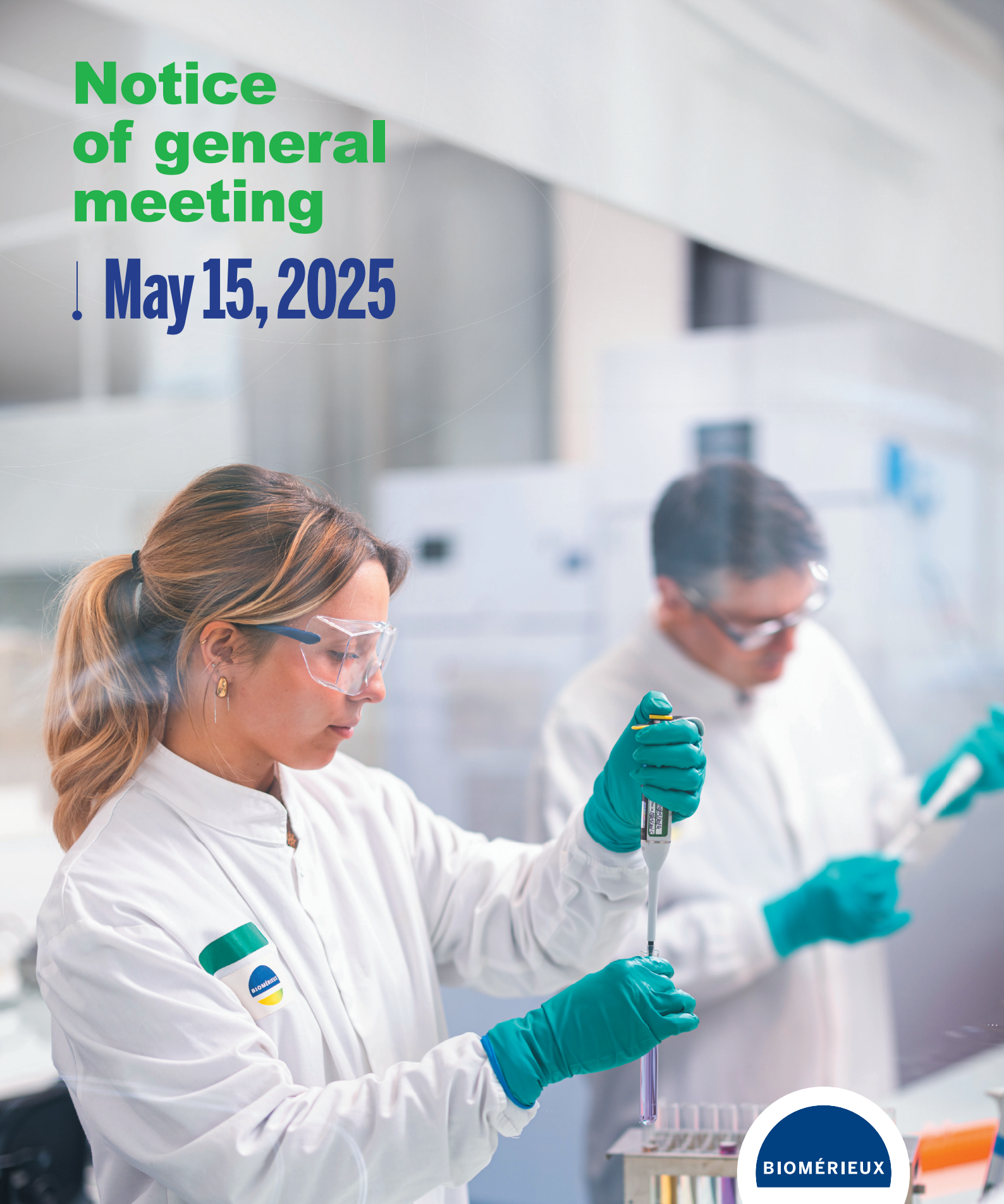


Notice of general meeting

! **May 15, 2025**



BIOMÉRIEUX

PIONEERING DIAGNOSTICS

Welcome to bioMérieux Annual General Meeting

Thursday 15th May 2025– at 9.00 a.m
376, Chemin de l'Orme at Marcy l'Etoile (69280), France

Public limited company with share capital of 12,029,370 euros
Registered office: Marcy l'Etoile (69280)
Lyon Trade and Companies Register 673 620 399

For further information

www.biomerieux.com

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All documents made available to shareholders can be consulted and downloaded from the company website at www.biomerieux.com (Investors > Shareholders Area > General Shareholders Meetings).

For any request, please contact bioMérieux at the following electronic address investor.relations@biomerieux.com.

I. MESSAGE FROM THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

The year 2024 has shown us just how much we live in a world turned upside down by climate change, geopolitical tensions, and conflicts. Our role as a public health player is all the more essential in the current context, where instability is becoming the norm. We continue our relentless fight against infectious diseases, and in particular antimicrobial resistance, by building on the fundamentals that have made our Company successful for over 60 years: a long-term international vision, our pioneering spirit, and the attention we pay to the engagement of our team members and our unique culture. Based on these fundamentals, we continue to develop innovative solutions that professionals need to improve patient health, guarantee consumer protection, and enable wider access to diagnostics. Numerous examples testify to our determination to address the challenges of public health, first and foremost through innovation. Once again this year, we invested over 12% of our sales in R&D, a figure higher than the average for our sector. Examples include our offer to support the manufacture of high-quality cell and gene therapies, and our recent entry into the “Point of Care” market with cutting-edge molecular technology. The acquisition of SpinChip, a Norwegian company, demonstrates how we are leveraging our expertise in immunoassays to anticipate our development in this market, while remaining as close to the patient as possible. These new additions strengthen an already robust portfolio.



We are maintaining strong investment in our sites in order to adapt our production tools and supply chains facilities to new challenges, making them more resilient, more autonomous with activity internalization projects, and more sustainable to save natural and energy resources, while improving the well-being of our team members. We are continuing our various philanthropic initiatives with vulnerable populations around the world. In addition, thanks to the involvement of our team members, the bioMérieux Endowment Fund for Education, created in 2020, supported 39 projects in 21 countries this year, benefiting some 10,000 people.

In conclusion, I would like to salute the commitment of our 14,600 team members, who once again this year have helped bioMérieux shine throughout the world and improve access to diagnostics for all.

Alexandre Mérieux,
Chairman of the Board of Directors of bioMérieux



THE
INTERVIEW
WITH

**PIERRE
BOULUD**

BIO-MÉRIEUX
CHIEF
EXECUTIVE
OFFICER

What are the public health challenges facing bioMérieux?

bioMérieux has been fighting infectious diseases since it was founded over 60 years ago. One of the main challenges we face today is antimicrobial resistance. In this field, we offer a unique range of diagnostic solutions that will enable us to discriminate between viral and bacterial infections, and also to determine the right antibiotic therapy. Helping healthcare professionals to prescribe antibiotics correctly is essential for preserving the effectiveness of these drugs. With the launch of BIOFIRE® SPOTFIRE®, dedicated to decentralized biology, we are bringing diagnostics as close as possible to patients, right where antibiotic therapy is initiated.

For over 30 years, we have also put our expertise at the service of food and pharmaceutical manufacturers, helping them to ensure production that meets the highest standards of quality and safety for patients and consumers.

bioMérieux has unveiled its GO-28 strategic plan; what's the goal?

This plan is fully in line with the Company's history and DNA. It is intended to help us build on our success over the last 60 years. The COVID-19 crisis has brought into sharp focus the importance of diagnostics in the fight against an infectious pandemic. Our wish is to capitalize on this recognition in order to establish an ambitious roadmap toward a new chapter of growth and profitability for our Company. We operate in a fast-moving in vitro diagnostics market, and this was the right time for us to prepare our future.

What are its priority areas?

We have identified four dimensions.

The first dimension relates to the various growth drivers for the coming years. Those that will enable us to provide access to our diagnostic solutions to as many patients and manufacturers as possible.

The second dimension relates to the simplification of our operating model. bioMérieux was built on an extraordinarily entrepreneurial model. We now have 14,600 team members, and we need to remain agile and efficient in order to make swift decisions, while remaining as close as possible to the healthcare professionals and manufacturers who place their trust in us.

The third dimension relates to our team members. Our Company has always been people-oriented, and the commitment of our teams is fundamental. Every team member and every team are involved in adopting the five key behaviours that underpin the fundamental values of our corporate culture. We are convinced that the way we accomplish our mission, and the commitment of our team members to bioMérieux’s vision contribute to making us unique.

Finally, we are committed to making bioMérieux a company rooted in contemporary social and environmental realities. That’s why we wanted our corporate social responsibility roadmap to be fully integrated into our strategic plan. The two are inseparable.

What do you consider are the most significant achievements for 2024?

2024 was a remarkable year, with growth exceeding our initial forecasts. In addition to this sales performance, we also demonstrated our capacity for innovation with several new launches. Examples include the BIOFIRE® SPOTFIRE® Respiratory/Sore Throat panel for very fast detection of respiratory infections and angina, the launch of our VITEK® REVEAL™ antimicrobial susceptibility testing system in the United States, our VIDAS® parameters for vitamin B12, or the mild traumatic brain injury assessment on VIDAS® TBI (GFAP, UCH-L1) in the United States.

We have also invested heavily in innovation, including the newly inaugurated R&D facilities in Florence, Italy, La Balme, France, and Philadelphia, USA. We continue to forge numerous partnerships, notably with hospital infrastructures, to establish Centers of Excellence dedicated to the fight against antimicrobial resistance. We now have 15 of these around the world.

I would like to pay tribute to the exceptional commitment of our team members, confirmed once again by this year’s global engagement survey. The results place us among the best healthcare companies in the world, and confirm the positive dynamic we are building around the commitment of our teams and the infusion of our shared culture



+7% organic growth year after year at constant exchange rate by 2028



Reach 20% cEBIT margin** by 2028, at constant exchange rate



Be in the 1st quartile of healthcare industries for employee engagement



-50% greenhouse gas emissions

Why are environmental issues increasingly important at bioMérieux?

Our mission is to help improve public health. It would be contradictory to do so without also taking into account the impact of our activities on the planet. We have set ourselves ambitious targets for reducing greenhouse gas emissions. Although we still have a long way to go, 2024 exceeded our projections, with a 13% decrease compared with 2019.

Today, we think about our carbon footprint in a more systemic way, upstream with our suppliers and downstream with our customers. This means reducing the CO₂ emissions of the products we need in our own industrial activities, and ensuring that the solutions we provide to our customers consume less energy and plastic, and are as environmentally friendly as possible.

It was the right time for us to prepare our future.

PIERRE BOULUD, BIOMÉRIEUX
CHIEF EXECUTIVE
OFFICER



II. HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

The shareholders of bioMérieux are convened to the Annual General Meeting to be held on Thursday, May 15, 2025 at 9 a.m. at 376, Chemin de l'Orme, Marcy l'Etoile (69280) (France), to consider the agenda and resolutions set out in this brochure.

