

BIB'
ACTION

**SEPT.
11-26
2024**



**2024 EMPLOYEE
SHAREHOLDING PLAN
BROCHURE**

**LET'S
SHARE
OUR
FUTURE**



BIB' **ACTION 2024**



On behalf of the Executive Committee, I am very pleased to launch our employee share ownership plan BIB'Action 2024.

In 2023, we were not able to propose this plan. Therefore, and as an exceptional measure, we have put together a more attractive offer for 2024 enabling more employees to become a shareholder of Michelin.

Our resolve to offer a BIB'Action Plan each year remains intact, so that everyone can contribute to and benefit from the Group's value creation, and also to make employees one of Michelin's main shareholders.

Enjoy the discovery of BIB'Action 2024!

Yves Chapot
General Manager and Chief Financial Officer



BIB'ACTION 2024 KEY POINTS

BIB'ACTION is the Group's employee share ownership plan that enables you to buy Michelin shares on preferential terms.

ACCUMULATION PERIOD

Your contributions will be deducted through payroll and paid into the Equiniti Share Plan Trustees Limited ('the Trustee') bank account during the accumulation period. The accumulation period will start on 1 November 2024 and will finish on 28 February 2025.



A MATCHING CONTRIBUTION OF UP TO 30 SHARES

- From 1 to 5 shares subscribed:
2 shares offered for every 1 share subscribed
- From 6 to 15 shares subscribed:
1 share offered for every 1 share subscribed
- From 16 to 65 shares subscribed:
1 share offered for every 5 shares subscribed, up to a maximum of 30 shares offered.
- Over 65 shares subscribed:
maximum matching contribution of 30 shares offered



CONTRIBUTIONS WILL BE TAKEN DIRECTLY FROM YOUR PAY THROUGH THE COMPANY'S PAYROLL SYSTEM. YOU MAY CHOOSE TO MAKE CONTRIBUTIONS WITHIN THE FOLLOWING LIMITS, PROVIDED THAT YOUR OVERALL INVESTMENT OVER THE COURSE OF THE FOUR MONTH ACCUMULATION PERIOD DOES NOT EXCEED 10% OF YOUR ANNUAL GROSS PAY



THE MINIMUM amount that you can invest is £10 per month.
THE MAXIMUM amount that you can invest is £450 per month.
THE AMOUNT you choose to invest must be a whole number of Pounds.

Annual gross pay is defined as any amount you receive via the Company's payroll which is subject to deduction of income tax and National Insurance Contributions (NICs) in the tax year ending on 5 April 2025.



HOW MUCH WILL I PAY FOR MY PARTNERSHIP SHARES?

The price at which you will acquire your Partnership Shares will be the lower of the market price in pounds sterling at the start of the four-month accumulation period (1 November 2024) and the market price on the day the shares are purchased (expected to be 6 March 2025).



YOUR SHARES WILL BE HELD FOR A PERIOD OF 5 YEARS from the allocation date, except where early release is possible.



YOU WILL RECEIVE ANY DIVIDENDS

Dividends paid to you in cash will not be subject to UK tax if the total of all dividends you receive in the same tax year does not exceed your annual dividend allowance of £500 for tax year 2024/25 (this is calculated based on all dividends from all companies in which you hold shares, not just dividends paid on shares in the Plan).





UNDERSTANDING THE OFFER

PARTNERSHIP SHARES

Within 30 days following the end of the accumulation period, the Trustee will use the accumulated monies to buy Partnership Shares for you. Partnership Shares will be shares in Compagnie Générale des Etablissements Michelin (CGEM), the Group’s parent company. On the same day as the Partnership Shares are acquired, CGEM will award the free Matching Shares. The Trustee will hold these shares on your behalf. The number of Partnership Shares which may be acquired will depend on the amount of your monthly contributions and the price at which you will acquire the Partnership Shares, taking into account the exchange rate between the Euro and Sterling at the relevant time.

