set out in sections 3.3.1 and 3.3.3 of the Company's 2020 Universal Registration Document.

8th, 9th, 10th, and 11th resolutions

Information about the compensation packages of the corporate officers and about the individual compensation paid or awarded to the Managers and the Chairman of the Supervisory Board in 2020

Since 2014, the General Partners and the Supervisory Board have submitted to the Annual Shareholders Meeting several proposed resolutions concerning the compensation paid or awarded to the Managers and the Chairman of the Supervisory Board.

In 2021, the General Partners and the Supervisory Board are submitting to the Annual Shareholders Meeting for approval:

- information about the components of the compensation paid or awarded to the corporate officers for 2020 (8th resolution);
- components of the individual compensation paid or awarded to the Managers and the Chairman of the Supervisory Board in 2020, in respect of their service during the year, *i.e.,* to:
  - Florent Menegaux, Managing General Partner and Managing Chairman (9th resolution),
  - Yves Chapot, General Manager (10th resolution),
  - Michel Rollier, Chairman of the Supervisory Board (11th resolution).

These compensation components have been determined in accordance with the principles described in the Compensation Policy presented in 2020 for that year in the Corporate Governance Report set out in section 3.4 of the 2019 Universal Registration Document.

Eighth resolution (Approval of the disclosures concerning the compensation packages of the corporate officers)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 22-10-77-I of the French Commercial Code, approves the disclosures mentioned in Article L. 22-10-9-I of the Code, as presented in the Corporate Governance Report set out in sections 3.4.1 to 3.4.5 of the Company's 2020 Universal Registration Document.

Ninth resolution (Approval of the components of the compensation paid or awarded to Florent Menegaux for the year ended December 31, 2020)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 22-10-77-II of the French Commercial Code, approves the fixed, variable and exceptional compensation making up the total compensation and fringe benefits paid during the year ended December 31, 2020 or awarded in respect of that year to Florent Menegaux, Managing General Partner and Managing Chairman, as presented in the Corporate Governance Report set out in section 3.5.2 of the Company's 2020 Universal Registration Document.

Tenth resolution (Approval of the components of the compensation paid or awarded to Yves Chapot for the year ended December 31, 2020)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 22-10-77-II of the French Commercial Code, approves the fixed, variable and exceptional compensation making up the total compensation and fringe benefits paid during the year ended December 31, 2020 or awarded in respect of that year to Yves Chapot, General Manager, as set out in section 3.5.3 of the Company's 2020 Universal Registration Document.

Eleventh resolution
(Approval of the components of the compensation paid or awarded to Michel Rollier for the year ended December 31, 2020)

Having noted the agreement of the General Partners and considered the report of the Supervisory Board, the Annual Shareholders Meeting, in application of Article L. 22-10-77-II of the French Commercial Code, approves the fixed, variable and exceptional compensation making up the total compensation and fringe benefits paid during the year ended December 31, 2020 or awarded in respect of that year to Michel Rollier, Chairman of the Supervisory Board, as set out in section 3.5.1 of the Company's 2020 Universal Registration Document.

12th and 13th resolutions: ratification of the appointment of a Supervisory Board member and election of a new member

The 12th and 13th resolutions concern the ratification of the appointment of a Supervisory Board member and the election of a new member.

Michelin's Supervisory Board plays a vital role for the Group

The current members of Michelin's Supervisory Board are Barbara Dalibard, Anne-Sophie de La Bigne, Aruna Jayanthi, Monique Leroux, Delphine Roussy, Jean-Pierre Duprieu, Patrick de La Chevardière, Jean-Christophe Laourde, Thierry Le Hénaff, Michel Rollier and Jean-Michel Severino.

The members elected by the Annual Shareholders Meeting all have very solid business experience acquired through working with leading corporations, as well as a good knowledge of the Michelin Group. They actively participate in and contribute to the work of both the Board and its Committees, as illustrated by the 100% overall attendance rate for meetings held in 2020.

The Supervisory Board members perform their duties independently and have total freedom of judgment.

A summary of the work carried out by the Supervisory Board in 2020 is included in section 3.2 of the Corporate Governance Report presented in this 2020 Universal Registration Document.

Michelin's General Partners do not take part in the election or re-election of Supervisory Board members

Michelin is a partnership limited by shares *(société en commandite par actions)* and, as such, its Supervisory Board is entirely made up of non-executive members (nearly 78% of whom are independent) who represent the shareholders.