CONDITIONS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

All shareholders have the right to attend the Annual General Meeting, irrespective of the number of shares they hold.

In accordance with Article R.22-10-28 of the French Commercial Code (*Code de Commerce*), shareholders must provide proof of ownership of their shares by the second business day preceding the Annual General Meeting, i.e., 00:00 a.m. (CEST) on the morning of May 13, 2025, either in the registered share accounts kept on the Company's behalf by its authorized agent, UPTEVIA, or in the bearer share accounts held by an authorized intermediary.

Shareholders may participate in the Annual General Meeting:

- (i) by attending in person;
- (ii) by voting by post;
- (iii) by giving a proxy to the Chairman of the Meeting, to their spouse or the partner with whom they have entered into a civil union, to another shareholder, to any other individual or legal entity of their choice under the conditions provided for in Article L.22-10-39 of the French Commercial Code, or without indicating a proxy; it is specified that for any proxy given by a shareholder without indicating a name, the Chairman of the Meeting will vote to adopt the proposed resolutions presented or supported by the Board of Directors and vote against all other proposed resolutions; or
- (iv) by voting on the Internet via the VOTACCESS secure platform.

In accordance with the provisions of Article R.22-10-28 of the French Commercial Code, any shareholder who has already cast a postal vote, sent a proxy form or requested an admission card or a share ownership certificate to attend the Annual General Meeting may no longer choose another means of participating in the Annual General Meeting. However, they may sell all or some of their shares.

1. Shareholders wishing to attend the Annual General Meeting in person may request an admission card by post or online:

For holders of registered shares:

- either contact UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France;
- or apply online on the secure VOTACCESS platform:
 - Holders of direct registered shares should log on to their Shareholder Area using their usual access codes at <https://www.investors.uptevia.com/>. Once they have logged in to their Shareholders' Area, they should follow the on-screen instructions to access the VOTACCESS website and request their admission card. If shareholders are no longer in possession of their login and/or password, they can contact the number 0 800 007 546 from France or +33 1 49 37 82 38 from abroad, which will be made available to them.
 - Holders of intermediary registered shares should connect to VoteAG (<https://www.voteag.com/>) using the temporary codes sent on the Single Voting Form or the electronic invitation. Once on the home page of the site, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.
- or, on the day of the Meeting, go directly to the counter specially provided for this purpose with an identity document.

For holders of bearer shares:

- either ask the intermediary who manages your shares to send you an admission card;
- or, if the authorized intermediary who manages your account is connected to the VOTACCESS website, request an admittance card electronically as follows: after logging on to the intermediary's Internet portal with your usual access codes, click on the icon appearing on the line corresponding to your bioMérieux shares and follow the instructions on the screen to access the VOTACCESS site and request an admission card.

2. Shareholders not attending the Annual General Meeting in person and who wish to vote by post or by proxy under the legal and regulatory conditions, in particular those provided for in Articles L.225-106 and L.22-10-39 of the French Commercial Code, may:

For holders of registered shares: return the single postal voting form or proxy form, which will be sent with the notice of meeting, unless you have requested to receive the notice by electronic means, to the following address: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

For holders of bearer shares: request the single postal voting form or proxy form from the intermediary who manages your shares as of the date the Annual General Meeting is convened; this single form must be accompanied by a share ownership certificate issued by the financial intermediary and sent to: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

To be taken into account, the voting form and the share ownership certificate must be received by bioMérieux or UPTEVIA no later than three calendar days preceding the date of the Annual General Meeting, i.e., 11:59 p.m. (CEST) on May 12, 2025.

3. Shareholders will be able to vote online via the secure VOTACCESS website, which will be open from April 23, 2025 to May 14, 2025 at 3:00 p.m. (CEST).

For holders of registered shares:

- log on to VOTACCESS platform :
 - Holders of direct registered shares should log on to their Shareholder Area using their usual access codes at <https://www.investors.uptevia.com/>. Once they have logged in to their Shareholders' Area, they should follow the on-screen instructions to access the VOTACCESS website and vote. If shareholders are no longer in possession of their login and/or password, they can contact the number 0 800 007 546 from France or +33 1 49 37 82 38 from abroad, which will be made available to them.
 - Holders of intermediary registered shares should connect to VoteAG (<https://www.voteag.com/>) using the temporary codes sent on the Single Voting Form or the electronic invitation. Once on the home page of the site, they should follow the on-screen instructions to access the VOTACCESS site and vote.

For holders of bearer shares:

- log on to the portal of the company that holds your account with your usual access codes and click on the icon appearing on the line corresponding to your bioMérieux shares to access the VOTACCESS platform;
- follow the procedure indicated on the screen. Only holders of bearer shares whose account-holding institution has joined the VOTACCESS website may vote online. If the holder of your securities account has not joined VOTACCESS or subjects access to the site to conditions of use, it must tell shareholders how to proceed.

Shareholders are advised not to wait until the last few days to vote, in order to avoid possible congestion in Internet communications.

NOTIFICATION OF THE APPOINTMENT OR REVOCATION OF A PROXY

To be valid, appointments or revocations of proxies other than the Chairman of the Meeting must be received no later than the third day preceding the date of the Meeting when submitted by post, i.e., May 20, 2024, or no later than the day before the Meeting when submitted electronically, i.e., 3:00 p.m. (CEST) on May 14, 2025, in one of the following ways:

- either via VOTACCESS, as described above;
- or by post to the following address: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France;
- or by email to: ct-mandataires-assemblees@uptevia.com. This email must contain the following information: the name of the company concerned (bioMérieux), the date of the meeting (May 15, 2025), your last name, first name, address and bank details, and the last name, first name and, if possible, address of the proxy you wish to appoint. If you are a bearer shareholder, you must ask the financial intermediary who manages your securities account to send written confirmation to the following address: UPTEVIA – CTO Assemblées Générales – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

Only notice of the appointment or revocation of proxies may be sent to this email address; requests or notices relating to any other matters will not be processed and/or taken into account.

WRITTEN QUESTIONS

In accordance with Article R.225-84 of the French Commercial Code, all shareholders may submit questions in writing to the Chairman of the Board of Directors upon receipt of this notice. Any questions must be sent to the Chairman of the Board of Directors at the following email address investor.relations@biomerieux.com, no later than the fourth business day preceding the date of the Annual General Meeting, i.e., May 9, 2025, accompanied by a share ownership certificate.

All written questions and answers will be published on the Company's website at www.biomerieux.com (Investors > Shareholder Area > General Shareholders' Meeting) within the time limits imposed by the regulations.

SHAREHOLDERS' RIGHT OF COMMUNICATION

Shareholders may obtain the documents referred to in Articles R.225-81 and R.225-83 of the French Commercial Code by sending a simple request by email to investor.relations@biomerieux.com or to UPTEVIA.

The documents that must be made available to the shareholders in connection with the Meeting will be made available at the Company's registered office within the legal time limits.

The documents and information referred to in Article R.22-10-23 of the French Commercial Code that are to be presented at the Meeting will be made available on the Company's website at www.biomerieux.com (Investors > Shareholder Area > General Shareholders' Meeting), no later than from the twenty-first day preceding the date of the Annual General Meeting.

The board of Directors

III. PRESENTATION OF THE BOARD OF DIRECTORS



* 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 ^(a)	Inde- pen- dence	Initial appointment	Term expires	Number of years on Board (at 05/23/2024)	Participation in Board committees
Alexandre Mérieux <i>Chairman of the Board of Directors</i>	50 years	H	French	60	2		04/16/2004	2026	20 years	Strategy committee
Philippe Archinard	65 years	H	French	30	4		06/10/2010	2027	14 years	Strategy committee
Jean-Luc Bélingard	76 years	H	French	60 150	4		09/15/2006	2026	18 years	Strategy committee (Pdt)
Harold Boël	60 years	H	Belgian	150	2		05/30/2012	2028	12 years	Strategy committee Audit Committee (Pdt)
Groupe Industriel Marcel Dassault <i>represented par Marie-Hélène Habert-Dassault</i>	59 years	F	French	57	3		23/05/2024	2028	< 1 year	Strategy Committee HR, Compensation, CSR Committee
Marie-Paule Kieny	69 years	F	French and Swiss	180	1	✓	08/28/2017	2025	7 years	Strategy Committee HR, Compensation, CSR Committee ^(b)
Fanny Letier	46 years	F	French	30	2	✓	05/30/2017	2025	7 years	Strategy Committee HR, Compensation, CSR Committee (Pdte) Audit Committee
Viviane Monges	61 years	F	French	100	4	✓	05/23/2024	2028	< 1 year	Strategy Committee Audit Committee ^(b)
Sylvain Orenga <i>Director representing employees</i>	59 years	H	French	N/A	N/A		05/23/2022	2026	2 years	Strategy Committee HR, Compensation, CSR Committee

(a) Including the position held at bioMérieux

(b) From May 23, 2024

BIOGRAPHY OF THE DIRECTOR WHOSE RENEWAL IS SUBMITTED BY THE BOARD OF DIRECTORS FOR APPROVAL AT THE 2025 ANNUAL GENERAL MEETING



Marie-Paule Kiény

Member of the Strategy Committee

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

Independent director^(a)

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 Kiény 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 Kiény 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 Research and Expertise Analysis 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 (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 Mériéux 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^(b):

- Director of Mériéux Foundation

Outside the Group^(b):

- 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 Section 4.2.5).

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

Fanny Letier

**Member of the Strategy Committee
Chair of the HR, Compensation and CSR Committee Member of the Audit Committee**



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

Independent director^(a)

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, GENE0 Capital Entrepreneur, and the investment company, GENE0 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^(b):

N/A

Outside the Group^(b):

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

Directorships and positions that have expired in the past five years

Within the Group^(b):

N/A

Outside the Group^(b):

- 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 Section 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.

IV. BRIEF SUMMARY OF THE COMPANY'S SITUATION DURING 2024 FISCAL YEAR

SITUATION AND ACTIVITY OF THE GROUP

The year ended 31 December 2024 was marked by the following main events.

1.1. ACTIVITY

Unless otherwise stated, sales growth is expressed at constant exchange rates and scope of consolidation (like-for-like).

Consolidated sales amounted to €3,980 million in 2024, up 10.3% like-for-like from €3,675 million in the prior year period. Reported growth stood at +8.3% for the period. The appreciation of the Euro against most currencies in 2024, and notably the Argentinian peso, the Turkish lira and the Japanese yen, had a -€91 million negative impact on 2024 annual sales.

Evolution of sales

In € millions

SALES – TWELVE MONTHS ENDED DECEMBER 31, 2023	3,675	
Currency effect	-91	-2.5%
Changes in scope of consolidation & Hyperinflation	+18	+0.5%
Organic growth (at constant exchange rates and scope of consolidation)	+378	+10.3%
SALES – TWELVE MONTHS ENDED DECEMBER 31, 2024	3,980	+8.3%

NB: A definition of the currency effect and of changes in the scope of consolidation is provided at the end of this press release.

