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**PRESS RELEASE**

Paris, 15 June 2009

**REPURCHASE PROCEDURE  
(PROCÉDURE DE DÉSINTÉRESSEMENT)**

**LAUNCHED BY**



**COMPAGNIE GENERALE DES ETABLISSEMENTS MICHELIN**

**UNDERTAKEN BY  
SOCIÉTÉ GÉNÉRALE**

**ON THE  
LOWEST RANKING SUBORDINATED NOTES REDEEMABLE IN CASH  
(TITRES SUBORDONNÉS DE DERNIER RANG  
REMBOURSABLES EN NUMÉRAIRE)  
DUE 3 DECEMBER 2033**

	<b>ISIN Number</b>	<b>Nominal Value</b>	<b>Outstanding Number of Notes</b>	<b>Outstanding Principal Amount</b>
€500,000,000 Lowest Ranking Subordinated Notes, redeemable in cash	FR0010034298	€1,000	350,429	€350,429,000

### ***Description of the transaction***

On 3 December 2003, Compagnie Générale des Etablissements Michelin ("CGEM") issued lowest ranking subordinated notes (*titres subordonnés remboursables de dernier rang*), redeemable in cash, bearing interest at an annual rate of 6.375 per cent. and due 3 December 2033, for an aggregate nominal amount of € 500,000,000, admitted to trading on the regulated market of NYSE Euronext Paris under ISIN Number FR0010034298 (the "TSR").

A detailed description of the TSR can be found in the prospectus which received the visa no. 03-1057 from the *Autorité des marchés financiers* on 27 November 2003. Copies of the prospectus are available free of charge on the website of the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and on the website of CGEM ([www.michelin.com/corporate/](http://www.michelin.com/corporate/), under the "debt" section) and at the head office of CGEM 12, cours Sablon, 63000 Clermont-Ferrand, France.

Since 2007, CGEM has repurchased part of its TSR. Following such repurchases, the latest of which took place on 26 June 2008 and on 13 February 2009, the number of TSR outstanding represents an aggregate principal amount of € 350,429,000, i.e. 70.08 per cent of the aggregate nominal amount initially issued. As part of its dynamic debt management policy, CGEM wishes to continue to repurchase TSR and, in order to ensure an equitable treatment among the noteholders, launches a repurchase procedure (*Procédure de Désintéressement*) pursuant to the position of the *Autorité des marchés financiers* dated 11 June 2007 (the "**Repurchase Procedure**"). The repurchases will be carried out in accordance with the terms and conditions described hereafter.

CGEM reserves the right to continue to repurchase the TSR after the end of the Repurchase Period (as defined below), according to market conditions.

### ***Terms and conditions of the Repurchase Procedure***

CGEM irrevocably undertakes to repurchase TSR on the market during a 7 trading day period, from 15 June 2009 (11 am, Paris time) to 23 June 2009 (5 pm, Paris time) inclusive (the "**Repurchase Period**").

The Repurchase Procedure is aimed at all outstanding TSR, i.e. 350,429 in number.

During the Repurchase Period, the TSR will be repurchased on each trading day (each, a "**Repurchase Date**") at a fixed price of 85 per cent. of the nominal value, i.e. €850 per TSR, plus accrued interests from, and including, 3 December 2008 (latest coupon payment date) to, but excluding, the settlement date corresponding to each Repurchase Date, calculated in accordance with the terms and conditions of the TSR. It is specified, for information purposes only, that as at 12 June 2009 the repurchase price of 85 per cent. is equivalent to a credit spread of midswap rate + 780bp calculated on the first early redemption date (3 December 2013), corresponding to a yield of 10.75 per cent.

The settlement on a delivery versus payment basis of the repurchased TSR will occur on the third trading day following each Repurchase Date of the relevant TSR.

The amount corresponding to accrued interests will be calculated and rounded, for each noteholder, to the nearest cent (0.005 being rounded to the superior value), in respect of the number of TSR brought by him to the Repurchase Procedure. The transaction cost, if any, will be borne by the noteholders.

The repurchases will be made by Société Générale, acting as agent for CGEM.

At the end of the Repurchase Period, CGEM will announce by press release the total amount of repurchased TSR. The repurchased TSR will be cancelled pursuant to the terms and conditions of the TSR and in accordance with applicable law.

### *Time Schedule*

<b>Press release and NYSE Euronext Paris Notice on the terms and conditions of the Repurchase Procedure</b>	15 June 2009
<b>Opening of the Repurchase Period</b>	15 June 2009, 11 am, Paris time
<b>Closing of the Repurchase Period</b>	23 June 2009, 5 pm, Paris time
<b>Press release and NYSE Euronext Paris Notice on the results of the Repurchase Procedure</b>	24 June 2009
<b>Settlement</b>	From 18 June 2009 to 26 June 2009 (3 trading days following the Repurchase Date)

### *Suspension in case of a Disruption Event*

In case of any event occurring during the Repurchase Period which, in the opinion of Société Générale, with the approval of CGEM, may have a significant impact on the Repurchase Price, the conditions or execution of the Repurchase Procedure ( a "**Disruption Event**"), CGEM will publish or arrange for publication of a press release informing the noteholders of the occurrence of such Disruption Event after having informed the *Autorité des marchés financiers*. Société Générale shall not be obliged to accept any offers to sell on any trading day on which a Disruption Event occurred and has been notified to the noteholders. The Repurchase Procedure will be suspended on the trading day during which a Disruption Event occurs and is notified to the noteholders. The Repurchase Procedure may be, if applicable, reopened under the same conditions, on any day if, in the opinion of Société Générale and CGEM, market conditions so permit. The Repurchase Period would be open from, and including, 15 June 2009 to, and including, 23 June 2009, irrespective of the number of trading days during the period when a Disruption Event occurred, and trading suspended (as described above).

### *Restrictions of the Repurchase Procedure outside of France*

The distribution of this press release, the execution of the Repurchase Procedure and the participation in the Repurchase Procedure may, in certain jurisdictions, be subject to legal and regulatory restrictions. The Repurchase Procedure is not, directly or indirectly, addressed to persons subject to such restrictions and may not be accepted from any jurisdiction where it would be subject to such restrictions. Accordingly, persons into whose possession this press release comes are required to inform themselves about and to observe applicable regulations and restrictions. CGEM and Société Générale will not be responsible in case of violation by any person of the applicable local rules.

This press release is not meant to constitute any form of financial evaluation or any evaluation of the relevance and the interest of an answer to the Repurchase Procedure and shall not be considered as a recommendation to the addressees of this press release to sell the TSR. Each holder of the TSR must make his own decision as to the relevance of the information contained in this press release and to response to the Repurchase Procedure, and must make his decision to sell the TSR on the basis of the investigations deemed necessary by him.

The Repurchase Procedure is not open in the United States of America or to persons who are in the United States of America. This press release has not been submitted to the U.S. Securities and Exchange Commission. The purpose of this press release is restricted to the Repurchase Procedure and this press release must not be distributed or transmitted to any person in the United States of America.

Each holder who sells his TSR pursuant to the Repurchase Procedure is deemed to declare, by selling his TSR pursuant to the Repurchase Procedure, that he is not in the United States of America (within the meaning of Regulation S of the Securities Act) and that he does not transmit a selling order to the Repurchase Procedure from the United States of America. In respect of the previous paragraph, United States of America means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

### ***CGEM***

Further information on CGEM can be found on the following website:  
<http://www.michelin.com/corporate/>.

### ***Contacts***

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