With a view to clearly separating management and supervisory powers, neither the Managers (who together form the Company's executive body) nor the Non-Managing General Partner, SAGES (which is responsible for ensuring the Company's continuity of leadership), may play a role in the nomination process.

The General Partners may not be involved in decisions to recommend candidates for election to the Supervisory Board at Shareholders Meetings.

Likewise, in accordance with the law and the Company's Bylaws, the General Partners may not take part in any votes cast at Shareholders Meetings concerning the election or re-election of Supervisory Board members and their shares are not included in the quorum for the related resolutions.

The Supervisory Board is recommending that shareholders ratify the Board's decision to appoint one member and elect one new member

Due to the appointment to the Board of Jean-Michel Severino, decided by the Supervisory Board following the resignation of Cyrille Poughon, and Michel Rollier's decision not to stand for re-election to the Board, the Supervisory Board decided by a unanimous vote (excluding the persons concerned, who abstained) to ask the Managing Chairman to invite the Annual Shareholders Meeting to:

- ratify the appointment to the Supervisory Board of Jean-Michel Severino, decided by the Board in 2020 to replace Cyrille Poughon following his resignation (12th resolution);
- elect Wolf-Henning Scheider to the Supervisory Board to replace Michel Rollier (13th resolution).

The candidate review and selection process, the criteria applied by the Compensation and Appointments

Committee and a presentation of the candidates are set out in the report of the Supervisory Board on the proposed resolutions (see the Notice of Meeting for the 2020 Annual Shareholders Meeting and section 7.2 of the 2021 Universal Registration Document).

Twelfth resolution (Ratification of the appointment of Jean-Michel Severino as a member of the Supervisory Board)

Having considered the reports of the Managing Chairman and the Supervisory Board, the Ordinary Shareholders Meeting ratifies the decision of the Supervisory Board at its meeting on November 12, 2020 to replace Cyrille Poughon, who had resigned, by appointing Jean-Michel Severino as a member of the Supervisory Board for the remainder of his predecessor's term of office expiring at the close of the Annual Shareholders Meeting to be called to approve the financial statements for the year ending December 31, 2021.

Thirteenth resolution (Election of Wolf-Henning Scheider as a member of the Supervisory Board)

Having considered the reports of the Managing Chairman and the Supervisory Board, the Ordinary Shareholders Meeting re-elects Wolf-Henning Scheider as a member of the Supervisory Board for a four-year term expiring at the close of the Annual Shareholders Meeting to be called to approve the financial statements for the year ending December 31, 2024.

EXTRAORDINARY RESOLUTIONS (14TH TO 17TH RESOLUTIONS)

14th resolution

Authorization for the Managing Partners to reduce the Company's capital by canceling shares

In the fourteenth resolution, shareholders are invited to authorize the Managers, or any one of them, for a period of 24 months, to reduce the Company's capital by canceling treasury shares purchased under shareholder-approved buyback programs.

This authorization would replace the authorization granted for the same purpose at the Annual Shareholders Meeting of June 23, 2020 (24th resolution).

During 2020, the Company used the previous authorization to buy back and cancel 1,097,540 shares, resulting in a corresponding capital reduction. For details of the buybacks, see section 6.5.6 b) of the 2020 Universal Registration Document.

A detailed explanation of this type of proposed resolution is provided in Information Sheet 5.9, *Authorizations to carry out capital reductions,* on page 59 of the MEDEF Guide «Proposed resolutions submitted to the vote of shareholders of listed companies», available (in French only) at www.medef.com.

Fourteenth resolution (Authorization for the Managers or any one of them to reduce the Company's capital by canceling shares)

Having considered the report of the Managing Chairman, the Statutory Auditors' special report and the report of the Supervisory Board, and having noted the approval of the General Partners, the Extraordinary Shareholders Meeting resolves:

- to authorize the Managers or any one of them to:
  - cancel, at their sole discretion, on one or more occasions, all or some of the shares purchased under shareholder-approved buyback programs, provided that the number of shares canceled does not exceed 10% (ten percent) of the Company's capital,
  - charge the difference between the cost of the canceled shares and their par value against any available premium or reserve account;

- to grant the Managers, or any one of them, full powers – which may be delegated in accordance with the law – to (i) carry out the capital reduction(s) following the cancellation(s) of shares authorized under this resolution, (ii) make the corresponding accounting entries, (iii) amend the Bylaws to reflect the new capital and (iv) generally, carry out all necessary formalities.