The year-on-year change in sales by application is summarized as follows:

Sales by Application	12 months ended Dec. 31, 2024	12 months ended Dec. 31, 2023	% change as reported	% change at constant exchange rates and scope of consolidation
In € millions				
Clinical Applications	3,373.8	3,099.3	+8.9%	+10.5%
Molecular biology	1,647.0	1,417.3	+16.2%	+17.3%
Microbiology	1,330.1	1,266.7	+5.0%	+8.3%
Immunoassays	341.4	373.0	-8.5%	-5.1%
Other lines ⁽¹⁾	55.3	42.4	+30.6%	-8.2%
Industrial Applications⁽²⁾	606.0	575.4	+5.3%	+8.7%
TOTAL SALES	3,979.9	3,674.7	+8.3%	+10.3%

(1) Including BioFire Defense, R&D-related revenue arising on clinical applications

(2) Including R&D-related revenue arising on industrial applications.

- Clinical applications** sales, (85% of 2024 bioMérieux's total sales), rose by 10% in the fourth quarter to €947 million and reached €3,374 million for the full year.
 - In molecular biology:**
 - BIOFIRE® non-respiratory panels sales achieved a solid growth of 14.5% in the fourth quarter of 2024 driven by double digit growth in each region; o BIOFIRE® respiratory panel sales increased by 7% versus a high Q4 2023, a solid performance illustrating the relevance of this solution; especially during the respiratory season;
 - BIOFIRE® FILMARRAY® installed base grew by 500 additional net units in the quarter, reaching a total of 26,750 units (total +1,350 units net in 2024);
 - During the 4 th quarter, the SPOTFIRE® installed base expanded by 900 new instruments, a significant acceleration versus the previous quarters, reaching +2,200 units in 2024, and leading to a cumulated installed base of 3,000 units at the end of 2024.. 2024 SPOTFIRE® sales reached nearly €95 million, above the 2024 objective of €80 million. In **microbiology**, the business kept delivering a remarkable performance, with sales growing +14% in Q4 compared with the same period of 2022, driven by a double-digit growth in both reagents and instrument sales. Full-year sales stood 14% above 2022 thanks to approximately +4% price increase and strong volumes growth, stressing the importance of the blood culture BACT/ALERT® and VITEK® automated ID/AST solutions in the fight against antimicrobial resistance (AMR).
 - In **microbiology** sales grew by 6% in Q4 compared with the same period of 2024, driven by high single digit growth in blood culture BACT/ALERT® and VITEK® automated ID/AST reagents while the sales of instruments were slightly down.
 - In the **immunoassays** the sales of VIDAS® were impacted by the continued decrease of procalcitonin assays sales; excluding procalcitonin, VIDAS® sales were up 5% in the quarter with routine assays sales growing +8% driven by strong dynamic in Africa, Asia and Latin America.
- Industrial applications** sales (15% of bioMérieux' s total 2024 sales) delivered a solid performance in the last three months of 2024 at +9%. Growth has been fueled by double digit reagent sales growth, including solid price increases, in both the food and pharma segments.

The year-on-year change in sales by geographic region is summarized as follows:

Sales by Region	12 months ended Dec. 31, 2024	12 months ended Dec. 31, 2023	% change as reported	% change at constant exchange rates and scope of consolidation
In € millions				
North America	1,793.3	1,618.6	+10.8%	+11.0%
Latin America	261.6	227.9	+14.8%	+33.3%
EMEA ⁽¹⁾	1,268.6	1,190.8	+6.5%	+7.3%
Asia Pacific	656.3	637.4	+3.0%	+5.4%
TOTAL SALES	3,979.9	3,674.7	+8.3%	+10.3%

(1) Europe, Middle East and Africa.

- In **North America** (45% of the total annual sales), quarterly sales were up +11%, fueled by a double-digit growth in BIOFIRE® non-respiratory panels, microbiology equipment and industrial applications combined with the successful roll-out of the SPOTFIRE® solution.
- In **Latin America** (7% of the total annual sales), excluding Argentina (hyperinflation), sales were up +14% in Q4 2024, with BIOFIRE®, microbiology, VIDAS® and industrial applications sales all reaching double-digit growth in both equipment and reagents.
- Sales in **Europe – Middle East – Africa** region (32% of the total annual sales) came to €343 million for the fourth quarter, up +4% compared with the same period of 2023. This growth has been driven by a +21% increase in RP and +14% in non-RP BIOFIRE® panels combined with a high single-digit growth in microbiology reagents as well as a double-digit growth in Industrial Applications reagent sales.
- Sales in the **Asia-Pacific** region (16% of the total annual sales) reached €173 million in the last quarter of 2024, up 11% compared with the same period in 2023. This growth has been led by the strong uptake of SPOTFIRE® sales in Japan, as well as a 34% growth in BIOFIRE® non respiratory panels sales, a double-digit growth in industrial applications reagents and in microbiology reagents

1.2. PARTNERSHIPS, ACQUISITIONS AND STRATEGIC AGREEMENTS

- o **Acquisition of Lumed Inc. to reinforce its software portfolio in the fight against antimicrobial resistance**

On January 5, 2024, bioMérieux announced that it has acquired the entire share capital of LUMED Inc., a Canadian innovative software company that has developed a clinical decision support system to help hospitals optimize antimicrobial prescriptions and monitor healthcare-associated infections, increasing its stake from 16% to 100%. The two companies have been working closely together since 2017. The acquisition of 84% of the capital represents an investment close to 9 million euros.

- o **bioMérieux and Mérieux NutriSciences partner with key food industry players to launch a new collaborative data-driven model**

On April 5, 2024, bioMérieux and Mérieux NutriSciences, a world leader in food safety, quality, and sustainability, jointly announce the launch of a new data-driven Trusted Third Party initiative, built with a group of global food industry partners to foster safe industry collaboration as well as better anticipate and prevent food safety risks.

- o **Malawi Ministry of Health, bioMérieux, and Pfizer Form Country's First Multisectoral Collaboration to Help Address Antimicrobial Resistance**

On May 23, 2024, the Malawi Ministry of Health, bioMérieux, and Pfizer today announced a collaboration to advance Malawi's first multisectoral initiative which aims to build public sector antimicrobial stewardship (AMS) capacity in infection prevention and control, diagnostics, surveillance, and to guide the appropriate use of antibiotics.

1.3. NEW PRODUCTS / CERTIFICATIONS

- **Dual 510(k) clearance and CLIA-waiver approval for the BIOFIRE® SPOTFIRE® R/ST Panel**

On March 27, 2024, bioMérieux has received U.S. Food and Drug Administration (FDA) 510(k) clearance and Clinical Laboratory Improvement Amendments (CLIA) waiver approval for the BIOFIRE® SPOTFIRE® Respiratory/Sore Throat (R/ST) Panel.

➤ **FDA 510(k) clearance of VIDAS® TBI (GFAP, UCH-L1), an innovative test to improve the assessment of patients with mild traumatic brain injury**

On May 28, 2024, bioMérieux announces the U.S. FDA 510(k) clearance of VIDAS® TBI (GFAP, UCH-L1), a serum-based test to support the assessment of patients with mild traumatic brain injury (mTBI), including concussion. The assay uses a unique combination of the biomarkers GFAP and UCH-L1*, proteins that enter circulation following cellular injury¹. The test can help reduce the number of unnecessary head Computed Tomography (CT) scans performed for mTBI patients by predicting the absence of acute intracranial lesions (ICL).

➤ **bioMérieux receives US FDA 510(k) clearance for its AST System VITEK® REVEAL™**

On June 21, 2024, bioMérieux announces that its VITEK® REVEAL™ AST System, reporting results directly from positive blood cultures, has received U.S. Food and Drug Administration (FDA) 510(k) clearance.

➤ **bioMérieux receives U.S. FDA Special 510(k) clearance and CLIA-waiver for its BIOFIRE® SPOTFIRE® Respiratory/Sore Throat (R/ST) Panel Mini**

On June 26, 2024, bioMérieux announces that its BIOFIRE® SPOTFIRE® Respiratory/Sore Throat (R/ST) Panel Mini has received U.S. Food and Drug Administration (FDA) Special 510(k) clearance and CLIA-waiver (Clinical Laboratory Improvement Amendments).

➤ **bioMérieux receives CE-marking for VIDAS® VITAMIN B₁₂ TOTAL, a blood test to measure total Vitamin B12 concentration**

On October 15, 2024, bioMérieux announces the CE-marking of VIDAS® VITAMIN B₁₂ TOTAL, an automated quantitative test for use on the VIDAS® immunoassay instruments, for the measurement of total Vitamin B₁₂ concentration in human serum or plasma.

➤ **BIOFIRE® FILMARRAY® Tropical Fever Panel, a syndromic PCR test targeting causes of tropical fever infections, receives U.S. FDA Special 510(k) clearance**

On December 9, 2024, bioMérieux announces that its BIOFIRE® FILMARRAY® Tropical Fever (TF) Panel has received U.S. Food and Drug Administration (FDA) Special 510(k) clearance. This innovative polymerase-chain reaction (PCR) testing solution offers fast and accurate pathogen identification in patients with unexplained fever, helping to optimize treatment overall.

1.4. OTHER INFORMATION

Human Resources - As of December 31, 2024, the Group had around 14,600 employees¹.

¹ Full-time equivalent, including employees (fixed-term and permanent contracts) and apprentices (France); excluding interns, VIEs and temporary staff.

PRESENTATION OF THE CONSOLIDATED ACCOUNTS; ECONOMICAL AND FINANCIAL RESULTS

1.1. THE ACCOUNTS

1.1.1. Consolidated income statement

• **Contributive operating income before non-recurring items**

Contributive operating income before non-recurring items reached €673 million (16.9% of sales) including a -€59 million negative forex exchange impact. At constant exchange rates and scope, the contributive operating income is up 20% versus 2023, exceeding the +12%/+17% annual guidance and represents 18.1% of sales, up 150 bps versus 2023.

- **Gross profit** for the year stood at €2,215 million, or 55.7% of sales, up +0.7pp versus 2023 at constant exchange rates and scope, mainly thanks to the increase in sales prices, a favorable mix effect with a higher share of reagents in total sales compared with last year and the contained evolution of manufacturing and supply chain costs. These positive trends have more than compensated the increase in instruments depreciation driven by the acceleration in SPOTFIRE® instruments placements.
- **Selling, general and administrative expenses** amounted to €1,098 million, or 27.6% of sales, a like-for-like increase of 9.5% reflecting the continued investment in marketing and commercial capabilities as well as the increase of variable compensation in a strong year, and the impact of hyperinflation in Argentina and Turkey.
- **R&D expenses** stood at -€491 million, or 12.3% of sales. The like-for-like increase of 7% is driven by the increase in salaries and a continuous investment in the development of new products focused on microbiology and molecular solutions.
- **Other operating income** amounted to around €47 million for the year, up from 33€ million in 2023 mainly due to R&D tax credit and grants.

