

# 4 Governance and executive compensation

Administrative, management and supervisory bodies

## 4.2.2 Board of Directors on December 31, 2024



\* Four of the eight directors are women – a percentage calculated excluding the director representing employees, pursuant to the provisions of Directive (EU) 2022/2381, transposed by the order of October 15, 2024.

\*\* Human Resources, Compensation and CSR Committee.

## Summary table of members of the Board of Directors at December 31, 2024

	Age (at 12/31/2024)	Gender	Nationality	Number of shares	Number of directorships in listed companies <sup>(a)</sup>	Independence	Initial appointment date	Term expires	Number of years on Board (at 05/23/2024)	Participation in Board Committees
<b>Alexandre Mérieux</b> <i>Chairman of the Board of Directors</i>	50 years	M	French	60	2		04/16/2004	2026	20 years	Strategy Committee
<b>Philippe Archinard</b>	65 years	M	French	30	4		06/10/2010	2027	14 years	Strategy Committee
<b>Jean-Luc Bélingard</b>	76 years	M	French	60,150	4		09/15/2006	2026	18 years	Strategy Committee (Chairman)
<b>Harold Boël</b>	60 years	M	Belgian	150	2		05/30/2012	2028	12 years	Strategy Committee Audit Committee (Chairman)
<b>Groupe Industriel Marcel Dassault</b> <i>represented by Marie-Hélène Habert-Dassault</i>	59 years	F	French	57	3		May 23, 2024	2028	< 1 year	Strategy Committee HR, Compensation and CSR Committee
<b>Marie-Paule Kieny</b>	69 years	F	French and Swiss	180	1	✓	08/28/2017	2025	7 years	Strategy Committee HR, Compensation and CSR Committee <sup>(b)</sup>
<b>Fanny Letier</b>	45 years	F	French	30	2	✓	05/30/2017	2025	7 years	Strategy Committee HR, Compensation and CSR Committee (Chair) Audit Committee
<b>Viviane Monges</b>	61 years	F	French	100	4	✓	05/23/2024	2028	< 1 year	Strategy Committee Audit Committee <sup>(b)</sup>
<b>Sylvain Orenga</b> <i>Director representing employees</i>	59 years	M	French	N/A	N/A		05/23/2022	2026	2 years	Strategy Committee HR, Compensation and CSR Committee

(a) Including the position held at bioMérieux.

(b) From May 23, 2024.

### 4.2.3 Members of the Board of Directors

The Board of Directors is composed of at least three members and up to the maximum number permitted by law.

#### The directors

For a period of four years – that is, until the Annual General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2027, the Annual General Meeting of May 23, 2024:

- renewed Harold Boël's term of office;
- appointed:
  - Viviane Monges as independent director,
  - Groupe Industriel Marcel Dassault as director. Groupe Industriel Marcel Dassault is represented on the Board of Directors by Marie-Hélène Habert-Dassault.

Therefore, as of the Annual General Meeting of May 23, 2024, the Board of Directors comprises nine directors, including three independent directors and one director representing employees.

#### Biography of the directors whose reappointment will be submitted by the Board of Directors to the 2025 Annual General Meeting

##### Marie-Paule Kieny

Marie-Paule Kieny, aged 69, holds a doctorate in microbiology from the University of Montpellier (France). She has published more than 350 articles and reviews, mainly in the fields of infectious diseases, immunology, vaccinology and healthcare systems.

She is Chair of the Board of Directors of the Drugs for Neglected Diseases initiative (DNDi, Geneva, Switzerland) and the Medicines Patent Pool Foundation (MPPF, Geneva, Switzerland). She sits on the scientific advisory boards of several organizations that are active in the healthcare field. She is a director and Chair of the Mérieux Foundation Scientific Advisory Board.

A description of her directorships and positions is included in § 4.2.4.

The Board of Directors recommends that the Annual General Meeting renew the directorship of Marie-Paule Kieny for the following reasons:

- having been a Company director for eight years, she has in-depth knowledge of the Company and its issues, and brings her expertise as member of the HR, Compensation and CSR Committee;
- her independence;
- her experience serving on multiple scientific advisory boards of several organizations that are active in the healthcare field.

Furthermore, Marie-Paule Kieny's status as an independent director was reexamined by the HR, Compensation and CSR Committee prior to her proposed reappointment. The committee concluded that the candidate meets all the independence criteria outlined by the AFEP-MEDEF Corporate Governance Code and can therefore be deemed an independent director. This analysis was subsequently presented at the March 6, 2025, meeting of the Board of Directors, which discussed it and confirmed Marie-Paule Kieny's status as an independent director.

##### Fanny Letier

Fanny Letier, aged 46, is a graduate of Sciences Politiques Paris, the ENA, and of the *Institut Français des Administrateurs* (IFA).

She co-founded the asset management company, GENE Capital Entrepreneur, and the investment company, GENE Capital, in 2019, and is a director of *Aéroports de Paris*.

