

## COMPENSATION

### 2.3 MANAGEMENT AND SUPERVISORY BOARD COMPENSATION POLICIES FOR 2026

#### 2.3.1 GENERAL PRINCIPLES

The General Partners and the Supervisory Board, based on the recommendation of its Compensation and Appointments Committee, will ask the Ordinary Shareholders Meeting of May 22, 2026 to approve the 2026 compensation policy applicable to (i) the Managers and (ii) the Supervisory Board.

The compensation policy applicable to the corporate officers is prepared and revised in accordance with the relevant laws and regulations.

Article L. 22-10-76-I of the French Commercial Code stipulates that the compensation policy applicable to the corporate officers must be compatible with the Company's corporate interests. It must contribute to the Company's marketing strategy as well as its long-term sustainability. This compensation policy establishes a competitive framework aligned with the Group's strategy and business environment. The policy is designed to increase medium and long-term performance and competitiveness and is therefore in the Group's best corporate interests in accordance with the AFEP/MEDEF Code.

The policy contributes to the Company's marketing strategy by requiring the Group's performance to be factored into the calculation of variable compensation, for the following reasons:

- the Managers' variable compensation (annual, long-term) represents the predominant part of their total compensation; and
- the amount they receive in variable compensation depends on the achievement of objectives related to the Group's main performance indicators, which also apply to the employees of Group companies.

The policy contributes to the Company's sustainability by requiring the Group's performance to be factored into the calculation of variable compensation, for the following reasons:

- for the Managers:
  - the performance indicators applicable to their variable compensation (annual and long-term) focus on sustainability in line with the Group's strategy,
  - under the long-term variable compensation scheme in the form of performance shares, (i) the number of shares received at the end of the vesting period depends on the achievement of performance targets to be met over several years, and (ii) a portion of the vested shares must be kept for as long as they hold the position of Manager;
- for the Managing Chairman, the compensation policy takes into account his position as General Partner with unlimited joint and personal liability for the Company's debts, allocating his annual variable compensation based on the amounts due to the General Partners out of the Company's profits (if any);
- for the members of the Supervisory Board, most of their compensation as Supervisory Board member, and, if applicable, member of one or various Committees of the Board, is based on their attendance rate at Board and Committee meetings, which are scheduled at the start of the year.

In the decision-making process for the determination and revision of the compensation policy, the Company has chosen to take into account the compensation and employment conditions of employees of its main French subsidiary, Manufacture Française des Pneumatiques Michelin ("MFPM" or the "Scope")<sup>(1)</sup>.

(1) The Company has very few employees (fewer than five, none of whom are corporate officers) and their compensation and employment conditions do not therefore represent a relevant benchmark.

For 2026, the same quantitative performance criteria and indicators will apply to the annual and long-term variable compensation of both the Managers and the eligible employees of Group companies.

Conflicts of interest are avoided in the drafting, revision and implementation of the compensation policy due to the involvement of the Supervisory Board and the Compensation and Appointments Committee, whose members are all independent (excluding the member representing employees). The procedures for managing conflicts of interest within the Supervisory Board are described in section 2.2.6.

The General Partners, in the case of the Managers, or the Supervisory Board, in the case of the members of the Supervisory Board, may not depart (within the meaning of the second paragraph of Article L. 22-10-76-III of the French Commercial Code) from the compensation policy.

The 2026 compensation policy is the subject of two proposed resolutions to be presented at the Ordinary Shareholders Meeting to be called to approve the 2025 financial statements:

- the 6<sup>th</sup> resolution concerning the policy applicable to the Managers, presented in section 2.3.2 below;
- the 7<sup>th</sup> resolution concerning the policy applicable to the members of the Supervisory Board, presented in section 2.3.3 below.

## 2.3.2 COMPENSATION POLICY: THE MANAGERS

This section describes the components of the compensation policy for the Managers. These components are presented in a proposed ordinary resolution approved by the General Partners and submitted for shareholder approval at the Ordinary Shareholders Meeting to be called to approve the 2025 financial statements (6<sup>th</sup> resolution).

Due to the expiry of the Managers' terms of office and the transition announced on January 12, 2026, the Managers' 2026 compensation policy will apply:

- to Florent Menegaux throughout 2026;

- to Yves Chapot between January 1 and May 22, 2026, the date of the next Annual Shareholders Meeting (assuming that he will step down from his position on May 31, 2026);
- to Philippe Jacquin between May 22, 2026 and December 31, 2026, subject to shareholder approval of his appointment (assuming that he will take up his position on June 1, 2026).

### 2.3.2.1 Principles for determining compensation

The compensation of the Managing Chairman and General Partner is decided by the General Partners and is the subject of a deliberation by the Supervisory Board. Then:

- the annual variable component is deducted from the General Partners' Profit Share, as explained in section 2.3.2.3 below;
- the long-term variable component is awarded in the form of performance shares;
- the fixed component is paid by a subsidiary of the Company in exchange for his services as Chairman of that company.

The fixed and variable annual compensation of the General Managers and their long-term variable compensation (performance shares) are decided by the General Partners and are the subject of decisions by the Supervisory Board.

The Compensation and Appointments Committee also reviews all amounts and benefits due, awarded or to be awarded to the Managers for the previous year by Group companies. As part of the review, the Committee particularly verifies that the amounts paid or awarded to the Managers are appropriate and consistent in terms of (i) the Group's performance and (ii) industry and market practice.

### 2.3.2.2 Fixed compensation

#### Florent Menegaux

The Compensation and Appointments Committee noted that:

- the fixed compensation defined in the approved 2025 compensation policy for Florent Menegaux was determined at the start of his second term in 2022 and remained unchanged throughout this term;
- this level of fixed compensation remains below the median fixed compensation of the top corporate officers of the main French listed groups<sup>(1)</sup>.