• **Operating income**

The amortization and impairment of acquisition-related to intangible assets amounted to €58 million. A -€49 million impairment⁶ has been recognized on the Hybiome (Chinese immunoassay entity) assets to reflect the further degradation of the immunoassays Chinese market. In 2023, this line amounted to €171 million, including a -€122 million impairment on Hybiome. As of December 31st 2024, the remaining net book value of Hybiome assets stands at €32m.

As a result, the Group ended the year 2024 with an **operating income** of €589 million, up +48% at constant exchange rate and scope of consolidation compared to €439 million in 2023.

• **Net income of consolidated companies**

Net financial expense amounted to -€9.4 million over the period, down from the -€1.6 million recorded in 2023 mainly due to foreign exchange rate losses and hyperinflation, partially compensated by the interest income on the excess cash.

The Group's **effective tax rate** stood at 26.6% on December 31, 2024, versus 26.2% in 2023.

Net income, Group share reached €432 million in 2024, up +21% in comparison to €358 million in 2023.

• **Cash management and finance (*Free cash-flow*)**

EBITDA² came to €914 million, or 23% of sales, up +10.5% from the €827 million recorded in 2023, in line with the strong operating performance reflected in contributive operating income.

Income tax paid represented €206 million, a slight increase from the €204 million paid in 2023.

Working capital requirement increased by €47 million in 2024:

- inventories rose by €85 million during the period, driven by the build-up of instrument inventories to secure the launch of new products, mainly SPOTFIRE® and VITEK® MS PRIME, as well as an increase in molecular reagents and raw materials to support sales growth;
- trade receivables were up by €54 million, in line with the activity in fourth quarter;
- trade payables were stable compared to 2023;
- other working capital requirement improved by €92 million, mainly due to the increase in social debts on variable compensation and research tax credit refunds.

Capital expenditures represented 8.7% of sales or €346 million in 2024, versus €338 million in 2023. Main capital expenditures were related to the expansion and automation of the manufacturing capacities in the US and the increase in the number of placed instruments, mainly SPOTFIRE®.

As a result, **free cash flow** came in at €330 million in 2024, a strong improvement compared to €115 million in 2023.

² EBITDA corresponds to the aggregate of contributive operating income before non-recurring items, and operating depreciation and amortization.

• **Business development operations**

In January 2024, bioMérieux acquired LUMED Inc., a Canadian software company that has developed a clinical decision support system to help hospitals optimize antimicrobial prescriptions and monitor healthcare-associated infections. The cash outflow amounted to €9 million.

In March 2024, bioMérieux signed an agreement for the acquisition of a minority stake in SpinChip Diagnostics ASA, a company based in Oslo, Norway, that has developed a game-changing immunoassay diagnostics platform. The cash outflow amounted to €11 million.

• **Change in net debt**

Dividend of €100 million has been paid in 2024, the same amount than in 2023.

As a result, consolidated net debt came to €41 million at December 31, 2024, versus a net debt position of €166 million as of December 31, 2023. This net debt includes the discounted liability related to leases (IFRS16) amounting to €172 million.

1.2. CORPORATE SOCIAL RESPONSIBILITY

In 2024, bioMérieux pursued the execution of its CSR roadmap, particularly with an acceleration in the reduction of its GHG absolute emissions (down -13% at the end of 2024 versus 2019), in the CSR engagement of its suppliers, in the number of distributors trained on CSR and in the number of collaboration projects with patient associations. In parallel, against the backdrop of the European Corporate Sustainability Reporting Directive CSRD, bioMérieux has finalized its double materiality analysis that is the basis of its 2024 sustainability report. This year bioMérieux was ranked 1st by the Dow Jones Sustainability Index (DJSI) in healthcare equipment and supply segment, a great recognition of the company's engagement in CSR. bioMérieux also obtained 80/100 Platinum score by Ecovadis.

1.3. THE DIVIDENDS

The Board of Directors recommended that shareholders at the Annual General Meeting on May 15, 2025, approve a dividend of **€0.90 per share**, up +6% versus last year, representing a payout ratio of 25% of net income, group share, in line with the dividend policy announced as part of GO•28.

SUBSEQUENT EVENTS AND PERSPECTIVES

1.1. SUBSEQUENT EVENTS

➤ **bioMérieux strengthens its point of care presence with the acquisition of the immunoassay start-up SpinChip**

On January 13, 2025, announces that it has entered into an agreement to acquire SpinChip Diagnostics ASA ("SpinChip"), a privately held Norwegian diagnostics company that has developed a game-changing immunoassay diagnostics platform. The small benchtop analyzer is well adapted to near patient testing as it can deliver a result from a whole blood sample within 10 minutes with the same high-sensitivity performance as the laboratory instruments. bioMérieux has held a minority stake in SpinChip since March 2024.

➤ **bioMérieux acquires Neopropecta, a Brazil-based company dedicated to data and genomics solutions for microbial risk management in food and pharma industries**

On January 29, 2025, bioMérieux has finalized the closing of the acquisition of Neopropecta on January 29th, 2025. A Sale and Purchase Agreement (SPA) to acquire this Brazilian-based company was signed in November 2024. Neopropecta, based in Florianopolis, develops and markets innovative user-friendly data and genomics solutions for augmenting quality assurance programs and improve microbiological risk prevention in food and pharma industries.

➤ **bioMérieux launches GENE-UP® TYPER, an innovative diagnostic solution for food industries to rapidly analyze the root cause of contamination of Listeria monocytogenes**

On February 13, 2025, GENE-UP® TYPER is a real-time PCR solution for rapid strain characterization of microorganisms, for use on bioMérieux's GENE-UP® system. This easy-to-use automated food pathogen detection solution helps speed up the decision-making process by providing faster insights on strain identity.

1.2. 2025 OBJECTIVES

In 2025, sales are expected to grow by at least +7% on a like-for-like basis, driven by the four growth drivers of the GO•28 strategic plan:

- Sales of BIOFIRE® non-respiratory panels are expected to continue to grow at least double digit in 2025 leveraging the large installed base of BIOFIRE® instruments;
- Sales of SPOTFIRE® in 2024 should reach approximately €190 million;
- Microbiology sales are expected to grow approximately +7%, driven by the increased need for efficient solutions to fight against the antimicrobial resistance;
- Industrial Applications sales should grow approximately +8% in 2025.

Assuming a medium flu season in Q4 2025, BIOFIRE® respiratory panels sales are foreseen to be flat in 2025, and similarly for Immunoassays sales

Contributive operating income before non-recurring items is expected to grow by at least +10% in 2025 vs 2024 at constant exchange rates and scope. Currency effect would have a negative impact in the range of €30 million on the 2025 CEBIT.

SUBSIDIARIES AND EQUITY INVESTMENTS

1.1. EQUITY INVESTMENTS TAKEN AND DISPOSED OF DURING THE 2024 FINANCIAL YEAR AND THE BEGINNING OF 2025

➤ **bioMérieux acquires Lumed Inc. to reinforce its software portfolio in the fight against antimicrobial resistance**

On January 5, 2024, bioMérieux announced that it has acquired the entire share capital of LUMED Inc., a Canadian innovative software company that has developed a clinical decision support system to help hospitals optimize antimicrobial prescriptions and monitor healthcare-associated infections, increasing its stake from 16% to 100%. The two companies have been working closely together since 2017. The acquisition of 84% of the capital represents an investment close to 9 million euros.

➤ **bioMérieux holds 87% of the equity share of Hybiome,**

In January 2024, bioMérieux bought out some of Hybiome minority shareholders, based on put and call options agreed in 2018, leading to the acquisition of an extra 16% of Hybiome's equity for a total consideration of €29m.

➤ **bioMérieux strengthens its point of care presence with the acquisition of the immunoassay start-up SpinChip**

See 'Subsequent events' above, § 1.1.

➤ **bioMérieux acquires Neopropecta, a Brazil-based company dedicated to data and genomics solutions for microbial risk management in food and pharma industries**

See 'Subsequent events' above, § 1.1.

1.2. NEW SUBSIDIARY

A new subsidiary was created in Kingdom of Saudi Arabia in the end of 2024.

1.3. BRANCHES AND REPRESENTATIVE OFFICES

bioMérieux does not hold any branches directly. bioMérieux has a representative office in Saudi Arabia, which should disappear in 2025 following the creation of the subsidiary.

FINANCIAL DATAS

1.1. CONSOLIDATED INCOME STATEMENT

<i>In millions of euros</i>	2024	2023
NET SALES	3,979.9	3,674.7
Cost of sales	-1,764.6	-1,617.4
GROSS PROFIT	2,215.3	2,057.3
<i>GROSS PROFIT (in % of net sales)</i>	<i>55.7%</i>	<i>56.0%</i>
OTHER OPERATING INCOME	46.9	33.0
Selling and marketing expenses	-783.8	-725.5
General and administrative expenses	-313.8	-295.0
Research and development expenses	-491.5	-460.1
TOTAL OPERATING EXPENSES	-1,589.1	-1,480.7
Amortization and impairment of acquisition-related intangible assets and acquisition costs	-58.4	-170.6
OPERATING INCOME BEFORE NON-RECURRING ITEMS	614.7	439.0
Other non-recurring income (expenses)	-25.9	0.0
OPERATING INCOME	588.8	439.0
Cost of net financial debt	-4.9	1.4
Other financial items	-4.5	-3.1
Income tax	-154.3	-114.5
Share of net income of associates	0.0	0.0
NET INCOME OF CONSOLIDATED COMPANIES	425.1	322.8
Attributable to the minority interests	-7.1	-34.8
ATTRIBUTABLE TO THE PARENT COMPANY	432.2	357.7
Basic net income per share	3.67 €	3.03 €
Diluted net income per share	3.64 €	3.01 €

1.2. CONSOLIDATED BALANCE SHEET

ASSETS

<i>(in millions of euros)</i>	12/31/2024	12/31/2023
Goodwill	730.4	698.8
Others intangible assets	492.0	528.6
Property, plant and equipment	1,525.4	1,357.1
Right of use	170.2	148.9
Financial assets	195.0	219.4
Investments in associates	0.8	0.8
Other non-current assets	9.1	7.7
Deferred tax assets	145.9	92.7
NON-CURRENT ASSETS	3,268.9	3,054.0
Inventories and work in progress	1,037.3	908.5
Accounts receivable	792.3	728.6
Other operating receivables	176.0	171.7
Tax receivable	21.3	29.7
Non-operating receivables	24.5	14.3
Cash and cash equivalents	449.8	352.4
CURRENT ASSETS	2,501.1	2,205.2
ASSETS HELD FOR SALE	0.0	0.0
TOTAL ASSETS	5,770.0	5,259.2