MATCHING CONTRIBUTION

Matching contribution details:

	Shares subscribed	Shares offered
For the first 5 shares subscribed > 1 share subscribed, 2 offered	1	2
	2	4
	3	6
	4	8
	5	10
From 6 to 15 shares subscribed > 1 share subscribed, 1 offered	6	11
	7	12
	8...	13...
	15	20
From 16 to 65 shares subscribed > 5 shares subscribed, 1 offered	16 to 19	20
	20 to 24	21
	25 to 29	22
	30 to 34	23
	35 to 39	24
	40 to 44	25
	45 to 49	26
	50 to 54	27
	55 to 59	28
	60 to 64	29
> 65 shares	65...	30



EXAMPLE WITH A SUBSCRIPTION PRICE OF £28

The example below shows the effect of different levels of monthly contribution on the take home pay of a basic rate taxpayer who is subject to Income Tax at 20% and employee's NICs at 8%. It is given for information purposes only and should not be relied upon as being either complete or conclusive. It does not take into account any personal circumstances. Tax rates and HMRC practice are subject to change from time to time. For definitive advice, you should consult your own appropriately authorised tax advisor regarding the tax consequences of participating in the Plan.

Total monthly deductions	Take home pay reduced by (20% income tax + 8% NICs payer)	Personal investment (Partnership Shares)	Company's matching contribution (Matching Shares)	Value of Matching Shares	Total value of your portfolio
£28	£20.16	1 share	2 shares	£56	£84
£140	£100.80	5 shares	10 shares	£280	£420
£420	£302.40	15 shares	20 shares	£560	£980
£840	£604.80	30 shares	23 shares	£644	£1,484
£1,680	£1,209.60	60 shares	29 shares	£812	£2,492

Please make sure that the amount of your investment doesn't have an unreasonable impact on your living expenses.

Please note that, depending on the Michelin share price, converted into GBP at the relevant date, even if you choose to invest the maximum £450 per month, you may not be able to buy enough Partnership Shares to acquire the maximum number of Matching Shares due to the limits set out in the UK legislation which governs Share Incentive Plans

AM I ELIGIBLE TO PARTICIPATE IN THE COMPAGNIE GÉNÉRALE DES ETABLISSEMENTS MICHELIN SHARE INCENTIVE PLAN (SIP/PLAN)?

Participation in the SIP is entirely voluntary. To be eligible to participate in the Plan, you must be employed by one of the participating companies listed below, be working in the UK and be subject to UK tax. In addition, only employees who have worked within the Michelin Group for a period of three months ending on 11 September 2024, will be eligible to participate.

The participating companies in the CGEM Michelin Share Incentive Plan are as follows:

- Michelin Tyre PLC
- ATS Euromaster Limited
- Tructyre Fleet Management Limited
- Blackcircles.com Limited
- Hallite Seals International Limited
- James Dawson & Son Limited
- Masternaut Limited



HOW DO I JOIN THE PLAN?

To join online, go to www.esp-portal.com/clients/michelinlgem and follow the on-screen instructions or alternatively text 84247. Your application must be received by the Plan Administrator, Equiniti Limited ('Equiniti') no later than 11.59pm on 26 September 2024.

APPLY ONLINE: GO TO WWW.ESP-PORTAL.COM/CLIENTS/MICHELINLGEM

If you **ARE NOT** an existing Employee Share Plans (ESP) Portal user, you will need to:

On the landing page, click the link «Click here» to log on to your ESP Portal

Click Register now

Enter Last Name

Enter Payroll number

Enter Date of birth

Click next and follow the on-screen instructions.

Once you have completed the registration you will be sent an Activation Code in the post if you registered with your personal email address or via email if you registered with your business email address however, you **DO NOT** need your Activation Code to apply. When you reach the 'You have now successfully registered for an Employee Portal Account' page, you can go to the 'I want to' section and click on 'Apply for SIP'.

APPLY BY TEXT MESSAGE: TO 84247

- TEXT: **84247**
- CGEMBIB (space)
- Your unique 8 digit EQ Participant Reference Number as detailed on your Invitation Letter (space)
- Your date of birth in the following format DDMMYYYY (space)
- The amount you want to save **PER MONTH**.
- On completion, you will receive a text message confirming your successful subscription.