The Committee also recognized senior management's performance in rolling out the Group's strategy in a complex and fast-changing geopolitical situation.

The Committee therefore considered that it was justified and appropriate to adjust his fixed compensation from 2026, the first year of his new term of office.

However, given the current economic environment and, in particular, the 2026 policy of wage restraint applied to employees in the reference group<sup>(2)</sup>, Florent Menegaux asked the Committee not to increase his fixed compensation in 2026.

The Committee took note of his request and proposed maintaining his fixed compensation for 2026 at the 2022 level of €1,100,000.00.

#### Yves Chapot

The fixed compensation defined in the approved 2025 compensation policy for Yves Chapot was determined at the start of his second term of office in 2022 and remained unchanged throughout this term. The Committee proposed maintaining his fixed compensation for 2026 at the 2022 level of €770,000.00.

Yves Chapot has stated that he intends to stand down from his position as General Manager when his term expires at the end of the Ordinary Shareholders Meeting of May 22, 2026. His fixed compensation will be prorated over the period served (i.e., up to May 31, 2026).

#### Philippe Jacquin

The Compensation and Appointments Committee examined Philippe Jacquin's proposed compensation package in his capacity as General Manager, subject to his election at the Ordinary Shareholders Meeting of May 22, 2026.

In determining his fixed compensation, the Committee considered the following factors in particular:

- his appointment as General Manager;
- the compensation paid to the main members of the Executive Committee.

In conclusion, subject to his appointment as General Manager by the Annual Shareholders Meeting of May 22, 2026, Philippe Jacquin's annual fixed compensation has been set at €500,000.00. For 2026, this amount will be prorated over the period served during the year, i.e. from June 1, 2026, such that the fixed compensation received by him in 2026 will amount to €291,667.00.

### 2.3.2.3 Annual and long-term variable compensation

#### Shared principles

To align Managers' interests more closely with the Company's performance and encourage them to act with its long-term interests in mind, their variable compensation includes an annual portion and a long-term portion, both of which are subject to performance conditions.

This structure means that the Managers' variable compensation fluctuates partly in line with net income for the

year and partly on the basis of several additional performance conditions related to factors that are essential for the deployment of Michelin's strategy to deliver sustainable growth.

The level and terms of the Managers' compensation take into account the positions of Managing Chairman and Managing General Partner, as well as the difference in status between a Managing General Partner and a General Manager.

(1) Based on an analysis of the compensation paid to equivalent categories of senior executives in CAC40 companies, using several convergent studies carried out by leading firms of specialized consultants.

(2) The reference group corresponds to all MFPM employees (see section 2.3.1 of this report).

## Annual variable compensation

### Florent Menegaux, Managing Chairman and General Partner

In light of the General Partners' unlimited joint and personal liability for the Company's debts, the General Partners are entitled to a share of annual profit (the "Profit Share") determined on the basis defined in the Company's Bylaws. This means that their interests are fully aligned with those of the shareholders, as they are paid Profit Shares only if the Company makes a profit<sup>(1)</sup>.

#### Allocation method

The Profit Share is defined in Articles 12 and 30 of the Company's Bylaws, which state that:

- the portion of the Profit Share attributable to the Managing General Partner(s) is determined by reference to the objectives set in advance by the Supervisory Board;
- the portion attributable to the Non-Managing General Partner is equal to the portion attributable to the Managing General Partner(s) in respect of his or her annual variable compensation or in any other form whatsoever (including in performance shares).

In all cases, the total Profit Share due to the General Partners is capped at 0.6% of consolidated net income for the year.

#### Calculation method

- At the beginning of each year, the Managers propose to the Compensation and Appointments Committee performance criteria and objectives that are consistent with the guidance and information communicated to the market;
- The Compensation and Appointments Committee analyses the Managers' proposals, taking into account:
  - AFEP/MEDEF Code recommendation No. 25 concerning the calculation principles and content of compensation packages,
  - the practices of the CAC 40 companies and appropriate benchmarks,
  - the compensation and employment conditions of Michelin employees,
  - the intrinsic variability of the Company's profits,
  - projected future profits, and
  - the unusual nature of General Partner status;
- The Compensation and Appointments Committee shares its conclusions with the Non-Managing General Partner (SAGES) and presents its recommendations to the Supervisory Board;
- The Supervisory Board discusses the recommendations of the Compensation and Appointments Committee and decides on the performance criteria and objectives for the current year.

- The General Partners then meet to set the compensation policy for the Managers for the current year and to formalize, subject to adoption by the Ordinary Shareholders Meeting of the corresponding resolutions (i) for the Managing General Partner, by way of an agreement between the General Partners, the portion of the earnings for the current year that may be allocated to the Managing General Partner as annual variable compensation within the limits set by the Bylaws, and (ii) for the General Manager, by way of a decision of the General Partners, the annual compensation components concerning him; said agreement and decision taking into account and integrating the performance criteria and annual variable compensation objectives set by the Supervisory Board, after consultation and deliberation by the latter;
- The Managing Chairman, after confirming the Non-Managing General Partner's approval, submits the corresponding draft resolutions to the Ordinary Shareholders Meeting under the conditions set out in the applicable regulations.

At each year-end, the Compensation and Appointments Committee reviews the results for the applicable objectives and presents its recommendations to the Supervisory Board.

The Supervisory Board confirms the Compensation and Appointments Committee's performance assessment and shares this assessment with the Non-Managing General Partner.