LIABILITIES AND SHAREHOLDERS' EQUITY

<i>(in millions of euros)</i>	12/31/2024	12/31/2023
Share capital	12.0	12.0
Additional paid-in capital & Reserves	3,760.6	3,382.6
Net income for the year	432.2	357.6
SHAREHOLDERS' EQUITY	4,204.9	3,752.2
MINORITY INTERESTS	6.1	0.0
TOTAL EQUITY	4,211.0	3,752.2
Net financial debt - long-term	349.2	355.4
Deferred tax liabilities	25.7	11.1
Provisions	49.2	53.3
NON-CURRENT LIABILITIES	424.1	419.7
Net financial debt - short-term	141.5	163.4
Provisions	37.3	41.6
Accounts payable	272.4	265.1
Other operating liabilities	574.2	495.9
Tax liabilities	35.4	52.8
Non-operating liabilities	74.1	68.5
CURRENT LIABILITIES	1,134.9	1,087.3
LIABILITIES RELATED TO ASSETS HELD FOR SALE	0.0	0.0
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	5,770.0	5,259.2

1.3. CONSOLIDATED CASH FLOW STATEMENT

<i>In millions euros</i>	2024	2023
Net income of consolidated companies	425.1	322.8
- Investments in associates	0.0	0.0
- Cost of net financial debt	4.9	-1.4
- Other net financial income and expenses	4.5	3.1
- Income tax expense	154.3	114.5
- Net additions to operational depreciation - non-current provisions	287.1	218.4
- Amortization and impairment of acquisition-related intangible assets	58.1	170.1
EBITDA (before non-recurring items)	913.9	827.4
Other operating non-recurring income (expenses) excluding non-recurring provisions for impairment and capital gains (losses) on disposals of fixed assets	0.0	0.0
Other financial income and expenses (excluding provisions and disposals of non-current financial assets)	0.2	0.4
Net additions to operating provisions for contingencies and losses	-8.2	5.8
Fair value gains (losses) on financial instruments	-0.6	-2.0
Share-based payments	23.4	19.7
Elimination of other non-cash or non-operating income and expenses	14.8	24.0
Change in inventories	-85.1	-192.6
Change in trade receivables	-53.7	-13.7
Change in trade payables	-0.6	3.4
Change in other operating working capital	92.3	-1.6
Change in operating working capital requirement (a)	-47.1	-204.5
Other non-operating working capital	-0.2	0.7
Change in non-current non-financial assets and liabilities	-3.7	0.5
Change in working capital requirement	-51.0	-203.3
Income tax paid	-205.5	-204.1
Cost of net financial debt	-4.9	1.4
NET CASH FROM OPERATING ACTIVITIES	667.3	445.4
Purchases of property, plant and equipment and intangible assets	-345.8	-338.3
Proceeds from disposals of property, plant and equipment and intangible assets	9.4	6.4
Purchases from other non-current financial assets	-1.2	1.8
FREE CASH FLOW (b)	329.7	115.3
Disbursement related to taking non-controlling interests	-13.4	-158.7
Impact of changes in Group structure	-8.8	0.0
NET CASH USED IN INVESTING ACTIVITIES	-359.8	-488.8
Purchases and sales of treasury shares	-37.6	12.7
Dividends paid to owners	-100.2	-100.2
Cash flow from new borrowings	9.8	38.9
Cash flows from loan repayments	-84.6	-73.7
NET CASH USED IN FINANCING ACTIVITIES	-212.6	-122.3
NET CHANGE IN CASH AND CASH EQUIVALENTS	94.8	-165.7
NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	333.4	528.7
Impact of currency changes on net cash and cash equivalents	13.9	-29.7
NET CASH AND CASH EQUIVALENTS AT END OF YEAR	442.1	333.4

^(a) Including allocations (reversals) of short-term provisions.

^(b) Free cash flow is defined as the sum of flows related to the activity and those related to investments excluding the net cash of the impact of changes in the scope of consolidation.

^(c) In 2022, bioMérieux bought back treasury shares for 111 million euros, mainly relating to the current share buyback program in connection with the dilution of bioMérieux shareholders of around 1% of its share capital following the acquisition of Specific Diagnostics.

V. AGENDA

The General Meeting will be broadcast live in video format on the Company's website, www.biomerieux.com, unless technical reasons make it impossible or seriously disrupt the broadcast. The replay will be available on the Company's website by the end of the seventh business day after the General Meeting. Shareholders are also encouraged to send all requests for documents and/or questions electronically. The agenda and draft texts of the resolutions finally approved by the Board of Directors and submitted to the Combined General Meeting are set out below:

RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

1. Approval of the parent company financial statements for the year ended December 31, 2024; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code
2. Approval of the consolidated financial statements for the year ended December 31, 2024
3. Granting of discharge to the directors
4. Appropriation of net income for the year ended December 31, 2024
5. Approval of a related-party agreement referred to in Articles L.225-38 *et seq.* of the French Commercial Code
6. Renewal of the term of office of Marie-Paule Kieny as a director
7. Renewal of the term of office of Fanny Letier as a director
8. Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code
9. Approval of the compensation policy for the Chairman of the Board of Directors in accordance with Article L.22-10-8 of the French Commercial Code
10. Approval of the compensation policy for the Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code
11. Approval of the compensation policy for directors in accordance with Article L.22-10-8 of the French Commercial Code
12. Approval of the information concerning compensation for corporate officers referred to in Article L.22-10-9 I of the French Commercial Code
13. Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Alexandre Mérieux for 2024
14. Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Pierre Boulud for 2024
15. Approval of the share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer
16. Authorization given to the Board of Directors to enable the Company to buy back its own shares

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

17. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares
18. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, with pre-emptive subscription rights
19. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code
20. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer
21. Authorization to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the Annual General Meeting
22. Authorization to be given to the Board of Directors to decide to increase the number of shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities to be issued in the event of a capital increase
23. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company
24. Authorization to be given to the Board of Directors to decide to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items
25. Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company
26. Overall limit on authorizations to issue shares
27. Various amendments to the bylaws
28. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities

VI. REPORT OF THE BOARD OF DIRECTORS

To the Shareholders,

We have called this Ordinary and Extraordinary Shareholders' Meeting in accordance with the Company's articles of association and the French Commercial Code (*Code de commerce*) to approve the resolutions presented below.

After presenting the situation of the Company and the Group in 2024 as well as the outlook and the events that have occurred since the end of the year, the following resolutions will be submitted for your approval during the **Ordinary Shareholders' Meeting**:

- the parent company and consolidated financial statements for the year ended December 31, 2024 as approved by the Board of Directors on March 6, 2025;
- the appropriation of net income;
- the approval of a related-party agreement authorized by the Board of Directors;
- the renewal of the term of office of two directors;
- the *ex-ante* say-on-pay vote on the compensation policy for corporate officers, the Chairman of the Board of Directors, Chief Executive Officer, and the directors in accordance with Article L.22-10-8 of the French Commercial Code;
- the *ex-post* say-on-pay vote on the compensation paid or allocated to the corporate officers, the directors, the Chairman of the Board of Directors and the Chief Executive Officer in respect of the year ended December 31, 2024;
- the approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer;
- lastly, a resolution to provide the Board of Directors with the required authorization to enable the Company to buy back its own shares.

During the **Extraordinary Shareholders' Meeting**, the following resolution will be submitted for your approval:

- further to the authorization given to the Board of Directors to buy back Company shares, a resolution to authorize the Board of Directors to reduce the Company's share capital accordingly by canceling the treasury shares bought back;
- the approval of resolutions providing the Board of Directors with authorizations to carry out, where applicable, at its sole discretion, various financial transactions, in particular:
 - o to increase the capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, with pre-emptive subscription rights;
 - o to increase the capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code;
 - o to increase capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer;
 - o to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the Annual General Meeting;
 - o to increase the number of shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities to be issued in the event of a capital increase;
 - o to increase the capital by issuing ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company;
 - o to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items;
 - o to issue, without pre-emptive subscription rights, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company,
- the overall limit on authorizations to issue shares;
- the various amendments to the bylaws to bring them into line with current legislation.

he 2024 Universal Registration Document (URD) and other shareholder information are available on the Company's website.

MANAGEMENT REPORT ON THE TRANSACTIONS THAT OCCURRED DURING THE YEAR ENDED DECEMBER 31, 2024

As indicated in the concordance tables on pages 334 to 342 of the URD, the parent company and consolidated financial statements and the management report are set out in the URD (see Chapter 6, pages 221 *et seq.*), including the annual financial report.

THE BOARD OF DIRECTORS' REPORT ON THE ORDINARY AND EXTRAORDINARY RESOLUTIONS

1.1. RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

1.1.2. Parent company and consolidated financial statements, appropriation of net income (1st to 4th resolutions)

The parent company and consolidated financial statements are set out in the management report, in Chapter 6, Sections 6.1 and 6.2, of the URD, respectively.

The appropriation of net income is set out in Section 6.2.3.3 of the URD.

1.1.3. Related-party agreement referred to in Articles L.225-38 *et seq.* of the French Commercial Code (5th resolution)

The Statutory Auditors' special report describes the agreements duly authorized by the Board of Directors in 2024 and the agreements authorized in previous years that remained in force in 2024. The URD provides details on the related-party agreements and the third parties involved and sets out the Statutory Auditors' special report (see Section 4.4.5, pages 221 *et seq.*).

The agreement with bioMérieux India Pvt Ltd. relating to the amount owed to the Company by bioMérieux India Pvt Ltd. was authorized in 2024.

- This agreement sets out the terms and conditions for the conversion of a portion of the amount owed to bioMérieux by its Indian subsidiary, representing INR 938,600,000 (approximately €10,350,000), out of a total amount owed of around INR 938,794,012 (approximately €10,352,140), into 2,470,000 bioMérieux India Pvt Ltd. shares.
- The residual amount owed, including interest at the conversion date, has been repaid by the subsidiary.
- As the Company owns 99.9% of bioMérieux India Pvt Ltd., the agreement falls within the scope of Article L.225-38 of the French Commercial Code insofar as it is entered into between a corporate shareholder with more than 10% of the voting rights and/or any company controlling a corporate shareholder with more than 10% of the voting rights, within the meaning of Article L.233-3 of the French Commercial Code. This agreement was subject to prior authorization by the Board of Directors in accordance with the related-party agreements procedure governed by Article L.225-38 of the French Commercial Code. At its meeting of May 23, 2024, the Board authorized this agreement
- which, by improving the subsidiary's cash position, enables bioMérieux India Pvt Ltd. to continue its business activities following the losses incurred on completion of the partial transfer of assets of the subsidiary RAS Lifesciences.

1.1.4. Renewal of the terms of office of two directors (6th and 7th)

The shareholders are invited to vote on the renewal of the term of office of two directors on May 15, 2025.

The Board of Directors recommends that you reappoint Marie-Paule Kieny and Fanny Letier for a further period of four years, i.e., until the Annual General Meeting called in 2029 to approve the financial statements for the year ending December 31, 2028.