This authorization shall be valid for a period of 24 months from the date of this Meeting. It supersedes any authorization previously granted for the same purpose.

15th and 16th resolutions

Amendments to the Bylaws concerning the financial rights of the General Partners and the terms of the Managers' compensation

In light of the General Partners' unlimited several personal liability for the Company's debts, the Managing General Partner(s) and the Non-Managing General Partner, SAGES, are entitled to a share of annual profit (the «Profit Shares») determined on the basis defined in the Company's Bylaws.

Each year, the General Partners decide on the cap to be applied to the Profit Shares attributed to the Managing General Partner(s), which constitutes the variable annual compensation of the Managing General Partner(s). The Supervisory Board defines the performance criteria and objectives applicable to this variable annual compensation of the Managing General Partner(s).

The compensation of the Managing General Partner(s) is also subject to shareholder approval in accordance with the applicable regulations, based on regulatory conditions.

The purpose of the 15th and 16th resolutions is to amend Articles 30 and 12 of the Company's Bylaws to modify the characteristics of the Profit Shares. The main proposed changes are as follows:

- the Profit Share calculation formula would be simplified by deleting references to the Company's net income and to the dividends paid by the Company's two main subsidiaries, with the total Profit Shares due to the General Partners continuing to be capped at 0.6% of consolidated net income for the year;
- the Bylaws would stipulate that the portion of the Profit Shares attributable to the Managing General Partner(s) will be determined by reference to the objectives set in advance by the Supervisory Board;
- the portion of the Profit Shares attributable to the Non-Managing General Partner, SAGES, would be equal to the amount attributable to the Managing General Partner(s), and no longer correspond to the balance of the Profit Shares not attributed to the Managing General Partner(s);
- the Bylaws would stipulate that free shares may be awarded to the Managers, regardless of whether they are General Partners.

Fifteenth resolution (Amendments to the Bylaws concerning the financial rights of the General Partners)

Having considered the reports of the Managing Chairman and the Supervisory Board and having noted the approval of each of the General Partners, the Extraordinary Shareholders Meeting resolves, subject to adoption of the sixteenth resolution:

- to amend the characteristics of the General Partners' compensation paid out of net income so that their combined share of annual net income is capped at 0.6% of consolidated net income for the year, provided that the share attributable to the Managing General Partner(s) shall be determined in accordance with the Bylaws as amended by the sixteenth resolution, and that the share attributable to the Non-Managing General Partner shall be equal to the amount attributable to the Managing General Partner(s);
- to amend the third, fourth and fifth paragraphs of Article 30 of the Bylaws as follows:

Old wording	New wording
Once this deduction is made, an amount shall be allocated among the General Partners, whether Managers or not, equal to 12% of the net profits for the financial year, as defined in sub-paragraph 1 above, after deducting from said net profits all sums included therein corresponding to annual profits or reserves distributed by the Manufacture Française des Pneumatiques Michelin and Compagnie Financière Michelin to their Shareholders. However, these sums may not exceed 0.6% of the consolidated net income of the financial year, any difference being added back to the profit to be appropriated. The amount so granted will be allocated among the General Partners, whether Managers or not, in such proportions as the General Partner(s) shall decide	Once this deduction is made, a portion of net income for the year shall be allocated among the General Partners, whether Managers or not, provided that: i the portion of net income attributable to the Managing General Partner(s) as compensation shall be determined by the Supervisory Board in accordance with the above Article 12; and ii the portion of net income attributable to the Non-Managing General Partner shall be equal to the amount attributable to the Managing General Partner(s) in whatever form (including the amount corresponding to the book value of exercisable stock options or shares acquired as provided for in sub-paragraph 3 in the above Article 12) during the year concerned; iii this portion of net income for the year may however not exceed the limit of 0.6% of consolidated net income of the financial year. If the portion of net income for the year attributable to the Managing General Partner(s) and the Non-Managing General Partner represents less than the above maximum, the balance shall be allocated to income available for appropriation; if the attributable portion exceeds this maximum, the excess shall be deducted first from the portion attributable to the Non-Managing General Partner and then, if necessary, from the portion attributable to the Managing Partner(s) pro rata to their respective theoretical compensation. If a Managing General Partner dies or is prevented from performing his or her duties during a given year, the portion of net income for that year attributable to the Managing General Partner concerned and the Non-Managing General Partner shall be determined by common agreement between the Managing General Partner(s), if any, the Non-Managing General Partner and the Supervisory Board in accordance with the above principles and limit. If there is no Managing General Partner over a whole year, the portion of net income for that year attributable to the Non-Managing General Partner shall be equal to the portion received by the Non-Managing General Partner for the previous year, within the limit of 0.3% of consolidated net income for the year.