The General Partners approve the components of the annual and long-term variable compensation to be paid or delivered to the Managing Chairman and General Partner based on the Supervisory Board's assessment of the achievement rate for the performance objectives and criteria.

#### Annual variable compensation structure

Florent Menegaux's annual variable compensation would be deducted in full from his share of the annual profit attributable to the General Partners (the Profit Share) and would comprise:

- A first component<sup>(2)</sup> in recognition of his financial and legal liability as General Partner, entitling him to an amount:
  - equal to 4% of the Profit Share calculation base (equal to 0.6% of consolidated net income),
  - capped at 150% of the total amount obtained in respect of the performance criteria and objectives that determine the second component (new cap introduced in the 2025 compensation policy);
- A second component calculated as a percentage of his annual fixed compensation and determined by the results of the performance criteria and objectives decided by the Supervisory Board.

(1) Substantially all of the Profit Share received by SAGES, Non-Managing General Partner, is credited to the contingency reserve set up in application of its Bylaws.

(2) The calculation of the net income criterion is adapted to take account of Florent Menegaux's liability as General Partner.

The 2026 compensation policy's criteria and objectives also apply to the General Manager and to all Group employees who are eligible to participate in the bonus scheme. They are presented in the table below, which also shows threshold, target and ceiling values. The 2025 compensation policy criteria have been rolled over to 2026 with the following changes:

- creation of a new Strategy criterion, measuring growth in Segment Operating Income (SOI) for the Polymer Composite Solutions business, which forms the new reporting segment of the same name, with a weighting of 5%;
- corresponding adjustments to the weighting of the other criteria:
  - weighting of the general criterion relating to the Group's transformation deployment strategy reduced from 10% to 7%,
  - weighting of the CO<sub>2</sub> emissions criterion reduced from 10% to 8%, considering the Group's maturity.

	Criterion	Objective	Measurement method <sup>(1)</sup>	Min.	Target	Max.	
<b>Quantitative criterion and objective related to the position of General Partner/1st component</b>	Net income	Profit	As a % of the Profit Share	N/A	N/A	N/A	
			Value of the indicator ( <i>Profit Share calculation base</i> )	4%	4%	4% <sup>(2)</sup>	
<b>Quantitative criteria and objectives/2nd component</b>	2026 segment operating income (SOI) ( <i>like-for-like vs. 2025</i> )	Profit	As a % of fixed compensation	0%	25%	37.5%	
			Value of the indicator	€2,720m	€3,300m	€3,400m	
<i>(50% of the target fixed compensation)</i>	Growth in free cash flow before acquisitions	Profit	As a % of fixed compensation	0%	25%	37.5%	
			Value of the indicator	€1,600m	€1,800m	€2,100m	
<b>Total quantitative/2nd component</b>				0%	50%	75%	
<b>Quantifiable qualitative criteria and objectives/2nd component</b>	Strategy: transformation deployment	Profit	Board assessment based on implementation of the Balanced Score Card				
			As a % of fixed compensation	0%	7%	10.5%	
			Value of the indicator	N/A	N/A	N/A	
	Strategy: growth in Polymer Composite Solutions segment operating income ( <i>like-for-like vs. 2025</i> )	Profit	As a % of fixed compensation	0%	5%	7.5%	
			Value of the indicator	€186m	€195m	€204m	
			Total Recordable Injury Rate (TRIR)	As a % of fixed compensation	0%	5%	7.5%
	<i>(30% of the target fixed compensation)</i>	Percentage of Group management positions held by women	People	As a % of fixed compensation	0%	5%	7.5%
				Value of the indicator	27.0%	27.5%	28.0%
CO <sub>2</sub> emissions ( <i>Scopes 1 and 2</i> )	Planet	As a % of fixed compensation	0%	8%	12%		
		Value of the indicator	1.640 mt	1.600 mt	1.550 mt		
<b>Total quantifiable qualitative/2nd component</b>				0%	30%	45%	
<b>Total quantifiable qualitative/2nd component (i.e., excluding net income criterion)</b>				<b>0%</b>	<b>80%</b>	<b>120%</b>	
<b>TOTAL VARIABLE AS % OF FIXED COMPENSATION/1ST AND 2ND COMPONENTS</b>				<b>0%</b>	<b>N/A</b>	<b>150%</b>	
<b>MAXIMUM TOTAL VARIABLE (IN €)</b>				<b>1,650,000<sup>(3)</sup></b>			

(1) For each criterion of the second component, a threshold rate, target rate and capped outperformance rate are defined; for performance between the threshold rate and the target rate, or between the target rate and the outperformance rate, the variable compensation is calculated on a straight-line basis.

(2) The amount awarded in respect of the first component will be capped at 150% of the total amount obtained in respect of the performance criteria and objectives for the second component.

(3) The entire variable annual compensation would be deducted from the Profit Share.

**Yves Chapot, General Manager**

**Calculation method**

The performance criteria and objectives applicable to the General Manager would be determined and assessed in the same way as for the Managing Chairman, except for the specific features linked to the status of General Partner. The compensation paid will be prorated over the period served in 2026 (i.e. up to May 31, 2026).

**Annual variable compensation structure**

The 2026 compensation policy's criteria and objectives are presented in the table below, which also shows threshold, target and ceiling values. As for the Managing Chairman, the

2025 compensation policy criteria have been rolled over to 2026, with the following changes:

- creation of a new Strategy criterion, measuring growth in Segment Operating Income (SOI) for the Polymer Composite Solutions business, which forms the new reporting segment of the same name, with a weighting of 5%;
- corresponding adjustments to the weighting of the other criteria:
  - weighting of the general criterion relating to the Group's transformation deployment strategy reduced from 10% to 7%,
  - weighting of the CO<sub>2</sub> emissions criterion reduced from 10% to 8%, considering the Group's maturity.

