

*This press release does not constitute a solicitation to purchase or an offer of the bonds or the Michelin shares (the "Shares" and together with the bonds, the "Securities") in the United States of America or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the US Securities Act of 1933, as amended). The Securities may not be offered or sold in the United States of America or to, or for the account or benefit of, U.S. Persons unless they are registered or exempt from registration under the US Securities Act of 1933, as amended. Michelin does not intend to register all or any portion of the offering in the United States of America or to conduct a public offering of the Securities in the United States of America.*

Clermont-Ferrand, May 2, 2017

## Determination of the final issue price of the USD 100 million non-dilutive cash-settled convertible bonds due 2022

In connection with the issue by Michelin of USD 100 million non-dilutive cash-settled convertible bonds due 2022 (the "**Bonds**") (ISIN: FR0013254042 until the date which is expected to be not less than 40 days after the issue date of the Bonds (the "**Assimilation Date**") and FR0013230745 afterwards) to be, from the Assimilation Date, fully fungible with and assimilated to the USD 500 million non-dilutive cash-settled convertible bonds due 2022 issued by Michelin on 10 January 2017, Michelin hereby notifies the holders of the Bonds of the following determinations and calculations:

- the Additional Issue Share Reference Price for the Bonds is €119.0653;
- the reference FX rate (FX) (being the EUR/USD spot rate on May 2, 2017) is €1 = USD1.09110; and
- the Final TAP Price is USD 207,703.22 per Bond.

The price of the cash-settled call options purchased by Michelin to hedge its exposure to pay cash amounts upon any potential exercise of conversion rights embedded in the New Bonds will be adjusted for an equal amount.

<b>Investor Relations</b>	<b>Media Relations</b>
Valérie Magloire +33 (0) 1 78 76 45 37 +33 (0) 6 76 21 88 12 (cell) <a href="mailto:valerie.magloire@michelin.com">valerie.magloire@michelin.com</a>	Corinne Meutey +33 (0) 1 78 76 45 27 +33 (0) 6 08 00 13 85 (cell) <a href="mailto:corinne.meutey@michelin.com">corinne.meutey@michelin.com</a>
Matthieu Dewavrin +33 (0) 4 73 32 18 02 +33 (0) 6 71 14 17 05 (cell) <a href="mailto:matthieu.dewavrin@michelin.com">matthieu.dewavrin@michelin.com</a>	<b>Individual Shareholders</b>
Humbert de Feydeau +33 (0) 4 73 32 68 39 +33 (0) 6 82 22 39 78 (cell) <a href="mailto:humbert.de-feydeau@fr.michelin.com">humbert.de-feydeau@fr.michelin.com</a>	Jacques Engasser +33 (0) 4 73 98 59 08 <a href="mailto:jacques.engasser@michelin.com">jacques.engasser@michelin.com</a>

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**DISCLAIMER**

**Available information**

The issue of the Bonds was not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (the “AMF”). Detailed information on Michelin, including its Shares, business, results, prospects and related risk factors are described in Michelin’s registration document, the French version of which was filed with the AMF on March 8, 2017 under number D.17-0131 (the “Reference Document”). The Reference Document is available together with all the press releases and other regulated information about Michelin, on Michelin’s website (<https://www.michelin.com>).

**Important information**

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No communication or information relating to the offering may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of Michelin and the Joint Bookrunners assumes any liability in connection with the breach by any person of such restrictions.

This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 as amended (the “Prospectus Directive”).

The Bonds will be offered only by way of a private placement in France to persons referred to in Article L.411-2-II of the French monetary and financial code (*Code monétaire et financier*) and outside France (excluding the United States of America, Australia, Canada, South Africa and Japan), and there will be no public offering in any country (including France). This press release does not constitute a recommendation concerning the issue of the Bonds. The value of the Bonds and the Shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds for the person concerned.

**European Economic Area**

With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (the “Relevant Member States”), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or
- (b) in any other circumstances falling within Article 3(2) of the Prospectus Directive.



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For the purposes of this paragraph, the expression “**offer to the public of Bonds**” in any Relevant Member State, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Relevant Member State.

These selling restrictions with respect to Relevant Member States apply in addition to any other selling restrictions which may be applicable in the Relevant Member States who have implemented the Prospectus Directive.

### **France**

The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*), and/or (b) qualified investors (*investisseurs qualifiés*) acting for their own account, as defined in, and in accordance with, Articles L.411-1, L.411-2 and D. 411-1 of the French monetary and financial Code (*Code monétaire et financier*).

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This press release is addressed and directed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (“**Relevant Persons**”). The Bonds are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the Bonds may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

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### **Australia, Canada, South Africa and Japan**

The Bonds may not and will not be offered, sold or purchased in Australia, Canada, South Africa or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada, South Africa or Japan.



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