Sixteenth resolution (Amendments to the Bylaws concerning the terms of the General Partners' compensation)

Having considered the reports of the Managing Chairman and the Supervisory Board and having noted the approval of each of the General Partners, the Extraordinary Shareholders Meeting resolves, subject to adoption of the fifteenth resolution:

- to clarify the Supervisory Board's role in the process for determining the Managers' compensation;
- to clarify that the Managers, regardless of whether they are General Partners, may participate in the Company's free share plans;
- consequently, to amend the first, second and third paragraphs of Article 12 of the Bylaws as follows:

Old wording	New wording
In consideration of their duties, the Managing General Partner(s) shall be entitled to compensation appropriated from the portion of the profits awarded globally to all General Partners, both Managing General Partners and Non-Managing General Partners, pursuant to Articles 30 and 35 hereinafter, up to a percentage that will be set by mutual agreement of the sole General Partners, whether they be Managing General Partners or Non-Managing General Partners, after consulting the Supervisory Board. Furthermore, the General Managers will be granted by the Company a compensation set each year by unanimous decision of the General Partners, whether they be Managing General Partners or Non-Managing General Partners, after consulting the Supervisory Board. Moreover, the Managing General Partner(s) and the General Manager(s) shall be entitled, upon unanimous proposal of the General Partners, to be granted options to subscribe or to purchase shares of the Company, under option plans provided by the Company, after consulting the Supervisory Board by the General Partners.	In consideration of their duties and responsibilities, the Managing General Partner(s) shall be entitled to compensation appropriated from the portion of the profits awarded globally to all General Partners, both Managing General Partners and Non-Managing General Partners, pursuant to Article 30 hereinafter, up to a percentage that will be set by mutual agreement of the sole General Partners, whether they be Managing General Partners or Non-Managing General Partners, after consulting the Supervisory Board and by reference to the objectives set in advance by the Supervisory Board based on the proposal of the Managing General Partner(s). Furthermore, the General Managers will be granted by the Company a compensation set each year by unanimous decision of the General Partners, whether they be Managing General Partners or Non-Managing General Partners, based on a decision of the Supervisory Board. Moreover, the Managing General Partner(s) and the General Manager(s) shall be entitled, upon unanimous proposal of the General Partners, to be granted free shares or options to subscribe or to purchase shares of the Company, under stock grant or option plans provided by the Company, after consultation of the Supervisory Board by the General Partner(s).

17th resolution

Powers to carry out formalities

The seventeenth resolution gives powers to carry out the formalities related to the Shareholders Meeting.

Seventeenth resolution (Powers to carry out formalities)

The shareholders give full powers to the bearer of an original, copy or extract of the minutes of this Ordinary and Extraordinary Shareholders Meeting to carry out all legal and administrative formalities and to make all filings and publish all notices required by the applicable laws.

SUMMARY OF FINANCIAL AUTHORIZATIONS SUBMITTED FOR SHAREHOLDER APPROVAL

Corporate action	Applicable ceilings *(nominal amount)*	Duration *(expiration date)*
Capital reduction by canceling shares *(14th resolution)*	10% of the issued capital	24 months *(May 2023)*
Share buyback program *(5th resolution)*	17.8 million shares at a maximum price of €180 per share	18 months *(November 2022)*

REPORT OF THE SUPERVISORY BOARD: RECOMMENDATIONS CONCERNING THE VOTES ON THE PROPOSED RESOLUTIONS

ELECTION OF SUPERVISORY BOARD MEMBERS (12TH AND 13TH RESOLUTIONS)

In November 2020, following the resignation of Cyrille Poughon, the Supervisory Board decided to appoint Jean-Michel Severino to the Board subject to ratification at the next Shareholders Meeting (12th resolution).

The Supervisory Board members would like to thank Cyrille Poughon, who had been a member since May 16, 2014 and who was the first employee to sit on the Board, for his contribution to the work of the Board and its Audit Committee over the last six years.