	Criterion	Objective	Measurement method <sup>(1)</sup>	Min.	Target	Max.
<b>Quantitative criteria and objectives</b> <i>(70% of the target fixed compensation)</i>	Net income	Profit	As a % of fixed compensation	0%	20%	30%
			Value of the indicator	€1,500m	€1,700m	€1,900m
	2026 segment operating income (SOI) <i>(like-for-like vs. 2025)</i>	Profit	As a % of fixed compensation	0%	25%	37.5%
			Value of the indicator	€2,720m	€3,300m	€3,400m
	Growth in free cash flow before acquisitions	Profit	As a % of fixed compensation	0%	25%	37.5%
			Value of the indicator	€1,600m	€1,800m	€2,100m
<b>TOTAL QUANTITATIVE</b>				<b>0%</b>	<b>70%</b>	<b>105%</b>
<b>Quantifiable qualitative criteria and objectives</b> <i>(30% of the target fixed compensation)</i>	Strategy: transformation deployment	Profit	Board assessment based on implementation of the Balanced Score Card			
			As a % of fixed compensation	0%	7%	10.5%
			Value of the indicator	N/A	N/A	N/A
	Strategy: growth in Polymer Composite Solutions segment operating income <i>(like-for-like vs. 2025)</i>	Profit	As a % of fixed compensation	0%	5%	7.5%
			Value of the indicator	€186m	€195m	€204m
	Total Recordable Injury Rate (TRIR)	People	As a % of fixed compensation	0%	5%	7.5%
			Value of the indicator	4.5	4.3	4.2
	Percentage of Group management positions held by women	People	As a % of fixed compensation	0%	5%	7.5%
			Value of the indicator	27.0%	27.5%	28.0%
	CO <sub>2</sub> emissions <i>(Scopes 1 and 2)</i>	Planet	As a % of fixed compensation	0%	8%	12%
			Value of the indicator	1.640 mt	1.600 mt	1.550 mt
	<b>TOTAL QUANTIFIABLE QUALITATIVE</b>				<b>0%</b>	<b>30%</b>
<b>Total quantitative and qualitative excluding net income criteria</b>				<b>0%</b>	<b>80%</b>	<b>120%</b>
<b>TOTAL VARIABLE AS A % OF FIXED COMPENSATION</b>				<b>0%</b>	<b>100%</b>	<b>150%</b>
<b>MAXIMUM TOTAL VARIABLE (IN €)<sup>(2)</sup></b>				<b>1,155,000</b>		

(1) For each criterion, a threshold rate, target rate and capped outperformance rate are defined; for performance between the threshold rate and the target rate, or between the target rate and the outperformance rate, the variable compensation is calculated on a straight-line basis.

(2) On an annual basis.

## Philippe Jacquin, General Manager

### Calculation method

The performance criteria and objectives applicable to the General Manager would be determined and assessed in the same way as for the Managing Chairman, except for the specific features linked to the status of General Partner.

Subject to the election of Philippe Jacquin as General Manager by the Annual Shareholders Meeting of May 22, 2026, the total amount resulting from the achievement of targets will be prorated over the period served during the year, i.e. from June 1, 2026.

### Annual variable compensation structure

The 2026 compensation policy's criteria and objectives are presented in the table below, which also shows threshold, target and ceiling values.

The 2025 compensation policy criteria applicable to Yves Chapot, General Manager, have been rolled over to 2026 for the two General Managers, with the following changes:

- creation of a new Strategy criterion, measuring growth in Segment Operating Income (SOI) for the Polymer Composite Solutions business, which forms the new reporting segment of the same name, with a weighting of 5%;
- corresponding adjustments to the weighting of the other criteria:
  - weighting of the general criterion relating to the Group's transformation deployment strategy reduced from 10% to 7%,
  - weighting of the CO<sub>2</sub> emissions criterion reduced from 10% to 8%, considering the Group's maturity.

	Criterion	Objective	Measurement method <sup>(1)</sup>	Min.	Target	Max.
<b>Quantitative criteria and objectives</b> <i>(70% of the target fixed compensation)</i>	Net income	Profit	As a % of fixed compensation	0%	20%	30%
			Value of the indicator	€1,500m	€1,700m	€1,900m
	2026 segment operating income (SOI) <i>(like-for-like vs. 2025)</i>	Profit	As a % of fixed compensation	0%	25%	37.5%
			Value of the indicator	€2,720m	€3,300m	€3,400m
	Growth in free cash flow before acquisitions	Profit	As a % of fixed compensation	0%	25%	37.5%
			Value of the indicator	€1,600m	€1,800m	€2,100m
<b>TOTAL QUANTITATIVE</b>				<b>0%</b>	<b>70%</b>	<b>105%</b>
<b>Quantifiable qualitative criteria and objectives</b> <i>(30% of the target fixed compensation)</i>	Strategy: transformation deployment	Profit	Board assessment based on implementation of the Balanced Score Card			
			As a % of fixed compensation	0%	7%	10.5%
			Value of the indicator	N/A	N/A	N/A
	Strategy: growth in Polymer Composite Solutions segment operating income <i>(like-for-like vs. 2025)</i>	Profit	As a % of fixed compensation	0%	5%	7.5%
			Value of the indicator	€186m	€195m	€204m
	Total Recordable Injury Rate (TRIR)	People	As a % of fixed compensation	0%	5%	7.5%
			Value of the indicator	4.5	4.3	4.2
	Percentage of Group management positions held by women	People	As a % of fixed compensation	0%	5%	7.5%
			Value of the indicator	27.0%	27.5%	28.0%
	CO <sub>2</sub> emissions <i>(Scopes 1 and 2)</i>	Planet	As a % of fixed compensation	0%	8%	12%
Value of the indicator			1,640 mt	1,600 mt	1,550 mt	
<b>TOTAL QUANTIFIABLE QUALITATIVE</b>				<b>0%</b>	<b>30%</b>	<b>45%</b>
<b>Total quantitative and qualitative excluding net income criteria</b>				<b>0%</b>	<b>80%</b>	<b>120%</b>
<b>TOTAL VARIABLE AS A % OF FIXED COMPENSATION</b>				<b>0%</b>	<b>100%</b>	<b>150%</b>
<b>MAXIMUM TOTAL VARIABLE (IN €)<sup>(2)</sup></b>				<b>750,000</b>		