Furthermore, Fanny Letier's status as an independent director was reexamined by the HR, Compensation and CSR Committee prior to her proposed reappointment. The committee concluded that the candidate meets all the independence criteria outlined by the AFEP-MEDEF Corporate Governance Code and can therefore be deemed an independent director. This analysis was subsequently presented at the March 6, 2025, meeting of the Board of Directors, which discussed it and confirmed Fanny Letier's status as an independent director (see § 4.2.5).

The Board of Directors recommends that the Annual General Meeting renew the directorship of Fanny Letier for the following reasons:

- having been a Company director for eight years, she has in-depth knowledge of the Company and its issues, and brings her expertise as Chair of the HR, Compensation and CSR Committee;
- her independence;
- her experience as an investor and in major groups and listed companies in an international environment;
- her familiarity with the issues and impacts of CSR, governance, digital technology and human resources.

#### The director representing employees

Sylvain Orenge was appointed director representing employees on April 29, 2022, replacing Frédéric Besème with effect from May 23, 2022, for a period of four years, i.e. until 2026.

Sylvain Orenge is a member of the HR, Compensation and CSR Committee and the Strategy Committee.

#### The Founding Chairman

The articles of association enable the Board of Directors to appoint an honorary Founding Chairman, an individual, selected from among the former Chairpersons of the Company. Alain Mérieux is a former Chairman of the Company.

The Founding Chairman is eligible indefinitely. He is invited to all Board meetings and attends in an advisory role. He must nevertheless comply with the Board charter. His right to information and communication is identical to that of the members of the Board of Directors.

Alain Mérieux was appointed Founding Chairman by the Board of Directors in 2017, and was reappointed in 2021 for a new four-year period. During its meeting on December 17, 2024, the Board of Directors decided to renew the term of office of Founding

Chairman Alain Mérieux for a new period – that is, until the Board of Directors meeting that will take place at the end of the Annual General Meeting to be held in 2029 to approve the financial statements for the fiscal year ending December 31, 2028.

### Advisory Board member

Under the terms of Article 12 IV of the articles of association, the Board of Directors may be assisted by between one and three advisory Board members appointed by the Ordinary Annual General Meeting upon recommendation from the Chairman of the Board and subject to prior approval from the Board itself. Advisory Board members are appointed for a period of three years.

Benoît Ribadeau-Dumas was appointed Advisory Board member during the Annual General Meeting of May 23, 2024, until the Annual General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

At the recommendation of the Chairman of the Board of Directors, the Board of Directors proposed that the Annual General Meeting appoint Benoît Ribadeau-Dumas Advisory Board member due to his solid experience in international listed companies such as Thales, Viridien (formerly CGG) and Zodiac Aerospace. The Board of Directors was also of the opinion that Benoît Ribadeau-Dumas's experience as a senior civil servant, his financial and governance expertise, and his outside perspective on the Group would contribute significant added value to the practices of the Board of Directors.

### Representatives of the Central Social and Economic Committee (CSEC)

There are four representatives who are convened to each meeting of the Board of Directors.

### Changes in the composition of the Board of Directors and its committees during fiscal year 2024

Situation as at December 31, 2024

	Departure	Appointment	Renewal
<b>Board of Directors</b>	Marie-Hélène Habert-Dassault (May 23, 2024)	Groupe Industriel Marcel Dassault represented by Marie-Hélène Habert-Dassault (May 23, 2024) Viviane Monges (May 23, 2024)	Harold Boël (May 23, 2024)
<b>Audit Committee</b>	Philippe Archinard (May 23, 2024)	Viviane Monges (May 23, 2024)	N/A
<b>HR, Compensation and CSR Committee</b>	Jean-Luc Bélingard (May 23, 2024)	Marie-Paule Kieny (May 23, 2024)	N/A
<b>Strategy Committee</b>	N/A	N/A	N/A

### Summary of the staggering of directors' terms of office

Director	2025 Meeting	2026 Meeting	2027 Meeting	2028 Meeting
Alexandre Mérieux		•		
Philippe Archinard			•	
Jean-Luc Bélingard		•		
Harold Boël				•
Marie-Paule Kieny	•			
Fanny Letier	•			
Viviane Monges				•
Groupe Industriel Marcel Dassault Represented by Marie-Hélène Habert-Dassault				•
Sylvain Orenga (director representing employees)		•*		

\* Director representing employees, appointed by the bioMérieux Central Social and Economic Committee.

### 4.2.4 Biographies of directors (at 12/31/2024)

The table below presents all of the directorships and positions held in other companies by each of the Company's corporate officers based on the information they have submitted.



Born on **01/15/1974**  
(aged 50)

Nationality: **French**

First appointed on:  
**04/16/2004**

Term expires: **2026**

Number of shares  
in the Company: **60**

#### MAIN EXPERTISE:

Governance

International experience

Executive management  
of major groups/listed  
companies

Strategy and M&A

Health sector

## Alexandre Mérieux

**Chairman of the Board of Directors**  
**Member of the Strategy Committee**

#### Non-independent director

Alexandre Mérieux holds a degree in biology from Lyon I University and is a graduate of HEC Montréal Business School. He worked for Silliker Group Corporation from 1999 to 2004. During this period, he held marketing positions in the United States and Europe before becoming Marketing and Business Unit Director in France.