The term of office of Michel Rollier, Chairman of the Supervisory Board, expires at the close of the Annual Shareholders Meeting to be held on May 21, 2021.

At the Michelin Corporate Governance conference held on December 7, 2020, Michel Rollier announced that he did not intend to stand for re-election and that the Supervisory Board had unanimously chosen Barbara Dalibard to succeed him as Chair of the Board when he steps down.

The Supervisory Board unanimously thanks Michel Rollier for his exceptional contribution to the Board's work during his eight years of membership. Drawing on his deep knowledge of the automotive sector, he consistently made very valuable, lively contributions to the Board's discussions. He also modernized Michelin's governance by sharing with the Supervisory Board his expertise gained as a member of France's *Haut Comité du Gouvernement d'Entreprise.* Added to this, his values and people skills helped to ensure that under his leadership the Supervisory Board's discussions were always open, efficient and harmonious.

The Compensation and Appointments Committee has decided to recommend Wolf-Henning Scheider as a new member of the Supervisory Board to replace Michel Rollier. This is the purpose of the 13th resolution.

Ratification of the appointment of a Supervisory Board member

Jean-Michel Severino

Michelin – 27, cours de l'Île-Seguin – 92100 Boulogne-Billancourt – France

Jean-Michel Severino, a French national, was born in 1957. Since 2011, he has been CEO of Investisseurs et Partenaires (I&P), a fund management team specializing in financing for African SMEs.

He is a director and Chairman of the Audit Committee at Danone[(1)] and a director and member of the Audit Committee at Orange[(1)].

He is also a Senior Fellow and director at the Foundation for Studies and Research on International Development (FERDI) and a member of the French Academy of Technologies.

A former student of *École Nationale d'Administration,* Jean-Michel Severino graduated from ESCP Business School and *Institut d'Études Politiques* in Paris, and has a master's degree in economics and a bachelor's in law.

He has been an independent member of the Supervisory Board and a member of the CSR Committee since 2020.

The Supervisory Board considered that Jean-Michel Severino qualified as an independent member[(2)] because:

- he does not have any close family ties with either the Managers or any member of the Supervisory Board;
- he is not currently and never has been an employee of Michelin or any of its subsidiaries;
- he has not been a member of the Supervisory Board for more than 12 years;

(1) Listed company.

(2) Detailed discussion of Supervisory Board members' independence is provided in section 3.2.6 of the 2020 Universal Registration Document.

- he is not an executive officer of a company in which Michelin, directly or indirectly, has a seat on the Board, or in which an executive officer of Michelin has a seat on the Board;
- he has not been an auditor of Michelin in any of the past five years;
- he is not a shareholder or an executive officer of SAGES, one of Michelin's General Partners;
- he is not a customer, supplier or banker that is material for Michelin or that derives a significant portion of its business from Michelin.

The Supervisory Board is inviting shareholders to ratify his appointment, considering:

- his expertise, especially in the areas of social environment, human resources and governance;
- his good knowledge of the world of manufacturing;
- his international experience;
- the fact that he is an independent member of the Board and has no conflicts of interest.

On the recommendation of the Compensation and Appointments Committee, the Supervisory Board decided to recommend that shareholders ratify Jean-Michel Severino's appointment to the Board for one year, corresponding to the remaining term of his predecessor, Cyrille Poughon. Mr. Severino did not take part in the decision.

As of the date of publication of this report, Jean-Michel Severino holds 400 Michelin shares, corresponding to the number of shares required for each member of the Supervisory Board and as indicated in the internal rules.

Election of a new Supervisory Board member

To strengthen its membership and in light of Michel Rollier's decision to step down from the Board, the Supervisory Board asked the Compensation and Appointments Committee to define a candidate search strategy based on best practices. The Committee assigned the initial selection process to a leading independent recruitment firm, which shortlisted a certain number of potential candidates.

After examining these candidates' profiles in detail, the Committee decided to recommend Wolf-Henning Scheider for election.

Wolf-Henning Scheider

Michelin – 27, cours de l'Île-Seguin – 92100 Boulogne-Billancourt – France

Wolf-Henning Scheider was born in 1962 and is a German national. Since 2018, he has been Chief Executive Officer of ZF Friedrichshafen AG, a German group that is a global leader in automotive, transportation and mobility technologies.