EXAMPLE: your unique 8 digit EQ Participant Reference Number 12345678, you were born on 01 January 1968 and you wish to save £450 per month:
CGEMBIB 12345678 01011968 450

Partnership Shares are administered in accordance with the SIP Rules and the SIP Terms and Conditions on which Equiniti intend to rely. For your own benefit, you should read these Terms and Conditions carefully before you begin your application. If you do not understand any point, please refer to either your Plan Booklet or, alternatively, please contact the Equiniti Employee Helpline. Your application must be received by Equiniti no later than 11.59pm on 26 September 2024.

HOW DO I KNOW THAT EQUINITI HAS RECEIVED MY APPLICATION?

If you apply online, a confirmation page will confirm your instruction has been processed. You should keep a copy of this confirmation for your records. If you apply by text, you will receive a text confirming the details. Please review and save this text until you receive your welcome letter in the post.



TAXATION – A BRIEF GUIDE

THE FOLLOWING NOTES ARE FOR GUIDANCE ONLY BASED ON GENERAL PRINCIPLES AS AT AUGUST 2024 AND APPLY TO EMPLOYEES WHO ARE RESIDENT FOR TAX PURPOSES IN THE UNITED KINGDOM. TAX RATES AND LAWS ARE SUBJECT TO CHANGE. PERSONAL CIRCUMSTANCES MAY AFFECT YOUR TAX POSITION AND IF YOU ARE IN ANY DOUBT, YOU SHOULD CONSULT AN INDEPENDENT FINANCIAL ADVISER. YOU ARE ADVISED TO READ ALL SECTIONS.

ACQUISITION OF PARTNERSHIP AND AWARD OF (FREE) MATCHING SHARES

When you acquire your Partnership Shares and when your free Matching Shares are awarded, you will not be subject to any Income Tax or NICs on the amount of your contributions deducted from your gross pay to buy Partnership Shares, or the value of the Matching Shares awarded.

SALE OR WITHDRAWAL OF YOUR PARTNERSHIP OR MATCHING SHARES LESS THAN THREE YEARS AFTER THEY WERE AWARDED

If within three years of the award of your shares:

- you ask the Trustee to sell or to withdraw your Partnership Shares; or
- your Partnership and Matching Shares are withdrawn from the Trust or sold because you cease to be employed by a company within the Michelin Group, other than as a result of one of the special early leaver circumstances listed overleaf, you will be liable to Income Tax and NICs on an amount equal to the market value of your shares on the date they cease to be subject to the Plan.

SALE OR WITHDRAWAL OF YOUR PARTNERSHIP OR MATCHING SHARES, MORE THAN THREE, BUT... LESS THAN FIVE YEARS AFTER THEY WERE AWARDED

If you have held your Partnership and Matching Shares for more than three but less than five years and:

- you ask the Trustee to sell or withdraw your Partnership Shares; or
- your Partnership and Matching Shares are withdrawn from the Trust or sold because you cease to be employed by a company within the Michelin Group, other than as a result of one of the special early leaver circumstances listed overleaf, broadly speaking you will be liable to Income Tax and NICs on the LOWER of the market value of the shares on the date they were awarded and the market value of the shares on the date they ceased to be subject to the Plan (see summary table overleaf).

For example, if your shares were originally awarded at a market value of £24 per share and withdrawn four years later at a market value of £27 per share, you will be liable to Income Tax and NICs only on £24 per share.



TAXATION – A BRIEF GUIDE CONTINUED

SALE OR WITHDRAWAL OF YOUR PARTNERSHIP OR MATCHING SHARES FIVE YEARS OR MORE AFTER THEY WERE AWARDED

You will not be liable for any Income Tax or NICs in respect of the withdrawal or sale of your Partnership or Matching Shares if they have been held in the Trust for more than five years following the date they were awarded.

SPECIAL EARLY LEAVER CIRCUMSTANCES

In certain circumstances (referred to below) there will be no charge to Income Tax or NICs where you cease to be employed by a company within the Michelin Group. These circumstances are cessation of employment as a result of:

- injury or disability
- redundancy
- retirement
- transfer of your employment to a company not within the Michelin Group
- sale of the business or company for which you work out of the Michelin Group
- death

The withdrawal of your shares from the Trust or their sale in the circumstances listed above will not give rise to a charge to Income Tax or NICs.