Marie-Paule Kieny

Marie-Paule Kieny has a PhD in Microbiology and served as Assistant Director-General for Health Systems and Innovation at the World Health Organization (WHO) until 2017. Her leadership at the WHO included coordinating the WHO's R&D efforts during the Ebola epidemic in West Africa from 2014 to 2016 and designing the WHO R&D blueprint (a global preparedness plan for emerging disease outbreaks). Prior to joining WHO, Marie-Paule held leading research positions in the public and private sectors in France. She is currently Director of Research at Inserm (Paris, France), in charge of the Priority Research Program on Antibiotic Resistance launched by France in 2019 as part of the Investment Program for the Future. Since 2020, she has been a member of the Research and Expertise Analysis Committee (CARE) set up by President Macron to advise the government on Covid-19 treatments, vaccines and testing. She also chaired the French Scientific Committee on the Covid-19 vaccine.

Marie-Paule Kieny is 69 years old. She has been an independent member of bioMérieux's Board of Directors since 2017. She is a member of the Human Resources, Compensation and CSR Committee and of the Strategy Committee.

A description of her offices and functions is given in Section 4.2.4 of the URD.

At its meeting on March 6, 2025, the Board of Directors discussed and confirmed her independent status (see Section 4.2.5 of the Universal Registration Document).

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

- her in-depth knowledge of the Company and its challenges, acquired through eight years as member of the Board;
- her independence;
- her experience in R&D and global healthcare (particularly infectious diseases, immunology and antimicrobial resistance);
- her knowledge of healthcare systems in low-income countries;
- her experience in CSR, strategy and M&A.

Fanny Letier

A graduate of Sciences Politiques Paris, the Ecole Nationale d'Administration (ENA) and the Institut Français des Administrateurs (IFA), Fanny Letier was a civil servant at the Treasury and Economic Policy Directorate General (French Ministry of Finance) from 2004 to 2012, General Secretary of the Interdepartmental Committee for Industrial Restructuring (CIRI) between 2009 and 2012, Deputy Chief of Staff to the Minister of Productive Recovery from 2012 to 2013, and Director then Executive Investment Director of Bpifrance's SME funds between 2013 and 2018. She is co-founder of GENE0 Partenaires and GENE0 Capital Entrepreneur.

Fanny Letier is 46 years old. She has been an independent member of bioMérieux's Board of Directors since 2017. She chairs the Human Resources, Compensation and CSR Committee, and is a member of the Audit and Strategy Committees.

A description of her offices and functions is given in Section 4.2.4 of the URD.

At its meeting on March 6, 2025, the Board of Directors discussed and confirmed her independent status (see Section 4.2.5 of the URD).

The Board of Directors recommends that you renew the directorship of Fanny Letier for the following reasons:

- her in-depth knowledge of the Company and its challenges, acquired through eight years as member of the Board, and her expertise as Chair of the Human Resources and CSR Committee;
- her independence;
- her experience as an investor and with large groups and listed companies in an international environment;
- her knowledge of CSR matters and impacts, governance, digital and human resources.

1.1.5. Ex-ante say-on-pay vote – 2025 compensation policy (8th to 11th resolutions)

In accordance with Article L.22-10-8 of the French Commercial Code, the Board of Directors submits the compensation policy for corporate officers, the Chairman of the Board of Directors, the Chief Executive Officer and the directors to the Annual General Meeting for approval.

The policy is set by the Board of Directors based on a recommendation of the Human Resources, Compensation and CSR Committee and is presented in the report required under the aforementioned article and included in Section 4.3.1 of the URD.

In accordance with Article L.22-10-8 of the French Commercial Code, the amounts resulting from the implementation of the policy will be submitted for shareholder approval at the Annual General Meeting called to approve the financial statements for the year ending December 31, 2025.

The compensation policy for corporate officers (Chairman of the Board of Directors, the Chief Executive Officer and members of the Board of Directors) for 2025 (as described in Section 4.3.1 of the URD) is subject to an overall vote, which has no impact on the outcome of the individual votes on the application of the policy to the Chairman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors. We recommend that you approve the 2025 compensation policy as set out in the URD.

1.1.6. 2024 ex-post say-on-pay vote (12th to 14th resolutions)

In accordance with Article L.22-10-34 of the French Commercial Code, the Board of Directors submits the components of compensation paid or allocated to Alexandre Mérieux, Pierre Boulud and the directors for the year ended December 31, 2024, as described in Section 4.3.2 of the URD, to the Annual General Meeting for approval.

We recommend that you approve the 2024 compensation components as set out in the URD.

1.1.7. Approval of the share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer as part of the “MyShare” 2025 employee share ownership plan (15th resolution)

The Board of Directors proposes that the Annual General Meeting approve the rules governing the share purchase plan reserved for employee beneficiaries located in the State of California in the US, as part of the MyShare 2025 employee share ownership plan, as amended for these beneficiaries and as adopted by the Chief Executive Officer, in accordance with the 20th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 23, 2024, authorizing the Board of Directors to buy back shares of the Company for the purpose of selling them to Group employees, and in accordance with the authorization given by the Board of Directors on December 17, 2024 in respect of the terms and conditions of MyShare 2025.

1.1.8. Authorization to be given to the Company to buy back its own shares (16th resolution)

We request that you authorize the Board of Directors, which may delegate or subdelegate its powers in accordance with the regulatory provisions applicable at the time of such buybacks, to purchase, on the Company's behalf, on one or more occasions, whenever it deems appropriate, a number of the Company's own shares, within the legal limit.

For several years now, the Company has been implementing the share buyback programs approved by successive Annual General Meetings, in order to allocate shares to employees under free share plans and employee share ownership plans and in connection with liquidity agreements. Once again this year, we are requesting that you authorize the Board of Directors, which may delegate its powers, to buy back shares, on the Company's behalf.

This authorization is given to enable the Company, by order of priority, to:

- maintain a liquid secondary market for bioMérieux's shares through market-making transactions carried out by an independent investment services provider under a liquidity agreement that complies with the regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF);

- deliver shares under stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, allocate shares under a Company or Group employee savings plan (or similar plan) in connection with Company profit-sharing and/or allocate shares under any other share allocations to employees and/or corporate officers of the Group;
- reduce the Company's share capital by canceling shares within the legal limits;
- hold shares for their subsequent delivery in payment or exchange for external growth transactions;
- implement any market practices permitted or that may subsequently be permitted by the market authorities.

Under this authorization, the Company may buy back its own shares within the limits set out below (which may be adjusted in connection with transactions affecting the Company's share capital):

- the maximum purchase price per share may not exceed €250 excluding acquisition-related fees;
- the maximum theoretical amount set aside for this program is €2,948,037,450 (maximum theoretical amount excluding treasury shares). However, the Board of Directors, which may delegate its powers in accordance with the law, may adjust the aforementioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves and the granting of free shares, stock splits or reverse splits, capital redemptions or reductions, the distribution of reserves or other assets and any other transactions affecting equity, in order to take into account the impact of such transactions on the value of the shares.

The Board of Directors will report to the Annual General Meeting on the transactions carried out pursuant to this authorization.

In particular, a summary of the transactions carried out in 2024 is provided in Section 7.4.3 of the Universal Registration Document.

1.2. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Statutory Auditors have drawn up reports on the financial delegations, in accordance with applicable law.

1.2.1. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares (17th resolution)

Provided the resolution to buy back shares is approved (16th resolution), we request that you authorize the Board of Directors, in accordance with Article L.22-10-62 of the French Commercial Code, to reduce the Company's share capital by canceling all or some of the shares bought back by the Company under the share buyback program authorized in the 16th resolution of this Meeting, at its sole discretion, on one or more occasions, within the limit of 10% of the share capital over a period of 24 months from the date of this Meeting, and reducing the share capital by the same amount. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to reflect capital transactions carried out subsequent to this Meeting.

Accordingly, the shareholders would authorize the Board of Directors to offset any excess of the purchase price of canceled shares over their par value against existing paid-in capital or available reserve accounts, and grant full powers to the Board of Directors, which may be delegated under the conditions set by law, for the purpose of carrying out any and all formalities and making any and all filings necessary to finalize the capital reductions under this authorization, and to amend the Company's articles of association accordingly.

This authorization would be given to the Board of Directors for a period of 18 months from the date of this Meeting. With effect from the date hereof, it would supersede any other prior authorization for the same purpose.

1.2.2. Authorizations given to the Board of Directors (18th to 25th resolutions)

We recommend that you renew certain financial delegations to the Board of Directors in order to give the Company the means to act in the best interests of the Company, in particular by enabling the Company to strengthen its financial structure and develop its organic and external growth as well as employee profit-sharing.

Accordingly, we submit the following authorizations for approval:

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, with pre-emptive subscription rights

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-132 to L.225-134 and L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, with pre-emptive subscription rights, in the amounts and at the times it sees fit, through the issue (including through the free allocation of subscription warrants), in France and/or abroad and in euros, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
 - i. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting of the company in which the rights are exercised. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
 - ii. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
- resolve that the shareholders shall have irrevocable pre-emptive subscription rights, in proportion to the number of shares they hold, to securities issued under this resolution and resolve that the Board of Directors may introduce a right to subscribe for excess shares;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately and/or in the future, in favor of the holders of said securities;
- resolve that if the irrevocable subscription rights and, where applicable, the rights to subscribe for excess shares do not cover the entire share or security issue as defined above, the Board may, under the conditions provided for in Article L.225-134 of the French Commercial Code, at its discretion, limit the issue to the amount of subscriptions received, provided that said amount equals at least three-quarters of the decided issue, and allocate at its own initiative, and/or offer to the public, all or part of the unsubscribed shares;

- resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for in this resolution and amend the Company's articles of association to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129, L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52 and L.228-91 *et seq.* of the French Commercial Code, as well as Article L.411-2 1° of the French Monetary and Financial Code (*Code monétaire et financier*), the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of an offer governed by paragraph II of Article L.411-2 1° of the French Monetary and Financial Code, of shares in the Company or securities giving access by any means, immediately and/or in the future, to existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject to the authorization of the extraordinary shareholders' meeting of the company called to issue these shares and/or securities and by that of the company in which the rights are exercised, without pre-emptive subscription rights, which may be subscribed for either in cash or by offsetting receivables. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed 20% of the share capital per year, it being specified that (i) this limit of 20% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting and taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred, and (ii) the amount of capital increases provided for in this resolution shall be included in **Overall Limit I** provided for under the 26th resolution;
- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately and/or in the future, in favor of the holders of said securities;
- resolve that the exchange, redemption or, more generally, conversion of securities giving access to the share capital into shares shall take place, taking into account the par value of said securities, for a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for share issues in this resolution;
- resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution, subject to the adoption of the 22nd resolution;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for in this resolution and amend the Company's articles of association to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52, L.22-10-54 and L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:

- i. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting of the company in which the rights are exercised. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
 - ii. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
 - resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities and to grant the Board of Directors the power to establish a priority right for shareholders to subscribe for these shares and securities on an irrevocable basis and, where so decided, for excess shares and securities, in accordance with Articles L.225-135 and L.22-10-51 of the French Commercial Code, it being specified that unsubscribed shares shall be offered to the public in France and/or other countries and/or on the international market;
 - resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
 - resolve that the exchange, redemption or, more generally, conversion of securities giving access to the share capital into shares shall take place, taking into account the par value of said securities, for a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for share issues in this resolution;
 - resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
 - resolve, in the event of an issue of securities offered in payment for securities tendered in a public exchange offer, that the Board of Directors shall have, in accordance with Article L.22-10-54 of the French Commercial Code and within the aforementioned limits, the necessary powers to define the list of securities tendered in the exchange, the terms of the issue, the exchange ratio, the balance to be settled in cash, where applicable, and the conditions of the issue;
 - resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
 - resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
 - note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately and/or in the future, in favor of the holders of said securities;
 - resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution, subject to the adoption of the 22nd resolution;
 - resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
 - resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for in this resolution and amend the Company's articles of association to reflect the new capital;
 - note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the Annual General Meeting

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Article L.22-10-52 of the French Commercial Code, subject to the adoption of the 19th and 20th resolutions, the shareholders authorize the Board of Directors, which may delegate its powers to the Chief Executive Officer, for each of the issues decided under the authorizations granted in the 19th and 20th resolutions, and within the annual limit of 10% of the share capital per year at the time of the issue (it being specified that this limit of 10% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred), to derogate from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the ordinary shares and/or other securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company in one of the following ways:

- a) the issue price of the shares shall be at least equal to the weighted average of the closing prices on the Euronext Paris regulated market on the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) 2017/1129 of June 14, 2017, less, where so decided, a maximum discount of 10%;
- b) the issue price of securities giving immediate and/or future access to shares in the Company shall be set to ensure that the amount received immediately by the Company, increased, where applicable, by the amount to be received at a later date, shall, for each share issued as a result of the securities issued, be at least equal to the amount mentioned in paragraph a) above.

The amount of the capital increases carried out pursuant to this resolution shall be included in Overall Limit I and Overall Limit II provided for under the 26th resolution.

This authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting.

Authorization to be given to the Board of Directors to decide to increase the number of shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities to be issued in the event of a capital increase

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' report, in accordance with Article L.225-135-1 of the French Commercial Code, the shareholders authorize the Board of Directors, subject to the adoption of the 18th to 20th resolutions, for a period of 26 months from the date of this Meeting, to increase, in accordance with Article R.225-118 of the French Commercial Code or any other applicable legal provisions, at its sole discretion and within the limit provided for under the resolution pursuant to which the initial issue is decided and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution, within 30 days of the close of subscriptions to the initial issue and within the limit of 15% of the initial issue and at the same price as that used for the initial issue, the number of shares and/or securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights, decided in accordance with the 18th to 20th resolutions.

The shareholders note that the limit provided for in the first paragraph of Article L.225-134 I of the French Commercial Code will be increased in the same proportions.

The shareholders also note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' report, in accordance with Article L.22-10-53 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide, based on the appraiser's report referred to in Articles L.225-147 (paragraphs 1 and 2) and L.22-10-53 of the French Commercial Code, to issue ordinary shares in the Company or securities giving access by any means, either immediately and/or in the future, to ordinary shares in the Company as consideration for contributions in kind made to the Company and comprising shares or securities giving access to the share capital, where the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed 20% of the share capital, it being specified that (i) this limit of 20% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred, and (ii) the amount of capital increases provided for in this resolution shall be included in **Overall Limit I** provided for under the 26th resolution;
- resolve that the total nominal amount of debt securities giving access by any means to the share capital or to debt securities, that may be issued under this authorization, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in case of issuance in another currency or in units of account set by reference to several currencies. This amount shall be included in **Overall Limit II** provided for under the 26th resolution;
- resolve to cancel, where appropriate, the shareholders' pre-emptive right to subscribe for ordinary shares and securities issued under this resolution, in favor of the holders of the contributed shares and securities, and note that this authorization entails the waiver of the shareholders' pre-emptive right to subscribe for the ordinary shares in the Company to which the securities issued under this resolution may grant access;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to decide on the evaluation of the contributions and the granting of special benefits, place on record the completion of the capital increases carried out pursuant to this resolution, amend the articles of association accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these contributions;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to decide to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items

Voting in accordance with the quorum and majority rules provided for in Articles L.225-130 and L.22-10-50 of the French Commercial Code, having considered the Board of Directors' report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-130 and L.22-10-50 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the successive or simultaneous capitalization of additional paid-in capital, reserves, profits or other items that are eligible for capitalization by virtue of the law or the articles of association, in the form of free share grants or an increase in the par value of existing shares or a combination of both;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- in the event that the Board of Directors uses this authorization, resolve that, in accordance with Articles L.225-130 and L.22-10-50 of the French Commercial Code, fractional share rights may not be negotiable and that the corresponding securities shall be sold; the proceeds from the sale will be allocated to the holders of the rights within the time limit provided for by law;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against one or several available reserve accounts and deduct the amount required to increase the statutory reserve; resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issues provided for in this resolution, place on record the completion of these issues and amend the Company's articles of association accordingly;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Articles L.225-129-2 and L.228-93 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to issue shares and/or other securities of the Company to which securities issued by one or more companies in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or a company which directly or indirectly owns more than half of the Company's share capital (the "parent company") grant access;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that these securities may only be issued by the Subsidiaries with the approval of the Company's Board of Directors and may, in accordance with Article L.228-93 of the French Commercial Code, give access by any means, immediately and/or in the future, to shares in the Company. They may be issued on one or more occasions, in France or abroad;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution;
- resolve that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
- resolve that, in any event, the amount paid at the time of the issue or subsequently paid to the Company for each share issued pursuant to the issue of these securities must be at least equal to the minimum price provided for in the legal and regulatory provisions and the Company's articles of association. This price shall be adjusted, where appropriate, to take into account differences in the dates of entitlement to dividends;
- resolve to cancel the pre-emptive subscription right of the Company's shareholders to the abovementioned securities issued by the Subsidiaries and/or the parent company;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
- resolve that the Board of Directors may not use this authorization from the date of the filing of a public offer for the Company's shares by a third party until the end of the offer period unless previously authorized to do so by the Annual General Meeting;
- resolve that the Board of Directors shall have full powers to implement this resolution, subject to the approval of the Board of Directors, the Management Board or other competent executive or managerial bodies of the Subsidiaries issuing the securities referred to in this resolution, and in particular to:
 - set the amounts to be issued,
 - set the issue prices,
 - set the other terms and conditions of the issue and the characteristics of the securities that may be issued pursuant to this resolution,
 - set the date of entitlement to dividends, including retroactively, of the securities to be created,
 - take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with legal and regulatory provisions and, where applicable, the contractual terms and conditions providing for other adjustments,
 - offset, where applicable, the cost of the capital increases against the amount of the corresponding issue premiums and, if deemed appropriate, deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each issue,
 - take all necessary measures and enter into all agreements to successfully carry out the planned issues, in accordance with the applicable French laws and regulations and, where appropriate, any applicable foreign laws and regulations,
 - list for trading on a stock exchange, where applicable, securities to be issued or shares issued by exercising securities giving access to Company shares to be issued,
 - place on record the completion of the capital increases carried out pursuant to this resolution and amend the articles of association (bylaws) accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these issues.

Overall limit on authorizations to issue shares (26th resolution)

We therefore request that you:

- resolve that the total amount of capital increases that may be carried out immediately and/or in the future, pursuant to the 18th, 19th, 20th, 22nd, 23rd, 24th and 25th resolutions proposed for approval by this Meeting, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares ("**Overall limit I**");
- resolve, in addition, that the total nominal amount of debt securities giving access by any means, immediately or in the future, to the share capital that may be issued pursuant to the 18th, 19th, 20th, 22nd, 23rd and 25th resolutions of this Meeting shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision ("**Overall limit II**").

These limits may be increased, where applicable, by the nominal amount of the shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities or other rights giving access to the Company's share capital, issued by a Subsidiary and/or a parent company in accordance with the authorizations granted to the Board of Directors.

1.2.3. Various amendments to the bylaws (27th resolution)

In order to comply with the latest regulatory developments, in particular those arising from the law of June 13, 2024 aimed at increasing the attractiveness of France (*Loi Attractivité*, or Attractiveness Law) and to harmonize the form of the articles of association (bylaws), the Company wishes to amend in particular Articles 3, 4, 5, 10, 11, 13, 14, 15 and 19 thereof.

We therefore ask you to approve the changes outlined below:

- Standardize the terms and capitalization used in the articles of association;
- Bring the articles of association into line with the new legal provisions arising from the "Attractiveness Law" by amending Articles 14 and 19.
- Update **Article 3 "Name"** of the Company's articles of association with the following provisions, which will now read as follows (the other provisions remaining unchanged):

The name of the Company is: "bioMérieux".

In all deeds, invoices, announcements, publications and other documents issued by the Company, the corporate name must always be preceded or followed by the legibly written words "Société anonyme à Conseil d'administration" or the initials "SA" and an indication of the amount of share capital."

- Update **Article 4 "Registered office"** of the Company's articles of association, which will now read as follows:

"The Company's registered office is located in Marcy l'Etoile (69280), France."

- Update **Article 5: "Duration"** with the following provisions (the other provisions remaining unchanged):

"[-] Decisions to extend the duration of the Company or to dissolve it ahead of term are taken by a resolution of the Extraordinary Shareholders' Meeting.

At least one year before the Company's duration expires, the Board of Directors shall call an Extraordinary Shareholders' Meeting to decide whether its duration should be extended. Failing this, any shareholder may apply to the President of the Commercial Court to appoint a legal representative to carry out the above-mentioned consultation."

- Update **Article 10 IV §1: "Rights and obligations attached to shares"**, which will now read as follows:

"IV - Independently of the statutory obligation to notify the Company of their ownership of specific fractions of the capital, any individuals or legal entities acting individually or collectively that own – directly or indirectly through one or more legal entities controlled by them under the terms of Article L.233-3 of the Commercial Code – a quantity of shares representing 1% or more of the share capital or the voting rights, then any subsequent additional block of 1% of the share capital, including at levels over and above the thresholds for declaration laid down in the provisions of the relevant laws and regulations, must notify the Company by means of a registered letter with receipt slip within four (4) trading days of the threshold concerned being reached, indicating the percentage of capital held before and after the transaction that led to the threshold being crossed, as well as the total number of shares and voting rights owned before and after this transaction, together with the securities that entitle their holders, immediately or at a later date, to the capital and any voting rights that may be attached thereto. This obligation to notify the Company shall also apply in the same timeframe and under the same conditions if the percentage of the capital or voting rights in the shareholder's possession falls below any of the thresholds specified in the above paragraph.