He studied at Saarland University and RWTH Aachen University, graduating in Business Administration and Economics. He began his career with the Bosch Group, holding various management positions in Germany and several other countries, including France where he spent over four years. Between 2010 and 2015, he served as a member of the Executive Committee of Robert Bosch GmbH, with overall responsibility for the Automotive group, OEM sales, and Group Sales and Marketing. From 2015 to 2018, he was Chief Executive Officer of the Mahle group.

The Compensation and Appointments Committee considered that his profile would represent an ideal addition to the skills and expertise represented on the Board and that, in particular, he would contribute to the Supervisory Board:

- his knowledge of the automotive sector and sustainable mobility;
- his knowledge of the world of manufacturing;
- his managerial experience within major international groups;
- his desire to participate in a committed and engaged manner in the work of the Board and its Committees by ensuring that he is available as needed;
- an absence of conflicts of interest with the Company.

The Supervisory Board considered that Wolf-Henning Schneider qualified as an independent member because:

- he does not have any close family ties with either the Managers or any member of the Supervisory Board;
- he is not currently and never has been an employee of Michelin or any of its subsidiaries;
- he has not been a member of the Supervisory Board for more than 12 years;
- he is not an executive officer of a company in which Michelin, directly or indirectly, has a seat on the Board, or in which an executive officer of Michelin has a seat on the Board;
- he has not been an auditor of Michelin in any of the past five years;
- he is not a shareholder or an executive officer of SAGES, one of Michelin's General Partners;
- he is not a customer, supplier or banker that is material for Michelin or that derives a significant portion of its business from Michelin.

On the recommendation of the Compensation and Appointments Committee, the Supervisory Board has decided to recommend that Wolf-Henning Scheider be elected for a four-year term.

Wolf-Henning Scheider agreed to his name being put forward and confirmed his willingness to join the Supervisory Board.

Expiration dates of Supervisory Board members' terms of office

After the Annual Shareholders Meeting, assuming the shareholders elect the members standing for election and re-election, the expiration dates of the Supervisory Board members' terms of office will be effectively staggered, as follows:

	2022 AGM	2023 AGM	2024 AGM	2025 AGM
Barbara Dalibard		X		
Jean-Pierre Duprieu			X	
Aruna Jayanthi		X		
Patrick de La Chevardière			X	
Anne-Sophie de La Bigne			X	
Jean-Christophe Laourde			X*	
Thierry Le Hénaff	X			
Monique Leroux	X			
Delphine Roussy			X*	
Wolf-Henning Scheider				X
Jean-Michel Severino	X			
NUMBER OF TIMES RE-ELECTED BY THE AGM	**3**	**2**	**3**	**1**

* *Appointed pursuant to the Bylaws and not elected by the shareholders.*

APPROVAL OF THE COMPENSATION OF THE CORPORATE OFFICERS, AMENDMENT OF THE BYLAWS CONCERNING THE GENERAL PARTNERS' FINANCIAL RIGHTS AND THE METHOD OF DETERMINING THE MANAGERS' COMPENSATION (6TH TO 11TH, 15TH AND 16TH RESOLUTIONS)

The policy and the components of the corporate officer compensation packages were presented to the corresponding Annual Shareholders Meetings by the Chair of the Compensation and Appointments Committee.

In 2021, the General Partners and the Supervisory Board are submitting to the Annual Shareholders Meeting for approval:

- the 2021 Compensation Policy applicable to (i) the Managers (6th resolution) and (ii) the Supervisory Board (7th resolution)[(1)];

(1) *Detailed policy described in the Supervisory Board's corporate governance report see section 3.4 of the 2020 Universal Registration Document.*

- the information about the compensation of the Managers and the Chairman of the Supervisory Board (8th resolution) and the individual compensation paid or awarded to them (9th to 11th resolutions) for 2020[1].

In addition, following a review by the Compensation and Appointments Committee of the General Partners' proposal to amend the General Partners' financial rights and the method of determining the Managers' compensation as specified in the Bylaws, and on the Committee's recommendation, the Supervisory Board decided to issue a favorable opinion concerning these proposals (12th and 13th resolutions).

We recommend that shareholders adopt the corresponding resolutions.

APPROVAL OF THE FINANCIAL STATEMENTS, RELATED-PARTY AGREEMENTS AND FINANCIAL AUTHORIZATIONS (1ST, 5TH AND 14TH RESOLUTIONS)

Concerning the other ordinary resolutions, the accounting and financial information communicated to shareholders and the Managing Chairman's report present the Group's operations and results for 2020 (for the purposes of the 1st, 2nd and 3rd ordinary resolutions).