He joined the bioMérieux Group in 2005 as Executive Vice President, Industrial Microbiology. Then, from 2011 to 2014, Mr. Alexandre Mérieux was Corporate Vice President of the Microbiology and Industrial Operations unit. He became Chief Operating Officer in April 2014 and led the Company's Executive Committee. He was appointed Chairman and Chief Executive Officer by the Board of Directors on December 15, 2017. Alexandre Mérieux has been Vice-Chairman of Institut Mérieux since December 2008. In 2009, he took over the chairmanship of Mérieux Développement and has chaired the Board of Directors of Mérieux NutriSciences since 2013.

Alexandre Mérieux previously served as Chairman and Chief Executive Officer of the Company. As of July 1, 2023, when these two offices were separated, he is the Chairman of the Board of Directors of bioMérieux.

#### Other directorships and positions held at 12/31/2024 (all companies)

##### Within the Group<sup>(a)</sup>:

- Chief Operating Officer, Director and Vice-Chairman of Institut Mérieux
- Chairman of Mérieux Développement SAS, Mérieux NutriSciences Corp. (*Chairman*) (United States)
- CEO of Compagnie Mérieux Alliance
- Manager of SCI ACCRA
- Director of Fondation Christophe et Rodolphe Mérieux
- Director of Mérieux Foundation
- Chairman of the Board of Directors of Mérieux Equity Partners SAS
- Representative of bioMérieux SA as the Chairman of the Board of the bioMérieux Endowment Fund

##### Outside the Group<sup>(a)</sup>

- Director of Plastic Omnium (France – listed company)
- Permanent representative of Mérieux Participations 2, director of Financière Senior Cinqus SAS (France) (formerly Financière Senior Mendel SAS France)
- Director of the Fondation Jacques Chirac

#### Directorships and positions that have expired in the past five years

N/A

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **11/21/1959**  
(aged 65)

Nationality: **French**

First appointed on:  
**06/10/2010**

Term expires: **2027**

Number of shares  
in the Company: **30**

#### MAIN EXPERTISE:

Governance

International experience

Executive management  
of major groups/listed  
companies

Strategy and M&A

Finance/audit

Health sector

R&D and innovation

## Philippe Archinard

### Member of the Strategy Committee

#### Non-independent director

Philippe Archinard is a graduate of the *École nationale supérieure de chimie* in Montpellier (France) and holds a PhD in biochemistry from the University of Lyon. He has also completed the PMD management program from the Harvard Business School. He was the Chief Executive Officer of Innogenetics (Belgium) from 2000 to 2004.

He was appointed Chief Executive Officer of Transgene in 2004 and Chairman and Chief Executive Officer in 2010. Since 2014, Philippe Archinard has been Chairman of BIOASTER (Foundation for scientific cooperation), a technology research institute focusing on infectious diseases and microbiology. He chaired the Lyon competitiveness cluster, Lyon Biopôle, for 11 years. He has terminated his operational functions at Transgene while continuing to be a director of this company. He has also been Chief Operating Officer of Institut Mérieux since 2021.

#### Other directorships and positions held at 12/31/2024 (all companies)

##### Within the Group<sup>(a)</sup>:

- Chief Operating Officer of Institut Mérieux (France)
- Director of Transgene SA (France – listed company)

##### Outside the Group<sup>(a)</sup>:

- Director of Phaxiam SA (France – listed company)
- Chairman of BIOASTER (Foundation for scientific cooperation)
- Director of NH Theraguix (France)
- Chairman of the Supervisory Board of Fabentech (France)
- Director of Geneuro (France – listed company)

#### Directorships and positions that have expired in the past five years

##### Within the Group<sup>(a)</sup>:

- Chief Executive Officer of TSGH (France – term expired: 2022)
- Director of Institut Mérieux (France – term expired: 2024)
- Chairman and Chief Executive Officer of Transgene SA (France – listed company – term expired: 2020)

##### Outside the Group<sup>(a)</sup>:

- Director of CPE Lyon, representative of FPUL (France – term expired: 2020)

(a) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **10/28/1948**  
(aged 76)  
Nationality: **French**  
First appointed on:  
**09/15/2006**  
Term expires: **2026**  
Number of shares  
in the Company: **60,150**

#### MAIN EXPERTISE:

Governance  
International experience  
Executive management  
of major groups/listed  
companies  
Strategy and M&A  
Health sector

## Jean-Luc Bélingard

### Chairman of the Strategy Committee

#### Non-independent director

Jean-Luc Bélingard is a graduate of HEC Paris and holds an MBA from Cornell University (United States). He was CEO of Roche Diagnostics and a Member of the Executive Committee of Roche Group from 1990 to 1999. He was also a member of the Management Board and Chairman and Chief Executive Officer of bioMérieux-Pierre Fabre between 1999 and 2001. He then became Chairman and Chief Executive Officer of IPSEN from 2001 to 2010, and Chairman and Chief Executive Officer of bioMérieux between 2011 and 2017.