(1) For each criterion, a threshold rate, target rate and capped outperformance rate are defined; for performance between the threshold rate and the target rate, or between the target rate and the outperformance rate, the variable compensation is calculated on a straight-line basis.

(2) On an annual basis.

### Long-term variable compensation: performance share rights

In order to align the Managers' medium/long-term objectives with the objectives assigned to performance share plans for eligible Group employees, this compensation is paid in the form of Michelin performance share rights.

The conditions, criteria and objectives applicable to the 2026 performance share grants are aligned with the terms of the authorization given in the extraordinary resolution of the Annual Shareholders Meeting of May 22, 2026<sup>(1)</sup>.

Within the framework of this authorization and on the recommendation of the Compensation and Appointments Committee, the Supervisory Board decided to roll over the 2025 compensation policy indicators to 2026, with the following changes:

- adaptation of the stock market criterion, with the Total Shareholder Return (TSR) indicator used in place of Michelin share price performance alone;
- trends in operating performance indicators, with two indicators covering tire and non-tire activities respectively:
  - growth in Polymer Composite Solutions revenue (reporting segment of the same name), and
  - growth in Tires and Services revenue (Consumer, Road Transportation and Specialty reporting segments);
- compensating adjustments of the CSR performance weighting and the operating performance weighting.

The main specific characteristics of the performance share rights that may be awarded to the Managers in 2026 are unchanged from those in the approved 2025 compensation policy:

- the awards are decided annually by the Managing Chairman on the proposal of the General Partners, after the performance conditions and criteria have been determined by the Supervisory Board;

- the total performance shares awarded to the Managers during the period of validity of the proposed extraordinary resolution of the Annual Shareholders Meeting of May 22, 2026 will be capped at 0.1% of the Company's share capital on the date of the Shareholders Meeting at which the resolution is adopted;
- in addition, for the Managing Chairman, the number of performance shares to be granted in 2026 would be limited to an amount equivalent to 140% of his 2026<sup>(2)</sup> fixed compensation and, for the General Manager in office on the day of allocation, to an amount equivalent to 120% of his 2026<sup>(4)</sup> fixed annual compensation; these levels correspond to the median rates for their counterparts in CAC 40 companies<sup>(3)</sup>;
- the Managers will be required to keep 40% of the vested shares for as long as they remain in office and will be banned from hedging the equity risk on the performance shares before the end of this lock-up period;
- concerning the Managing Chairman and General Partner, the vested performance shares would be delivered to him only if the Profit Share was distributed in respect of the year preceding the one in which the shares were issued;
- if a Manager ceases to hold this position:
  - following his resignation or removal from office due to mismanagement, all the performance share rights would be forfeited,
  - for any other reason, such as the expiration of his term before the end of the vesting period, he would retain a number of performance share rights initially awarded to him prorated over the time served in office during the vesting period, and the reference three-year period would continue to run, during and beyond the end of his term<sup>(4)</sup>.

(1) See detailed description of the authorization and the applicable criteria and indicators in section 7.1 of the 2025 Universal Registration Document.

(2) Calculated on the basis of the average opening price of the Michelin share over the 20 trading days preceding the grant date, less a discount equal to the value of dividends not received during the vesting period.

(3) Based on the Compensation and Appointments Committee's 2022 analysis of the convergent results of several studies carried out by leading compensation consultants.

(4) In the event of disability or death, the total number of rights would be awarded and the reference period would not apply.

The performance metrics and targets are as follows:

Criteria	Objective	Indicator	Weighting
Relative change in Total Shareholder Return (TSR)	Stock performance	Michelin TSR must outperform the Stoxx Europe 600 Net Return by between 0 points (threshold) and 5 points (target) over the period 2025 to 2028 <sup>(1)</sup>	20%
Corporate social responsibility performance	Planet	The improvement in tire rolling resistance (RR) <sup>(2)</sup> must be within the range of 8% (threshold) and 9% (ceiling) in 2028 versus the 2020 baseline.	10%
	Planet	The Renewable and Recycled Materials Rate (RRMR) <sup>(2)</sup> must be within the range of 34% (threshold) and 37% (ceiling) in 2028.	10%
	People	Change in average employee engagement rate to range between 83.0 points (threshold) and 85.0 points (ceiling) on a like-for-like consolidated basis over a three-year period <sup>(2)</sup>	10%
Operating performance	Profit	Average annual growth in revenue from Polymer Composite Solutions (segment of the same name) activities <sup>(3)</sup> to range between 3% (threshold) and 5% (ceiling) between 2026/2025, 2027/2026 and 2028/2027	15%
	Profit	Average annual growth in Tire and Services revenue (Consumer, Road Transportation, Specialty reporting segments) <sup>(4)</sup> to range from 1% (threshold) to 2.5% (target) between 2026/2025, 2027/2026 and 2028/2027.	15%
	Profit	Total consolidated return on capital employed (ROCE) <sup>(5)</sup> to range between 10% (threshold) and 12% (ceiling) in 2028	20%

(1) (i) annual average of the daily closing prices for the year preceding the three-year period under review, including dividends paid in that year, and (ii) annual average of the daily closing prices for the last year of the three-year period under review, including dividends paid each year during the period (closing prices quoted on Euronext Paris for Michelin shares, and closing prices quoted for the Stoxx Europe 600 Net Return index).