We have no comments on the Statutory Auditors' reports on the financial statements.

As no new related-party agreements requiring shareholder approval were entered into in 2020, you are asked to place on record that there are no such agreements to approve (4th resolution).

Before asking shareholders to approve the financial statements of the Company, the consolidated financial statements and the proposed appropriation of net income, we would like to underscore the Group's high-quality response to the unprecedented crisis, that was deployed without sacrificing its long-term objectives.

These good performances lead us to reaffirm our confidence in the Managers.

They also lead us to support the Managing Chairman's recommendation to set the dividend at €2.30 per share (2nd resolution).

The Company wishes to renew its share buyback program on the same terms as for the previous program (5th resolution).

An authorization to cancel shares bought back under the program is also being sought to replace the authorization granted in 2020 which was used by the Company during the year (14th extraordinary resolution).

We recommend that shareholders adopt the proposals submitted by the Managing Chairman for their approval by voting in favor of the corresponding ordinary and extraordinary resolutions.

February 12, 2021

The Supervisory Board

(1) Detailed disclosures in the Supervisory Board's corporate governance report, see sections 3.5 to 3.7 of the 2020 Universal Registration Document.

STATUTORY AUDITORS' REPORT ON THE CAPITAL REDUCTION

Combined Shareholders' meeting of May 21, 2021 – 14th resolution

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Compagnie Générale des Établissements Michelin Shareholders' Meeting,

In our capacity as Statutory Auditors of Compagnie Générale des Etablissements Michelin and pursuant to Article L. 22-10-62 of the French Commercial Code *(Code de commerce)* concerning capital reductions carried out by canceling bought-back shares, we hereby present our report on our assessment of the reasons for and terms of the proposed capital reduction(s).

Your Managing Chairman has proposed that you delegate to the Managing Partners, or to one of them, for a period of 24 months as of the date of this Meeting, the authority to cancel, on one or more occasions, for up to 10% of the share capital per 24-month period, the bought-back shares of your Company, as authorized under the aforementioned article.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors *(Compagnie nationale des commissaires aux comptes),* for this type of engagement. Those procedures consisted of examining whether the reasons for and the terms of the proposed capital reduction were reasonable.

We have nothing to report concerning the reasons for and the terms of the proposed capital reduction.

Neuilly-sur-Seine and Paris-La Défense, February 15, 2021

Statutory Auditors

PricewaterhouseCoopers Audit

Jean-Christophe Georghiou

Deloitte & Associés

Frédéric Gourd

OTHER STATUTORY AUDITORS' REPORTS

The Statutory Auditors' reports to the Annual Shareholders Meeting of May 21, 2021 that are not presented below can be found in the following sections of this Universal Registration Document:

- Report on the Company financial statements: in section 5.3.3;
- Special report on related-party agreements and commitments: in section 5.3.4;
- Report on the consolidated financial statements: in section 5.2.2;
- Report by one of the Statutory Auditors, appointed as an independent third party, on the consolidated environmental, labor and social information presented in the management report: in section 4.2.3.

FIVE-YEAR FINANCIAL SUMMARY COMPAGNIE GÉNÉRALE DES ÉTABLISSEMENTS MICHELIN

	(in € thousands and in € per share, unless otherwise specified)	2016	2017	2018	2019	2020
I.	**Capital at December 31**					
a)	Share capital	360,132	359,042	359,695	357,255	356,680
b)	Number of common shares outstanding	180,066,121	179,520,987	179,847,632	178,627,555	178,340,086
II.	**Results of operations**					
a)	Net revenue	537,617	681,188	895,113	1,034,805	797,951
b)	Earnings before tax, depreciation, amortization and provisions (EBTDA)	1,430,254	1,058,933	1,028,453	817,567	1,072,009
c)	Income tax	24,284	(16,054)	47,930	30,603	(9,773)
d)	Net income	1,415,894	1,029,300	813,150	672,105	1,010,644
III.	**Per-share data**					
a)	Earnings per share after tax, before depreciation, amortization and provision expenses (EBDA)	7.80	5.99	5.45	4.41	6.07
b)	Basic earnings per share	7.86	5.73	4.52	3.76	5.67
c)	Dividend per share	3.25	3.55	3.70	2.00	2.30*
IV.	**Employee data**					
a)	Average number of employees	0	0	0	0	1
b)	Total payroll	34	28	877	1,123	2,280
c)	Total benefits	(4)	95	369	(76)	645