#### Other directorships and positions held at 12/31/2024 (all companies)

##### Within the Group<sup>(a)</sup>:

- Vice-Chairman of Institut Mérieux (France)
- Director of Transgene SA (France – listed company)

##### Outside the Group<sup>(a)</sup>:

- Director of LabCorp of America (United States – listed company)
- Director of Lupin (India – listed company)

#### Directorships and positions that have expired in the past five years

##### Within the Group<sup>(a)</sup>:

- Director of Institut Mérieux (France – term expired: 2024)

##### Outside the Group<sup>(a)</sup>:

- Director of Pierre Fabre SA (France – term expired: 2022)

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **08/27/1964**  
(aged 60)

Nationality: **Belgian**

First appointed on:  
**05/30/2012**

Term expires: **2028**

Number of shares  
in the Company: **150**

**MAIN EXPERTISE:**

Governance

International experience

Executive management  
of major groups/listed  
companies

Strategy and M&A

Finance/audit

CSR

## Harold Boël

**Member of the Strategy Committee**

**Chairman of the Audit Committee**

**Non-independent director (from May 23, 2024)**

Harold Boël holds a Bachelor of Science degree in chemistry from Brown University (United States) and a diploma in Materials Science from the *École polytechnique fédérale de Lausanne*. He has held various managerial positions in the steel industry within the Corus group. He has been the Chief Executive Officer of Sofina (Belgium – listed company) since 2008.

### **Other directorships and positions held at 12/31/2024 (all companies)**

**Within the Group<sup>(a)</sup>:**

- Director of MNH SAS (France)

**Outside the Group<sup>(a)</sup>:**

- Deputy director of Sofina SA (Belgium – listed company)
- Deputy director of Société de Participations Industrielles (Belgium)
- Chairman of Domanoy (Belgium)

### **Directorships and positions that have expired in the past five years**

**Within the Group<sup>(a)</sup>:**

- Director of Mériex Nutriscience Corp. (United States – term expired: 2024)

**Outside the Group<sup>(a)</sup>:**

- Director of SODAVI (Belgium – term expired: 2020)
- Director of (United Kingdom – term expired: 2024)

(a) Any company controlled by Compagnie Mériex Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.

First appointed on:  
**05/23/2024**

Term expires: **2028**

*Société par actions simplifiée* (French simplified joint stock company) with share capital of €512,851,968  
Headquarters:  
9, rond point des Champs-Élysées Marcel Dassault – 75008 PARIS – France

## **Groupe Industriel Marcel Dassault (represented by Marie-Hélène Habert-Dassault)**

### **Non-independent director**

Groupe Industriel Marcel Dassault is a holding company based in France that is a leader in many cutting-edge industries including aeronautics, advanced technology, digital technology and communication. This director, a legal entity, is represented on the Board of Directors by Marie-Hélène Habert-Dassault.

### **Other directorships and positions held at 12/31/2024 (all companies)**

#### **Within the Group<sup>(a)</sup>:**

N/A

#### **Outside the Group<sup>(a)</sup>:**

- Chairman and director of Dassault Médias SAS
- Chairman of Dassault Invest 2 SAS
- Chairman of Dassault Invest 3 SAS
- Chairman of Dassault Real Estate SAS
- Chairman of Financière Dassault SAS
- Chairman of Rond Point Investissements SAS
- Chief Executive Officer of Dassault Wine Estate SAS
- Director of Artcurial SAS
- Member of the Supervisory Board of Immobilière Dassault (France – listed company)
- Chairman of the Board of Directors and deputy director of Sitam Belgique SA (Belgium)
- Chairman of the Board of Directors of Sitam Luxembourg SA (Luxembourg)
- Member of the Supervisory Board of Rothschild & Co SCA
- Director of MNH SAS

### **Directorships and positions that have expired in the past five years**

N/A

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **04/04/1965**  
(aged 59)

Nationality: **French**

Number of shares  
in the Company: **57**

**MAIN EXPERTISE:**

Governance  
Strategy and M&A  
Finance/audit  
Health sector  
CSR

## Marie-Hélène Habert-Dassault permanent representative of Groupe Industriel Marcel Dassault

**Member of the Strategy Committee**

**Member of the HR, Compensation and CSR Committee**

Marie-Hélène Habert-Dassault holds a post-graduate diploma in Business Law and Taxation, a degree in Business Law from the University Paris 2 Panthéon-Assas (1988), and a Master's degree in Strategy and Marketing from Sciences Po (1989). She began her career at DDB Advertising in London as a media planning consultant. She joined the Dassault Group in 1991 as Deputy Communications Director. Since 1998, she has been Director of Communications and Corporate Sponsorship of the Dassault Group.