COLLECTION OF INCOME TAX AND NICs

If required, your employer will deduct any Income Tax due in respect of your Partnership or Matching Shares under the Pay As You Earn (PAYE) system, together with any NICs. This will happen as soon as practicable after your shares cease to be subject to the Plan.

You will be required to meet this liability either by providing a cheque, or by directing the Trustee to sell a sufficient quantity of shares. Any remaining proceeds from the sale of your shares would then be given to you. If you choose to sell all of your Available Shares, your Income Tax and NICs liability will be calculated and deducted by payroll prior to the sale proceeds being issued to you.

CAPITAL GAINS TAX (CGT)

The Trust acts as a shelter from CGT. If shares are held in Trust at the time you decide to sell them, there will be no CGT to pay on them. If you have left employment, the CGT calculation should be based on the value of shares when they cease to be subject to the Plan. Where you sell shares, having previously removed them from the Trust, you may be liable to pay CGT based on the difference between the sale proceeds and the market value of the shares when they were removed from the Trust, assuming you do not hold any other CGEM shares outside the Trust. Where you have acquired CGEM shares outside the Trust (or removed them from the Trust) at different times, there are complex rules which apply to pool (or average) the acquisition costs for those holdings, and we therefore suggest that you obtain suitably qualified professional advice if you hold CGEM shares acquired at other times, and you are not familiar with the rules.

You should bear in mind that you may benefit from your personal annual CGT allowance. It is your responsibility to declare any capital gain to His Majesty's Revenue & Customs ('HMRC') via a self-assessment tax return.

You can find more details on CGT on the HMRC website www.hmrc.gov.uk/cgt/.



TAXATION – A BRIEF GUIDE CONTINUED

TAXATION EVENT(S)

	Award or acquisition of shares	Removal of shares from the Plan			Cessation of employment in special circumstances at any time	Sale of shares by employee
		Less than 3 years after award or acquisition	3 years or more but less than 5 years after award or acquisition	5 years or more after award or acquisition		
PARTNERSHIP SHARES	No Income Tax or NICs Income used to purchase shares not subject to Income Tax or NICs	Income Tax and NICs due on the market value of the shares when they cease to be subject to the Plan	Income Tax and NICs on the lesser of the amount of pre-Income Tax pay used to acquire the shares and the market value of the shares when they cease to be subject to the Plan	No Income Tax or NICs	No Income Tax or NICs	CGT may be due on the sale price less the market value of the shares when they ceased to be subject to the Plan. No CGT if sold directly from the Plan
MATCHING SHARES	No Income Tax or NICs	Income Tax and NICs on the market value of the shares when they cease to be subject to the Plan (can only be withdrawn on ceasing employment)	Income Tax and NICs on the lesser of the market value of the shares on the date they were awarded and the date they cease to be subject to the Plan (can only be withdrawn on ceasing employment)	No Income Tax or NICs	Income Tax or NICs	CGT may be due on the sale price less the market value of the shares when they ceased to be subject to the Plan. No CGT if sold directly from the plan



SOCIAL SECURITY NOTICE

You should have been given information on the effect of deductions from your pay to buy Partnership Shares on entitlement to social security benefits, statutory sick pay and statutory maternity pay. The effect is particularly significant if your earnings are brought below the lower earnings limit for National Insurance purposes and is explained in the information booklet: "Share Incentive Plans and your entitlement to benefits", it is therefore important that you read it. If you have not been given a copy, ask your employer for it. Otherwise, a copy may be obtained from any office of HM Revenue & Customs, the Department for Work and Pensions, or, in Northern Ireland, the Department for Communities. You should take the information you have been given into account in deciding whether to buy Partnership Shares. Alternatively, you can download leaflet IR177 from the HMRC website.