(2) See the presentations of these indicators in the 2025 Universal Registration Document, in sections 4.6.4.1 for renewable materials, 4.2.1.2 and 4.2.2.3 for rolling resistance, and 4.8.1 and 4.8.2 for the employee engagement rate. Based on reported annual figures, including acquisitions as from the fourth year of inclusion in the Group's consolidated financial statements.

(3) In € millions, at constant exchange rates and based on a comparable scope of consolidation.

(4) In € millions, at constant exchange rates and based on a comparable scope of consolidation, excluding the raw materials effect.

(5) Including acquisitions and related goodwill, and associates & joint ventures.

Performance in relation to the TSR criterion is assessed between a threshold and a target as follows:

- TSR below the threshold: no performance shares will vest;
- TSR between the threshold and the target: number of vested shares calculated on a straight-line basis between 0 and 100% of the total grant;
- TSR equal to or greater than the target: 100% of the performance shares will vest.

For all other indicators, the number of vested performance shares is determined between a threshold and a target as follows:

- Performance below the threshold: no performance shares will vest;
- Performance in line with the threshold: 30% of the performance shares will vest;
- Performance between the threshold and the target: number of vested shares calculated on a straight-line basis between 30% and 100% of the total grant;
- TSR equal to or greater than the target: 100% of the performance shares will vest.

#### 2.3.2.4 Fringe benefits and directors' compensation

Each Manager has a fringe benefit in the form of a Company car.

They do not receive any compensation for serving on the Board of the Company or any Group subsidiaries.

As corporate officers of the Company or MFPM, Florent Menegaux, Yves Chapot and Philippe Jacquin are covered by health and death/disability insurance plans in the same way as the employees of the Company or MFPM.

#### 2.3.2.5 Stock options

No stock options are granted to the Managers by the Company or any Group subsidiaries.

### 2.3.2.6 Pension plans

There is no specific supplementary pension plan set up for the Managers or the Chair of the Supervisory Board.

Florent Menegaux, in his capacity as Chairman of MFPM, and Yves Chapot, in his capacity as General Manager of CGEM, participate in the Michelin Executive Supplementary Pension Plan described in sections 2.4.3.5 and 2.4.4.5 of this 2025 Universal Registration Document.

In accordance with Government Order No. 2019-697 dated July 3, 2019, this plan has been closed to new members since July 4, 2019 and the vesting period was frozen at December 31, 2019.

Under the plan rules, the vested rights of Florent Menegaux and Yves Chapot entitle them to capped pension benefits corresponding to a 15% replacement rate.

If a Manager did not participate or was no longer able to participate in the Michelin Executive Supplementary Pension Plan, he could be given the opportunity to either (i) participate in a new defined contribution plan, or (ii) build up a pension fund by receiving an initial seed capital award, in cash or shares, and annual payments.

As Philippe Jacquin is not covered by the Michelin Executive Supplementary Pension Plan, alternative arrangements will

be made for him. These alternative arrangements will consist of maintaining his participation in the optional defined contribution pension plan (governed by Article 82 of the French General Tax Code) already in place within the Group for members of the Michelin Group Executive Committee, including Philippe Jacquin.

Under this plan, the Company pays a contribution to an insurance company equal to 20% of the portion of the gross annual compensation (fixed and variable) received by the plan participant in the contribution year and that falls between 12 and 24 times the social security ceiling. The Company's contributions to the plan do not qualify for any special treatment under French payroll tax or income tax rules and Philippe Jacquin therefore receives a flat allowance equal to the contribution paid on his behalf to the insurer. This flat allowance is paid at the same time as the contribution to the insurer. The amounts of the contribution and the flat allowance are performance-related, insofar as the calculation base includes Philippe Jacquin's variable compensation, which is linked to the Group's results.

The Managers participate in the PERO mandatory pension plan in the same way as all employees of CGEM and MFPM.

### 2.3.2.7 Compensation for loss of office

In accordance with Article 13-2 of the Bylaws, if a Manager were to be removed from office before the end of his term as a result of a change of strategy or a change of control of the Company, provided such removal was not due to gross misconduct, he would be entitled to compensation for loss of office to be decided by the Non-Managing General Partner, SAGES, subject to the prior approval of the Supervisory Board. The amount of any such compensation would not exceed the equivalent of the Manager's total compensation for the two years preceding the year of his removal from office.

By decision of the Supervisory Board, it would be based on the performance criteria used to determine his annual

variable compensation and would be calculated using the following formula:

[Total compensation paid over the two years preceding the loss of office] x [the average (in %) of the achievement rates for the annual variable compensation for the three years preceding the loss of office.]

The compensation for loss of office would be reduced, if applicable, so that any other severance payments due to a Manager would not result in his receiving an aggregate severance package in excess of two years' compensation, as recommended in the AFEP/MEDEF Code.

### 2.3.2.8 Non-compete clause

In the same way as Michelin employees who have specific expertise that needs to be protected to prevent its use by a competitor in a manner that is detrimental to the Company's interests, each Manager is subject to a non-compete clause.