### Other directorships and positions held at 12/31/2024 (all companies)

**Within the Group<sup>(a)</sup>:**

N/A

**Outside the Group<sup>(a)</sup>:**

- Member of the Supervisory Board of GIMD
- Director of Dassault Aviation SA<sup>(b)</sup> (France – listed company) since 2014, Dassault Systèmes SA<sup>(b)</sup> (France – listed company) since 2014, and Artcurial SA<sup>(b)</sup>
- Director and Chair of the Serge Dassault Foundation
- Member of the Supervisory Board of Rond-Point Immobilier (SA)
- Manager of H Investissements SARL and HDH Immobilière
- Director of SIPAREX
- Director of Fondation Fondamental
- Director of Fondation Gustave Roussy
- Manager of SCI Duquesne
- Chair and member of the Strategy Committee of HDF (SAS)

### Directorships and positions that have expired in the past five years

**Within the Group<sup>(a)</sup>:**

N/A

**Outside the Group<sup>(a)</sup>:**

- Chair of the Supervisory Board of GIMD (France – term expired: 2023)
- Chair of the Supervisory Board of Rond-Point Immobilier (SA) (France – term expired: 2023)
- Vice-Chair and member of the Strategy Committee of HDF (SAS) (France – term expired: 2021)
- Manager of HDH (France – term expired: 2021)
- Vice-Chair on the Supervisory Board of Immobilière Dassault SA<sup>(b)</sup> (France – listed company – term expired: 2024)

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.

(b) Companies controlled by GIMD within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **04/24/1955**  
(aged 69)

Nationalities: **French and Swiss**

First appointed on:  
**08/28/2017**

Term expires: **2025**

Number of shares  
in the Company: **180**

### MAIN EXPERTISE:

Governance

International experience  
Strategy and M&A

Health sector (global  
health, low-income  
countries, research  
and development)

R&D and innovation  
CSR

## Marie-Paule Kieny

**Member of the Strategy Committee**

**Member of the HR, Compensation and CSR Committee** (from May 23, 2024)

**Independent director<sup>(a)</sup>**

Marie-Paule Kieny obtained her doctorate in microbiology at the University of Montpellier (France). She has published more than 350 articles and reviews, mainly in the fields of infectious diseases, immunology, vaccinology and healthcare systems.

Until June 2017, she occupied the position of Assistant Director General responsible for health systems and innovation at the World Health Organization (WHO). She notably coordinated the WHO's R&D work during the Ebola epidemic in West Africa from 2014 to 2016. She also designed the WHO's master plan for R&D (global preparedness plan against emerging diseases epidemics). Before joining the WHO, Ms. Marie Paule Kieny occupied first-rate research positions in the public and private sectors in France. Until May 1, 2022, she was Research Director at INSERM (Paris, France), in charge of the priority research program on antimicrobial resistance initiated by France in 2019 under the Future Investments program.

Between March and July 2020, she was a member of the Analysis, Research and Expertise Committee (CARE), created by French president Emmanuel Macron, to advise the government on COVID-19 treatments, vaccines and tests. Between June 2020 and October 2022, she was Chair of the French Scientific Committee for the COVID-19 vaccine.

She is Chair of the Board of Directors of the Drugs for Neglected Diseases initiative Foundation (DNDi, Geneva, Switzerland) and the Medicines Patent Pool Foundation (MPPF, Geneva, Switzerland). She sits on the scientific advisory boards of several organizations that are active in the healthcare field. She is a director and Chair of the Mérieux Foundation Scientific Advisory Board.

She received the title of Officer in the *Ordre National du Mérite* in France in 2021 and *chevalier* in the *ordre National d'Honneur* in France in 2016. She received an honorary doctorate from the Autonomous University of Barcelona (Spain) in 2019 and won the INSERM International Prize in 2017, the *Prix Génération 2000-Impact Médecin* in 1994, and the *Prix Innovation Rhône-Poulenc* in 1991.

### Other directorships and positions held at 12/31/2024 (all companies)

#### Within the Group<sup>(b)</sup>:

- Director of Mérieux Foundation

#### Outside the Group<sup>(b)</sup>:

- Chair of the Board of Directors of the Medicines Patent Pool Foundation (MPPF, Geneva, Switzerland)
- Chair of the Board of Directors of the Drugs for Neglected Diseases Initiative Foundation (DNDi, Geneva, Switzerland)

### Directorships and positions that have expired in the past five years

N/A

(a) Independent director according to the assessment made by the Board of Directors (see § 4.2.5).

(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **03/15/1979**  
(aged 45)

Nationality: **French**

First appointed on:  
**05/30/2017**

Term expires: **2025**

Number of shares  
in the Company: **30**

**MAIN EXPERTISE:**

Governance

International experience

Executive management  
of major groups/listed  
companies

Strategy and M&A

Finance/audit

R&D and innovation

CSR

Digitalization

## Fanny Letier

**Member of the Strategy Committee**

**Chair of the HR, Compensation and CSR Committee**

**Member of the Audit Committee**

### Independent director<sup>(a)</sup>

Fanny Letier is a graduate of *Sciences politiques Paris*, the ENA, and the *Institut français des administrateurs* (IFA). She was a senior civil servant in the French Treasury Department (Ministry of Finance) from 2004 to 2012, Secretary General of the Inter-Ministry Committee on Industrial Restructuring (CIRI) from 2009 to 2012, Deputy Director of the Office of the Minister of Industrial Recovery from 2012 to 2013, and Executive Investment Director of SME funds for Bpifrance from 2013 to 2018.