DIVIDENDS

UK TAX ON DIVIDENDS PAID TO YOU IN CASH

Dividends paid to you in cash will not be subject to UK tax if the total of all dividends you receive in the same tax year does not exceed your annual dividend allowance of £500 for tax year 2024/25 (this is calculated based on all dividends from all companies in which you hold shares, not just dividends paid on shares in the Plan). Otherwise, you have to pay Income Tax on the dividends that you receive in excess of this annual allowance. In this case, you will have to report this to HMRC and make arrangements to pay the Income Tax to HMRC yourself. Please refer to this website for details of how to report and pay Income Tax that is due on dividends: <https://www.gov.uk/tax-on-dividends/how-dividends-are-taxed>

FRENCH WITHHOLDING TAX

Separately, dividends will be subject to a "withholding tax" in France at 25% (this is deducted before the dividend is paid to you, and you do not need to take any action to pay this tax). You will receive a credit for French tax withheld on dividends against any UK tax on dividends at the UK-France double tax treaty rate of 15%. It may be possible to reclaim the additional 10% withheld in France from the French tax authorities but you would need to seek your own advice.

AFTER SUBSCRIPTION

WHAT HAPPENS IF THE SHARES ARE OVERSUBSCRIBED?

A total of **7 million** shares are being offered to eligible employees under the BIB'Action 2024 Plan.

Should the number of subscriptions (including the relevant Matching Shares) exceed the number of shares offered, the shares allocated will be reduced in accordance with the scaling down provisions in the SIP Rules. It is expected that this will work as follows:

- From 1 to 39 shares subscribed: requests will be satisfied in full
- Beyond 39 shares subscribed: the shares shall be assigned equally by a tranche of one share, within the limit of the 7 million shares.

This scaling down will occur before the shares are definitively allocated and paid for, and any excess investment will be returned to you.



FAQs

CAN I STOP OR ALTER MY MONTHLY CONTRIBUTIONS?

You may stop making your monthly contributions at any time during the accumulation period. However, if you decide to stop making contributions, please be aware that you can only restart deductions once in the accumulation period. That said, as the accumulation period is only four months long, it is unlikely that, due to the time needed to administer stop and restart requests, employees who stop making contributions will be able to restart. You will need to notify the Company's payroll department of your decision to stop contributions. It will not be possible to alter the amount of your contributions once the accumulation period has started. If you miss any contributions during the accumulation period, either due to stopping or because you do not have sufficient pay in any particular month to meet the required payment, you cannot subsequently make those contributions up.

WHAT HAPPENS TO ANY CASH LEFT IN THE TRUST FUND?

As only whole shares may be acquired with your contributions, it is possible that there may be a small cash amount left over after the Trustee has bought your Partnership Shares (less than the value of one share). Any cash balance remaining from your contributions will be returned to you via payroll, less any Income Tax and NICs due on this amount.

SHAREHOLDER RIGHTS

Although your shares will be held in a Trust, the Trustee will act on your behalf and in accordance with your instructions. You will therefore have similar rights to any other shareholder, including the right to receive the information which is distributed to shareholders (such as the annual report and accounts) and the right to instruct the Trustee on how to vote on your behalf at shareholders' meetings. You will also be entitled to receive any dividends declared by CGEM on your Partnership and Matching Shares. You may be offered the option of reinvesting dividends in new shares or receiving cash. Important information regarding restrictions: Your ability to deal in the shares you acquire under the Plan is subject to all applicable policies of the Michelin Group, including in particular the Corporate dealing code, details of which can be accessed via the internal intranet <https://michelingroup.sharepoint.com/>.

DEALING IN YOUR SHARES, AND LEAVING EMPLOYMENT

If you withdraw or sell your Partnership Shares within five years, you may lose some or all of the Income Tax and NICs benefits. Your Matching Shares are subject to a Holding Period of five years, which means that you are only able to sell your Matching Shares once they have been held by the Trustee for at least five years. If you cease employment, however, it is a requirement that your Partnership Shares and your Matching Shares must be taken out of the Plan.

The Michelin Group will pay all costs associated with the management of the Plan. You will be responsible for the stockbroker's charges associated with the sale or transfer of your shares, which will be automatically deducted from your sale proceeds.



WHAT HAPPENS...



Your investment in shares will follow changes in the CGEM share price, (including as a result of fluctuations in the exchange rate between the euro and the pound) both up and down. This means that it is exposed to the risk of capital loss.