* *Subject to approval by shareholders at the Annual Meeting on May 21, 2021.*

REQUEST FOR ADDITIONAL DOCUMENTS

MICHELIN INVITES YOU TO CONSULT THE DOCUMENTS* AVAILABLE ON ITS WEBSITE:

https://www.michelin.com/en/finance/regulated-information/compagnie-generale-des-etablissements-michelin-amf/

▶ To receive information about the Annual Shareholders Meeting **by e-mail** or in paper format, please fill in your personal details and address in the form below and send it back with the proxy/postal voting form in the enclosed reply-paid T-envelope.

E-mail: ....@ .... **(in CAPITAL)**

Société Générale ID: ....

Mr., Ms.: ....

Adress: ....

Postal code: ....Town/country: ....

Signed in [town] .... on [date] ....

Signature

* *Documents made available in accordance with Articles R. 225-81 and R. 225-83 of the French Commercial Code (Code de commerce).*

Information notice intended for individual shareholders of Compagnie Générale des Établissements Michelin. Notice of General Meeting.

Compagnie Générale des Établissements Michelin attaches great importance to personal data protection. We wish to hereby inform you of the manner in which we collect and use the data of our private investors and institutional investor representatives around the world.

Full transparency regarding your personal data

To manage our relationship with you, our shareholder, we need to collect and use your personal data.

Your personal data (last name, first name, date of birth, mailing address, email address, telephone number, number of shares, number of voting rights) are sent to us by the institution through which you acquired your shares. These data are used to send you information relating to your investment, to invite you to participate in Shareholders Meetings, to send you notices including by email to Annual Shareholders Meetings as well as to update the share register documentation. The legal bases for processing these data are, respectively, your consent, our legitimate interest and compliance with our legal obligations.

The personal data used to manage relationships with shareholders are collected on a mandatory basis unless otherwise specified in the contact form or via the relevant digital platform.

According to their respective needs, the receivers of all or part of your data are the Michelin employees in charge of managing relationships with shareholders, the employees of the relevant service providers, Société Générale employees as well as various official institutions, where appropriate.

We store your data for the period during which you hold shares. These data may then be archived to manage claims and disputes in progress and to fulfill our legal and/or regulatory obligations or to respond to requests made by the competent authorities.

You have certain rights regarding your data. These rights are as follows:

- the right to be informed;
- the right to access your data;
- the right to rectify your data;
- the right to determine what happens to your data;
- the right to file a complaint with the French Data Protection Authority (*Commission Nationale Informatique et Libertés* – CNIL) in the event that your requests are not met.

To exercise any of these rights, you can write to us at the following address:

Compagnie Générale des Établissements Michelin

23, place des Carmes-Déchaux

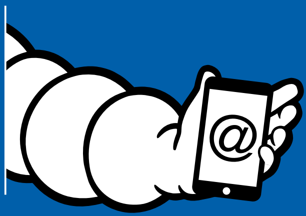
63000 Clermont-Ferrand

France

You can send an email to the department in charge of personal data protection at: privacy.fr@michelin.com.

The legislation on personal data gives you other rights regarding your data. However, in view of our legal obligations, such other rights cannot be applied to our shareholders' personal data. These include the right to erasure (the right to be forgotten), the right to restriction of processing, the right to data portability as well as the right to object to processing of personal data.

Photo Credit: Michelin
Design and production: côtécorp. • Tel.: +33 (0)1 55 32 29 74



STAY IN TOUCH
STAY INFORMED

TO RECEIVE REGULAR UPDATES OF OUR MAIN PUBLICATIONS

Become a subscriber by filling in the form on the Individual Shareholders page of our website, **Individual Shareholders**

https://www.michelin.com/en/finance/keep-informed/

in order to receive information and all Shareholder communications in real time by e-mail.

COMPAGNIE GÉNÉRALE DES ÉTABLISSEMENTS MICHELIN

23, Place des Carmes-Déchaux
63000 Clermont-Ferrand – France
+33 (0) 4 73 32 23 05

actionnaires-individuels@michelin.com

Website: www.michelin.com

MICHELIN
A BETTER WAY FORWARD