If the Company decided to apply this non-compete clause for a period of up to two years, in line with the conditions described in section 2.6.1.12 of the 2025 Universal Registration Document:

- Florent Menegaux, Managing General Partner and Managing Chairman, would be entitled to a non-compete

indemnity of up to 24 months' compensation based on his most recent annual fixed compensation as Manager;

- Yves Chapot and Philippe Jacquin, General Managers, would be entitled to a non-compete indemnity of up to 24 months' compensation, based on the most recent compensation provided for in their suspended employment contract covering the position held prior to their appointment as Managers.

In accordance with Article R. 22-10-40-III of the French Commercial Code, the above compensation would not be payable if Florent Menegaux or Yves Chapot retired on leaving the Group. In any event, no compensation would be paid beyond the age of 65.

In accordance with the AFEP/MEDEF Code:

- the Company may waive application of this clause;

- if compensation for loss of office were to be awarded as provided for above (see "Compensation for loss of office" above), the non-compete indemnity would be reduced or withheld entirely, if necessary, so that the Manager's aggregate severance package, including the non-compete indemnity referred to above, would not exceed the equivalent of the aggregate of his last two years' compensation.

### 2.3.2.9 Exceptional compensation

There are no plans to award any exceptional compensation to either of the Managers.

### 2.3.2.10 Employment contract

Due to his status and specific responsibilities, under the applicable compensation policy the Managing General Partner ceases to be covered by any employment contract that may have existed between him and a Group company. This rule applies even if he has acquired considerable seniority with the Group.

Consequently, Florent Menegaux no longer has an employment contract with the Company or any of its subsidiaries since he became Managing General Partner of the Company.

In addition, the mandates of Yves Chapot and Philippe Jacquin as General Managers justify suspending their pre-existing employment contract with a Michelin group company for the following reasons<sup>(1)</sup>:

- a General Manager is not the most senior executive officer (Manager); he reports to the Managing Chairman who,

according to the Company's Bylaws, defines the Managers' areas of responsibility and any restrictions on their powers, as well as setting their annual objectives;

- the position of General Manager is therefore similar to that of a Chief Operating Officer or a member of the Management Board of a joint stock corporation. The AFEP/MEDEF Code does not recommend terminating these executives' employment contracts;
- if a General Manager were to cease to be a Manager, any compensation for loss of office or non-compete indemnity due to him would be reduced or canceled if necessary so that the total amount payable - including the termination benefit in respect of his suspended employment contract - would not exceed his final two years' total compensation.

### 2.3.2.11 Proposed resolution on the compensation policy for the Managers

At the Ordinary Shareholders Meeting called to approve the 2025 financial statements, shareholders will be asked to approve the following resolution:

#### **6<sup>TH</sup> 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 drawn up by the General Partners, as presented in the Corporate Governance Report set out in sections 2.3.1 and 2.3.2 of the Company's 2025 Universal Registration Document.

## 2.3.3 COMPENSATION POLICY: MEMBERS OF THE SUPERVISORY BOARD

This section describes the components of the compensation policy applicable to the members of the Supervisory Board. These components are presented in a proposed resolution approved by the General Partners that will be submitted for shareholder approval at the Ordinary Shareholders Meeting called to approve the 2025 financial statements (7<sup>th</sup> resolution).

An annual fixed amount of compensation may be awarded to the Supervisory Board and allocated among its members and the Chair on a basis decided by the Board in accordance with the compensation policy.

The compensation components were determined by the Supervisory Board on the recommendation of its Compensation and Appointments Committee.

(1) This exception to the full application of the AFEP/MEDEF Code's recommendations is mentioned in the table in section 2.2.8 prepared in accordance with the "comply or explain" rule.

### 2.3.3.1 Chair of the Supervisory Board

Under French law, the Supervisory Board is responsible for exercising permanent control over the management of the business; however, the Company's Bylaws have significantly expanded the Board's role and responsibilities to include:

- assessing the quality of management;
- playing an important role in succession planning and the appointment of the Managers;
- assessing certain major transactions such as business acquisitions.

The role of the Chair of the Supervisory Board, elected by the Board members, is to:

- manage, coordinate and lead the work of the Board, especially the activities listed in the Bylaws;
- actively participate in the Company's governance, playing a major role and devoting most of her or his time to this, in particular:
  - through continuous contact and regular meetings with the Managers, as well as with the Non-Managing

General Partner (SAGES) and its representatives, to ensure seamless governance,

- by regularly proposing and implementing better interactions, drawing on her or his experience and with the proposals resulting from periodic assessments of Supervisory Board practices,
- by talking directly to investors about the characteristics of Michelin's governance during governance roadshows.

On the recommendation of the Compensation and Appointments Committee, the Supervisory Board decided (with the Chair abstaining) to roll over the 2025 compensation policy<sup>(1)</sup> for the Chair of the Supervisory Board and to set the fixed annual compensation of Barbara Dalibard as Chair of the Supervisory Board at €400,000, breaking down as compensation for her duties as Chair (€350,000<sup>(2)</sup>) and her compensation as a member of the Board (see section 2.3.3.2 below).

### 2.3.3.2 Supervisory Board members

Board members spend a growing amount of time performing their legal and statutory duties. This increased commitment is reflected in their active involvement in the work of the Board committees, as well as in their participation in a challenging continuous training program.

In order to guarantee the sustainability of the current demanding, engaged and high-quality corporate governance system, the Compensation and Appointments Committee conducted a detailed analysis of the current context and the conditions under which Supervisory Board members perform their duties. This analysis highlighted a number of structural elements justifying a change in their compensation.