The investment has no capital guarantee.
Given this risk, we recommend that you assess whether you need to diversify your investments.



The tax regulations in your country will have an impact on you at the time of subscription, during the investment and at exit.



... During the 5-year Holding Period?

You can withdraw your Partnership Shares at any time but there may be tax consequences if you do so. You cannot voluntarily withdraw your Matching Shares during the 5-year Holding Period.



... At the end of the 5-year holding period?

Your shares become available. You then have the choice of:

- keeping your shares in the Plan for as long as you wish (providing you are still employed by the company); or
- requesting the sale of your shares in whole or in part.

MORE INFORMATION



The Michelin Group's share price and Universal Registration Document are available on www.michelin.com

More information on employee shareholding is available on www.shareaction.michelin.com



GLOSSARY

Matching contribution

Financial contribution in the form of shares paid by your employer to supplement your investment.

Share

A share represents a fraction of the company's share capital. All the shares issued by a company make up its capital.

Dividend

The portion of a company's net profit distributed to shareholders by decision of the General Shareholders' Meeting.

Capital gain/capital loss

The gain or loss resulting from the sale of a share. The difference between the sale price and the purchase price of a share creates a capital gain or loss depending on whether the sale price is higher or lower than the purchase price.

Holding Period

A five-year period during which the Matching Shares awarded to the employee may not be released.

The matching contribution offered by the Group will help to **limit the impact** of share price and/or exchange rate fluctuations.

As with any company shares, **past performance is no guarantee of future performance.**

BIB' ACTION 2024

In the event of any discrepancy between this Brochure and the Rules of the Compagnie Générale des Etablissements Michelin Share Incentive Plan and the relevant legislation, the Rules and legislation will prevail. This Brochure constitutes the document required by Article 1.4(i) of the UK Prospectus Regulation and Article 1.4(i) of the EU Prospectus Regulation. A copy of the Rules of the Plan can be obtained from the Plan Administrator, Equiniti.

You are advised to read this Brochure carefully and, if you wish, consult an independent financial adviser about your personal position and participation in the Plan. Michelin reserves the right to suspend, terminate or amend the terms of the Plan. You will be notified of any changes to the Plan, which may be relevant to you. Except with your prior consent, no amendments will be made which would adversely affect your existing rights in relation to any Partnership or Matching Shares you own as a result of your participation in the Plan unless such amendments are made to take account of proposed or existing legislation or to reflect changes in the legislation. References to taxation are for guidance only, and set out the general principles expected to apply to an individual who is resident in the United Kingdom for tax purpose and for the purposes of the Convention between the United Kingdom and the French Republic for the avoidance of double taxation dated 19 June 2008, based on tax law and practices applicable at the time of publication of this Brochure. As CGEM Shares are listed in Euros, their value in Pounds Sterling is affected by the Pound : Euro exchange rate.

Michelin periodically publishes information on www.michelin.com and in its Universal Registration Document, which can be downloaded from the same site.

Find all the information concerning employee share ownership on www.shareaction.michelin.com

Subscribers are encouraged to consult these documents, which contain important information about, for example, the company's business, its strategy and objectives, the risk factors inherent in the company and its business, and its financial results.

Due to the sanctions currently imposed by the European Union, this offer is not open to citizens or residents of Russia who do not have a residence permit or nationality from a country of the European Union, the European Economic Area or Switzerland, or to citizens or residents of Belarus who do not have a residence permit or nationality from a country of the European Union.

Compagnie Générale des Établissements Michelin, as data controller, processes personal data in order to manage the international employee share ownership plan.

To find out more about the management of your personal data and to exercise your rights, please refer to SIP Terms and Conditions available at www.esp-portal.com/clients/michelin/cgem

When contacting Equiniti, you can telephone their Employee Helpline on: +44(0) 371 384 2611. Lines are open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales). For deaf and speech impaired customers, we welcome calls via Relay UK. Please see www.relayuk.bt.com for more information. You can also contact Equiniti by using their email service myshareplan@equiniti.com, please provide your Company name in the subject line.

Please contact Equiniti to request this document in an alternative format, for example, braille or audio.