She co-founded the asset management company, GENEО Capital Entrepreneur, and the investment company, GENEО Capital, in 2019, and is a director of *Aéroports de Paris*.

### Other directorships and positions held at 12/31/2024 (all companies)

#### Within the Group<sup>(b)</sup>:

N/A

#### Outside the Group<sup>(b)</sup>:

- Director of *Aéroports de Paris* (France – listed company)

### Directorships and positions that have expired in the past five years

#### Within the Group<sup>(b)</sup>:

N/A

#### Outside the Group<sup>(b)</sup>:

- Director of Nexans (listed company – France – term expired: 2020)
- Director of the *Institut français des administrateurs* (IFA – French Institute of Directors) (France – term expired: 2021)

(a) Independent director according to the assessment made by the Board of Directors (see § 4.2.5).

(b) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **10/15/1963**  
(aged 61)  
Nationality: **French**  
First appointed on:  
**05/23/2024**  
Term expires: **2028**  
Number of shares  
in the Company: **100**

**MAIN EXPERTISE:**

Governance  
International experience  
Executive management  
of major groups/listed  
companies  
Strategy and M&A  
Finance/audit  
Health sector  
R&D and innovation  
CSR

## Viviane Monges

**Member of the Strategy Committee**  
**Member of the Audit Committee**

### Independent director<sup>(a)</sup>

Viviane Monges has an MBA from the *École supérieure de commerce de Paris* and has more than 30 years of experience as a Financial Director, mainly in the pharmaceutical industry, as well as holding several administrative positions. She has held a number of regional and international positions at Wyeth/Pfizer, Novartis OTC and Galderma, in Europe and the United States. Throughout her career, she has concentrated on business growth, operational efficiency, external acquisitions and licenses. Since 2017, she has focused on board work in Switzerland and other countries in the healthcare field. She has served as director of UCB and DBV Technologies, and she chaired the Board of Directors of EUROAPI from its inception until the end of 2024. She currently sits on the Boards of Directors of Novo Holdings, Ferring Pharmaceuticals, ADC Therapeutics and Pharvaris.

### Other directorships and positions held at 12/31/2024 (all companies)

#### Within the Group<sup>(b)</sup>:

N/A

#### Outside the Group<sup>(b)</sup>:

- Director of Novo Holdings (Denmark – listed company)
- Director and Chair of the Audit Committee of ADC Therapeutics (Switzerland – listed company)
- Director and Chair of the Audit Committee and member of the Nomination and Corporate Governance Committee of Pharvaris (Netherlands – listed company)
- Director and Chair of the Audit Committee of Ferring Pharmaceuticals (Switzerland)

### Directorships and positions that have expired in the past five years

#### Within the Group<sup>(b)</sup>:

N/A

#### Outside the Group<sup>(b)</sup>:

- Chair of the Board of Directors of Euroapi (France – term expired: 2024)
- Director, member of the Audit Committee of UCB (Belgium – listed company – term expired: 2022)
- Director of Idorsia (Switzerland – listed company – term expired: 2021)
- Director and Chair of the Audit Committee of DBV Technologies (France – listed company – term expired: 2022)
- Director of Voluntis (France – listed company – term expired: 2021)

(a) Independent director according to the assessment made by the Board of Directors (see § 4.2.5).

(b) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.



## Sylvain Orenga

**Member of the Strategy Committee**

**Member of the HR, Compensation and CSR Committee**

**Director representing employees**

Born on **05/31/1965**

(59 years)

Nationality: **French**

First appointed on:

**05/23/2022**

Term expires: **2026**

**MAIN EXPERTISE:**

International experience

Health sector

R&D and innovation

CSR

Sylvain Orenga holds a biochemical engineering degree from the *Institut national des sciences appliquées* of Lyon and a post-graduate degree in microbial ecology from Université Claude Bernard (Lyon) from 1989 to 1990. He joined bioMérieux in 1990, as an R&D researcher. He has held various positions as a personnel representative on institutional and corporate boards of governors. As of 2023, he is Vice President – R&D Microbiology Expert Unit. Since becoming a director representing employees in 2022, in accordance with the law, he has abandoned all personnel representation functions within bioMérieux. To perform his role as a director, he has completed several training courses at the *Institut français des administrateurs* (IFA) since 2022.

**Other directorships and positions held at 12/31/2024 (all companies)**

N/A

**Directorships and positions that have expired in the past five years**

N/A



Born on **06/10/1972**

(52 years)

Nationality: **French**

First appointed on:

**05/23/2024**

Term expires: **2026**

### MAIN EXPERTISE:

Governance

International experience

Executive management of major groups/listed companies

Finance/audit

## Benoît Ribadeau-Dumas

### Advisory Board member

Benoît Ribadeau-Dumas is a graduate of the *Ecole polytechnique* and the *École nationale d'administration* (ENA). After starting his career at the Council of State (*Conseil d'État*) in 1997, he became Director, Corporate Development at Thales, the French leader in cutting-edge aerospace and defense technologies. He occupied different roles in the organization until 2009, when he was appointed CEO of Thales Underwater Systems. Benoît Ribadeau-Dumas then became Senior Executive Vice President at CGG, a global leader in the geoscience industry. He later joined Zodiac Aerospace as a member of the Executive Management Board and CEO of the Aerosystems Branch. He was appointed Chief of Staff to the French Prime Minister in 2017. He is currently the Managing Director of Exor.