The Board committees (Audit, CSR, Compensation and Appointments) play, now more than ever before, a decisive role in ensuring that the governance system functions efficiently and that strategic decisions are properly prepared. In the current increasingly complex economic, regulatory and technological environment, they have to dig much deeper into the issues falling within their remit and this requires a significant investment of time and effort.

In addition, the scope of the committees' work has expanded to include technical and emerging issues such as cyber risk management, climate change analysis, overall compliance and non-financial performance monitoring.

To further strengthen the Board's involvement in overseeing the execution of the Group's strategy, from 2026 the Audit Committee will examine key M&A projects in advance of the review by the full Board.

These changes in the Committees' activities call for a high level of expertise and additional commitment, which needs to be appropriately reflected in the compensation policy.

It has become clear that the quality of the Supervisory Board's work depends on its members acquiring and maintaining knowledge and expertise in technical and emerging issues, and keeping abreast of developments affecting the industry and the geopolitical environment. This duty of training, which has become structural, requires a sustained personal investment on the part of the Board's members.

As in previous years, the findings of the latest external assessment of the Board's practices, corroborated by the independent members' observations reported by the Senior Independent Member, attest to the Board members' availability – reflected in their high attendance rates – and rigorous preparation. Their involvement in analyzing complex strategic issues and addressing wide ranging topics illustrate the quality and consistency of their commitment to the Company and its shareholders. This justifies a level of compensation that is commensurate with the high standards required.

(1) The 2025 compensation policy is presented on page 116 of the 2024 Universal Registration Document; it was approved by the Annual Shareholders Meeting of May 16, 2025 (7<sup>th</sup> resolution, adopted by a 99.85% majority of the votes cast).

(2) This compensation amount has been set for the entire duration of Barbara Dalibard's duties as Chair of the Supervisory Board.

Furthermore, the independence expected of Board members – implying a strict limit on the number of directorships they may hold and the absence of conflicts of interest – requires them to be adequately remunerated.

At a time when other CAC 40 companies and major international groups are also strengthening their corporate governance systems, it is essential for the Company to maintain its appeal in order to attract and retain Board members with recognized skills and high-level international experience.

The Board considers that the changes presented will help to preserve the independence of its members, ensure that its governance is aligned with best market practices, and sustainably guarantee the effectiveness over the long term of its work in the service of the Company and all its shareholders. Against a backdrop of heightened competition for qualified corporate officers, it is essential to

continue offering compensation in line with national and international standards.

On the recommendation of the Compensation and Appointments Committee, the Supervisory Board is proposing, for the 2026 compensation policy:

- to maintain the total maximum compensation package for the Supervisory Board at its current level of €1,150,000<sup>(1)</sup>, without increasing it;
- to adopt new rules setting the compensation of individual Board members that reflect the existing practices of most of France's leading listed companies (CAC 40 and SBF 120 companies), with the proposed new rules differentiating between:
  - meetings of the Supervisory Board and meetings of its Committees,
  - face-to-face and remote meetings,
  - attendance at meetings by members residing in France, Europe and outside Europe.

They are presented in the following table:

Fixed individual compensation			€40,000
	Resident in France	Face-to-face meeting	€4,500
		Remote meeting	€1,400
Additional compensation per Supervisory Board meeting <sup>(1)</sup>	Resident in Europe other than France	Face-to-face meeting	€5,200
		Remote meeting	€1,400
	Resident outside Europe	Face-to-face meeting	€5,700
		Remote meeting	€1,400
Additional compensation per Committee meeting <sup>(2)</sup>	Resident in France	Face-to-face meeting	€3,100
		Remote meeting	€1,400
	Resident in Europe other than France	Face-to-face meeting	€3,100
		Remote meeting	€1,400
Resident outside Europe	Face-to-face meeting	€3,100	
	Remote meeting	€1,400	
Additional compensation for the Committee Chair <sup>(2)</sup>			€21,000
Additional compensation for the Senior Independent Member <sup>(3)</sup>			€18,000

- (1) In addition to the other compensation, per meeting scheduled at the beginning of the year up to a maximum of eight meetings per year (six face-to-face, two remote).
- (2) In addition to the other compensation, per meeting scheduled at the beginning of the year up to a maximum of eight meetings per year for the Audit Committee (four face-to-face, four remote), three meetings per year for the Compensation and Appointments Committee (face-to-face) and three meetings per year for the Corporate Social Responsibility Committee (face-to-face).
- (3) In addition to the other compensation.

(1) This amount is less than the average compensation packages awarded to the Boards of CAC40 companies.

In the same way as for the 2025 Compensation Policy:

- members' attendance at meetings will be placed on record and the corresponding proposed allocation of annual compensation for a given year will be determined by the Compensation and Appointments Committee and submitted to the Supervisory Board for approval during the first quarter of the following year;
- the compensation will be paid during the first half of the year following the one to which it relates, provided that

the resolution on the disclosures required by Article L. 22-10-9 of the French Commercial Code has been approved by the Annual Shareholders Meeting called to approve the financial statements for the year preceding the one to which the compensation relates.

The effect of the new allocation rules on the compensation paid to each member compared to their compensation under the previous rules will depend on the individual situation of each member.

### 2.3.3.3 Other compensation

As the Supervisory Board members do not hold any other positions within the Company or the Michelin group, they do not receive any other compensation from the Company or its subsidiaries<sup>(1)</sup>.

### 2.3.3.4 Proposed resolution on the compensation policy for members of the Supervisory Board

At the Ordinary Shareholders Meeting called to approve the 2025 financial statements, shareholders will be asked to approve the following resolution:

#### **7<sup>TH</sup> 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 2.3.1 and 2.3.3 of the Company's 2025 Universal Registration Document.

(1) Excluding the Supervisory Board members representing employees.