

Clermont-Ferrand – December 1, 2016

COMPAGNIE GENERALE DES ETABLISSEMENTS MICHELIN
A French *société en commandite par actions*
with a share capital of 364,548,274 euros
Registered address: 12, cours Sablon, 63000 Clermont-Ferrand
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**Notice of redemption to holders of bonds with the option of conversion
and/or exchange for new or existing shares issued on 21 March 2007
with a maturity date on 1st January 2017
(the "OCEANES")**

In accordance with the terms of the issuance agreement, Compagnie Générale des Etablissements Michelin (the "**Company**") hereby informs the holders of OCEANES (Code ISIN FR0010449264), which were the subject of a prospectus approved by the *Autorité des marchés financiers* under the visa number n° 07-082 on 12 March 2007, that the maturity date of the outstanding OCEANES being 1st January 2017 (or the first following business day if such day is not a business day), the OCEANES may be either exercised until 22 December 2016 (inclusively) or, after this deadline, redeemed in cash on 2 January 2017, i.e. the first business day following 1st January 2017.

The holders of OCEANES can exercise their conversion/exchange right until 22 December 2016 (inclusively) at a ratio of **1.036** share of the Company per OCEANE exercised. If such ratio does not give rise to a whole number, each holder of OCEANE may request delivery of (i) either the nearest lower whole number of shares, in which case the OCEANE holder shall receive a cash supplement equal to the product of the fractional entitlement and the share value, equal to the market opening price on the trading day preceding the date of the request for the exercise of the conversion/exchange right, (ii) or the nearest higher whole number of shares, on condition of payment to the Company of an amount equal to the value of the additional fractional entitlement thereby requested, calculated on the basis set out in (i) above. Holders of OCEANES should, as the case may be, send their conversion/exchange requests to CACEIS Corporate Trust, 14 rue Rouget de Lisle - 92130 Issy-Les-Moulineaux, France.

According to the terms of the issuance agreement, the new shares of the Company issued upon conversion of the OCEANES shall carry dividend rights as from the first day of the financial year in which the OCEANES are converted and the existing shares of the Company delivered upon exchange of OCEANES shall carry dividend rights as from the time of such delivery. Holders of OCEANES that have not exercised their conversion/exchange right on 22 December 2016 at the latest, shall receive on 2 January 2017 (the first business day following 1st January 2017, which is the maturity date of the OCEANES) an amount equal to the redemption price of **103.82** euros per OCEANE, increased by the interest amount of **35.75** euros, i.e. a total amount of **139.57** euros per OCEANE.

Interests will not accrue after 1st January 2017.

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