### Other directorships and positions held at 12/31/2024 (all companies)

#### Within the Group<sup>(a)</sup> :

- Director of Institut Mérieux (France)
- Director of Mérieux Nutrisciences Corp. (United States)

#### Outside the Group<sup>(a)</sup> :

- Director of Philips (Netherlands – listed company)
- Director of Stellantis (Netherlands – listed company)
- Director of Welltec (Denmark)
- Director of TagEnergy (Portugal)
- Director of Galiléo Global Education (France)
- Director of Cerba Healthcare (France)

### Directorships and positions that have expired in the past five years

N/A

(a) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.

### Professional address of directors

The members of the Board of Directors can be contacted at the Company's headquarters in Marcy l'Étoile, France (Rhône).

### Limit on directorships

The applicable rules at the Company regarding limits on directorships are the current legal rules.

### Corporate officers' interests in the company and the Group

In accordance with Delegated Regulation (EU) 2019/980 of March 14, 2019, it is noted that Alexandre Mérieux is one of the main shareholders of the *Compagnie Mérieux Alliance*, which at December 31, 2024, holds 89.88% of the share capital of the

*Institut Mérieux* holding company, the Company's majority shareholder, holding 58.90% of the Company's share capital and 72.92% of its voting rights at December 31, 2024 (see § 7.3.2 and 7.4.1).

## 4.2.5 Independent directors, conflicts of interest and other declarations

### Evaluation of the independence of directors at March 6, 2025

	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8	Independent
Alexandre Mérieux			✓	✓	✓				
Philippe Archinard		✓	✓	✓	✓		✓	✓	
Jean-Luc Bélingard			✓	✓	✓		✓	✓	
Harold Boël		✓	✓	✓	✓		✓	✓	
Groupe Industriel Marcel Dassault represented by Marie-Hélène Habert-Dassault	✓	✓	✓	✓	✓		✓	✓	
Marie-Paule Kieny		✓	✓	✓	✓	✓	✓	✓	✓
Fanny Letier	✓	✓	✓	✓	✓	✓	✓	✓	✓
Viviane Monges	✓	✓	✓	✓	✓	✓	✓	✓	✓
Sylvain Orenga			✓	✓	✓	✓		✓	

Table prepared based on the information provided by the relevant party.

#### Criterion 1: Employee corporate officer during the five preceding years

Not being or having been during the preceding five years:

- an employee or executive corporate officer of the Company;
- an employee, executive corporate officer, or director of a company that the Company consolidates;
- an employee or executive corporate officer or director of the parent company of the Company or of a company consolidated by this parent company.

#### Criterion 2: Cross-directorships

Not being an executive corporate officer of a company in which the Company directly or indirectly holds a director seat or within which an employee designated as such or an executive corporate officer of the Company (current or having been one within the last five years) holds the position of director.

#### Criterion 3: Material business relationships

Not being a customer, supplier, Corporate banker, investment banker: (i) in a significant capacity for the Company or its Group, or (ii) for whom the Company or its Group represents a material share of business.

The assessment of the materiality or immateriality of the relationship between the Company or its group is discussed by the Board of Directors and the quantitative and qualitative criteria underlying this assessment (continuity, economic dependence, exclusivity, etc.) are explained in the annual report.

#### Criterion 4: Family ties

Not having any close family ties with a corporate officer.

#### Criterion 5: Statutory Auditor

Not having been a Statutory Auditor of the Company during the five preceding years.

#### Criterion 6: Being a director for more than 12 years

Not having been a director of the Company for over 12 years. The loss of status as an independent director occurs on the anniversary date of the 12 years.

#### Criterion 7: Status of non-executive corporate officer

Non-executive corporate officers cannot be considered as being independent if they receive variable compensation in cash, or securities, or any type of compensation linked to the Company's or the Group's performance.

#### Criterion 8: Status of major shareholder

Directors representing major shareholders of the Company or the parent company may be considered independent as long as these shareholders do not participate in the control of the Company. However, beyond a threshold of 10% of the share capital or the voting rights, the Board, based on a report from the Appointment Committee, systematically evaluates the independence of the director, based on the composition of the Company's share capital and the existence of a potential conflict of interest.

The Board of Directors, during its meeting of March 6, 2025, was able to review the analysis of the HR, Compensation and CSR Committee regarding the independence of directors, according to the criteria of the AFEP-MEDEF Corporate Governance Code. After discussion, the Board of Directors confirmed the independence of the following three directors: Viviane Monges, Marie-Paule Kieny and Fanny Letier.

During the discussion about the independence of Marie-Paule Kieny (see § 4.1 and § below), it was noted that she is a director of the Mérieux Foundation, an independent foundation recognized as a public utility that receives subsidies from the Company as well as from other contributors. It was also noted that to prevent any potential conflict of interest, Marie-Paule Kieny abstains from discussions and votes held by the Board of Directors regarding any topic relating to the Mérieux Foundation.

After hearing the position of the HR, Compensation and CSR Committee, the Board of Directors considered the following factors:

- the share of bioMérieux's contributions in the Foundation's total budget;
- the Foundation's structural independence from bioMérieux;
- the fact that Marie-Paule Kieny receives no significant compensation for her work in the Foundation; and
- Marie-Paule Kieny's lack of executive or oversight power within the Foundation insofar as she is a Foundation director on a board made up of 14 other members.

Based on these points, the Board of Directors concluded that neither the relationship between the Company and the Foundation nor the relationship between the Foundation and Marie-Paule Kieny constitutes a personal connection that could "interfere with her freedom of judgment" within the meaning of Article 10.2 of the AFEP-MEDEF Corporate Governance Code.

## 4 Governance and executive compensation

Administrative, management and supervisory bodies

Therefore, based on the quantitative and qualitative criteria discussed above, the Board of Directors confirmed the independence of Marie-Paule Kieny and that there are no conflicts of interest.

### Evaluation of conflicts of interest

The Board of Directors meeting of March 6, 2025 assessed the business ties and potential conflicts of interest that could arise from the terms of office of some of its directors.

As stated above, Marie-Paule Kieny is a director of the Mérieux Foundation, an independent foundation recognized as a public utility. The Foundation receives subsidies from the Company as well as from other contributors. To prevent any potential conflict

of interest, Marie-Paule Kieny abstains from discussions and votes held by the Board of Directors regarding any circumstances relating to the Mérieux Foundation.

Other than Marie-Paule Kieny, the independent directors have no relationship of any kind with the Company, the Group or the Management. Therefore, there is no conflict of interest that the Board of Directors could be required to discuss.

### Other declarations

To the best of the Company's knowledge:

- no member of the Board of Directors of the Company has been convicted of fraud in the past five years;
- no member of the Board of Directors has been involved, in the past five years, in any bankruptcy, court-ordered receivership or liquidation, in their capacity as member of an administrative, management or supervisory body or as Chief Executive Officer;
- no sentence has been pronounced in the past five years against any member of the Board of Directors of the Company barring them from serving on an issuer's administrative, management or supervisory body or from participating in the management or conduct of the business of an issuer;

- no member of the Board of Directors of the Company has been charged with an offense or had any official public disciplinary action taken against them by a statutory or regulatory authority (including recognized professional bodies).

To the best of the Company's knowledge, there is no potential conflict of interest between the duties to the Company of any member of the Board of Directors, and their private and/or other interests. The agreements involving certain directors are subject to the procedures concerning related-party agreements and are described in § 4.4.

To the best of the Company's knowledge, no commitments have been undertaken by members of the Board of Directors that restrict their freedom to dispose of their bioMérieux shares, other than the rules on insider trading and closed periods.

## 4.2.6 Practices and work of the Board of Directors and its committees

### 4.2.6.1 Directors' attendance at Board of Directors and committee meetings in 2024

Directors	Board of Directors		Audit Committee		HR, Compensation and CSR Committee		Strategy Committee	
	Attendance rate	Number of meetings	Attendance rate	Number of meetings <sup>(c)</sup>	Attendance rate	Number of meetings <sup>(c)</sup>	Attendance rate	Number of meetings
Alexandre Mérieux	100%	5/5					100%	1/1
Philippe Archinard	100%	5/5	100% <sup>(a)</sup>	4/4 <sup>(a)</sup>			100%	1/1
Jean-Luc Bélingard	80%	4/5			100% <sup>(a)</sup>	3/3 <sup>(a)</sup>	100%	1/1
Harold Boël	80%	4/5	87.5%	7/8			100%	1/1
Marie-Hélène Habert-Dassault <sup>(a)</sup>	100%	2/2			100%	3/3	-	-
Groupe Industriel Marcel Dassault represented by Marie-Hélène Habert-Dassault <sup>(b)</sup>	100%	3/3			100%	3/3	100%	1/1
Marie-Paule Kieny	80%	4/5			100% <sup>(b)</sup>	3/3 <sup>(b)</sup>	100%	1/1
Fanny Letier	100%	5/5	87.5%	7/8	100%	6/6	100%	1/1
Viviane Monges <sup>(b)</sup>	100%	3/3	100% <sup>(b)</sup>	4/4 <sup>(b)</sup>			100%	1/1
Sylvain Oregna	100%	5/5			100%	6/6	100%	1/1
<b>AVERAGE PARTICIPATION RATE</b>	<b>94%</b>		<b>94%</b>		<b>100%</b>		<b>100%</b>	

(a) From 01/01/2024 to 05/23/2024.

(b) From 05/23/2024 to 12/31/2024.

(c) Including two joint meetings of the Audit Committee and the HR, Compensation and CSR Committee about the Corporate Sustainability Reporting Directive (CSRD).

Two additional meetings including the members of the Audit Committee and the HR, Compensation and CSR Committee were held during the fiscal year to address topics related to the CSRD.