*[-] Subject to the above stipulations, this obligation in the articles of association is governed by the same provisions as those governing the legal obligation, including in cases where securities rank *pari passu* with shares held as set out in the legal and regulatory provisions."*

- Update **Article 11 "Board of Directors"** of the Company's articles of association, which will now read as follows:

"11.1 General information

"The Company is run by a Board of Directors with at least three (3) members, up to a maximum stipulated by the law, and if applicable one (1) or two (2) members representing the employees and one (1) or several members representing employee shareholders, appointed in accordance with the law or with the present articles of association.

Directors may be individuals or legal entities.

When they are appointed or co-opted, legal entities must designate a permanent representative to take part in the deliberations of the Board of Directors and to serve in general terms in the capacity of Director, for the duration of the term of office of the company that is a Director, subject to the same conditions and obligations and bearing the same civil and criminal liability, as if he or she was a Director in his or her own name. The term of office of the permanent representative must be confirmed by the legal entity that is a Director whenever the term of office of the legal entity that is a Director is renewed. In the event of the death, resignation or dismissal of its permanent representative, the legal entity that is a Director must immediately notify the Company, by registered letter, of the identity of its new permanent representative, without prejudice to the joint and several liability of the legal entity he or she is representing.

Each member of the Board of Directors, whether an individual or a legal entity, must own a minimum number of shares in the Company throughout his or her term of office, as set out in the Board of Directors' internal rules. This obligation does not apply to (i) Directors representing employees or (ii) Directors representing employee shareholders, but does apply to either (i) the legal entity Director or (ii) its permanent representative. If, on the day of his or her appointment, a Director does not own the necessary number of shares or if at any point he or she stops owning said amount, he or she shall be deemed to have automatically resigned unless the situation is rectified within the statutory period.

By accepting and exercising a term of office as a Director, each interested party also accepts an obligation to formally declare whenever requested that he or she personally meets the conditions and fulfills the obligations laid down by the law, in particular with regard to the holding of multiple directorships.

11.2 Directors representing the employees

When the number of Directors appointed by the Annual General Meeting is less than or equal to the threshold set out in Article L.225-27-1 of the Commercial Code, one (1) Director representing employees is appointed by the Company's Central Social and Economic Committee.

When the number of Directors appointed by the Annual General Meeting exceeds the threshold set out in Article L.225-27-1 of the Commercial Code, a second Director representing employees is appointed by the European Works Council, in accordance with the procedures set out in Article L.225-27-1 of the Commercial Code.

The Director representing the employees designated by the Company's Central Social and Economic Committee must have held an employment contract with the Company or one of its direct or indirect subsidiaries headquartered in France for at least two years prior to his or her appointment. The second Director representing the employees appointed by the European Works Council must have held an employment contract with the Company or one of its direct or indirect subsidiaries for at least two years prior to his or her appointment.

If, during the course of a year, the number of Directors elected by the Annual General Meeting exceeds eight, the European Works Council appoints the second Director representing employees within a reasonable period of time. Similarly, if the number of Directors elected by the Annual General Meeting falls to eight or below during the term of office of the second Director appointed by the European Works Council, this term of office will continue until it expires, but will not be renewed if the number of Directors remains at eight or below at the renewal date.

Any Director representing employees, unless stipulated otherwise, has the same rights and duties as the Company's Directors referred to in subparagraph 1 of article 11 of the articles of association. He or she is subject to the same duty of confidentiality and must respect the principle of collective responsibility of the Board of Directors, in accordance with the provisions of Article 13(1) paragraph 1, the term of office of any director representing the employees appointed pursuant to this Article 11, paragraph 6 is four (4) years and expires at the end of the Shareholders' Meeting called to approve the financial statements for the preceding financial year and held during the year in which the term of office of that director expires. His or her term of office may be renewed further to a decision of the Social and Economic Committee, as approved by the Board of Directors.

In the event of a permanent vacancy for any reason of the position of a director representing the employees, his or her replacement shall be appointed by the Central Social and Economic Committee under the same conditions and according to the same procedures as those applicable to the appointment of his or her predecessor. The director representing the employees appointed as a replacement shall serve for the remainder of his or her predecessor's term of office. Until the date of this replacement, the Board of Directors may however continue to meet and deliberate in a valid manner.

In this respect, it is specified that the director representing the employees can only be dismissed under the conditions provided for by the laws and regulations in force. In accordance with the legal and regulatory provisions, directors representing the employees may only be dismissed on the grounds of misconduct in the fulfillment of his or her duties, and only the Presiding Judge at the 'Tribunal de Grande Instance' (Regional Court), issuing an urgent ruling, may take such a decision, at the request of a majority of the members of the Board of Directors.

Further to a decision of the Board of Directors after informing the Company's Central Social and Economic Committee, the terms of office of the directors representing the employees may be terminated at the end of the Shareholders' Meeting held to approve the financial statements for the year during which the conditions governing application of these legal provisions cease to be met, or if said legal provisions are repealed.

Failure to appoint one or more Directors representing employees in accordance with the law and these articles of association does not affect the validity of Board meetings and deliberations.

11.3 Directors representing employee shareholders

If the threshold provided for in the Commercial Code is exceeded, and in accordance with the provisions of the law, one or more members of the Board of Directors representing employee shareholders are elected by the Annual General Meeting on the recommendation of the employee shareholders referred to in Article L.225-102 of the Commercial Code.

These Directors are elected from among the employee members of the supervisory board of a corporate mutual fund holding shares in the Company.

Candidates for the position of Director representing employee shareholders, along with their substitutes, are appointed as follows:

- When the voting rights attached to shares held by employees are exercised by members of the supervisory board of a corporate mutual fund, said supervisory board appoints a candidate from among its designated employee representative members. Where there is more than one such corporate mutual fund, the supervisory boards may agree, through identical deliberations, to put forward a common candidate, chosen from among their designated employee representative members.

- *The supervisory board(s) must notify the Chairman of the Board of Directors of the identity of the candidate elected from among its members at least ninety (90) days before the Annual General Meeting.*

Only the candidate selected by the above-mentioned supervisory board is put forward to the Board of Directors, which places it on record at the meeting called to approve the resolutions for the Annual General Meeting. The Director representing employee shareholders is appointed by the Ordinary Shareholders' Meeting, subject to the quorum and majority requirements applicable to any appointment of a member of the Board of Directors.

In accordance with the provisions of article 13, paragraph I, subparagraph 1, the term of office of any Director representing employee shareholders appointed pursuant to article 11.3 of the articles of association is four (4) years. The term of office is effective as from the appointment by the Shareholders' Meeting and expires at the end of the Shareholders' Meeting that examines the accounts for the previous business year and is held in the calendar year in the course of which his or her term of office expires.

He or she is eligible for reappointment. However, the term of office is automatically terminated, and the Board member representing employee shareholders is automatically deemed to have resigned, if he or she ceases to be an employee of the Company or a related company within the meaning of regulations in force.

The Director representing employee shareholders, unless stipulated otherwise, has the same rights and duties as the Company's Directors referred to in paragraph 1 of article 11.1 of the articles of association. He or she is subject to the same duty of confidentiality and must respect the principle of collective responsibility of the Board of Directors,

If the Director representing employee shareholders is absent for any reason whatsoever, his or her substitute will act as director representing employee shareholders for the remainder of the term of office. Until the date of this replacement, the Board of Directors may nevertheless continue to validly meet and deliberate.

In the event that during the term of office, the management report presented by the Board of Directors to the Annual General Meeting establishes that the Company is no longer required to appoint a Director representing employee shareholders, the term of office of the director representing employee shareholders may, pursuant to a decision of the Board of Directors, be terminated at the end of the Annual General Meeting at which the management report establishing this is presented.

- Update **Article 13 "Term of office of the Directors – Replacement"** of the Company's articles of association by deleting paragraph II, the content of which is now included in article 11.
- Update **Article 15 "Powers of the Board of Directors"** of the Company's articles of association, which will now read as follows:

"[-] Guarantees, sureties and endorsements given by the Company must be authorized by the Board of Directors, which limits the amount thereof, in accordance with the conditions laid down by a Conseil d'Etat decree. The decree also sets out the conditions under which any overstepping of this authorization can be enforced against third parties. The Board of Directors may, however, grant this authorization on an aggregate and annual basis, without any limit on the amount, in order to guarantee commitments made by entities that are controlled by the Company within the meaning of Article L.233-16 II of the Commercial Code. The Board may also authorize the Chief Executive Officer to grant unlimited guarantees, sureties and endorsements on an aggregate basis in order to secure commitments entered into by entities controlled by the Company within the meaning of said paragraph, subject to the Chief Executive Officer reporting to the Board of Directors thereon at least once a year. The Chief Executive Officer may also be authorized to grant unlimited guarantees, sureties and endorsements in the name of the Company to tax and customs authorities."

1.2.4. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities (28th resolution)

The shareholders are invited to grant full powers to the bearer of an original copy of the minutes of this Annual General Meeting, or of a copy or extract thereof, for the purpose of completing all necessary formalities.

On the basis of the foregoing, we request that you approve the proposed resolutions.

The Board of Directors

VII. TEXT OF THE DRAFT RESOLUTIONS

RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the parent company financial statements for the year ended December 31, 2024; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the parent company financial statements for the year ended December 31, 2024, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2024, the shareholders approve the parent company financial statements for the year ended December 31, 2024 as submitted to them, showing net income of €451,898,978.69. They also approve the transactions reflected in those financial statements or summarized in those reports.

In accordance with Article 223 *quater* of the French Tax Code (*Code général des impôts*), the shareholders approve the total amount of non-deductible costs and expenses referred to in Article 39-4 of said Code, which amounted to €947,279 for the year ended December 31, 2024, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €236,819.75. In addition, the shareholders take note of the detailed list of the expense categories referred to in paragraph 5 of Article 39 of the French Tax Code and presented in accordance with Article 223 *quinquies* of said Code.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended December 31, 2024

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report on the management of the Group and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2024, which show consolidated net income of €425,112,325, the shareholders approve the consolidated financial statements for the year ended December 31, 2024 as submitted to them, as well as the transactions reflected in those financial statements or summarized in the Group management report.

THIRD RESOLUTION

Granting of discharge to the directors

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered (i) the Board of Directors' management report, (ii) the corporate governance report, and (iii) the Statutory Auditors' report thereon, the shareholders take note of the content of those reports and grant discharge to the directors for their duties during the previous financial year.

FOURTH RESOLUTION

Appropriation of net income for the year ended December 31, 2024

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and subsequent to the adoption of the first resolution, the shareholders note that (i) the statutory reserve exceeds 10% of the share capital and that (ii) the balance sheet for the year ended December 31, 2024 shows net income of €451,898,978.69 which, when increased by retained earnings of €300,077,151.21, results in distributable net income of €751,976,129.90.

The shareholders therefore resolve, on a proposal by the Board of Directors, to appropriate said distributable net income as follows:

- €10,000,000.00 to be transferred to the "General reserve", increasing the balance from €885,000,000.28 to €905,000,000.28;
- €0 to be transferred to the "Special sponsorship reserve", the balance of which will remain at €1,020,052.58;
- €106,525,098.00 to be distributed as dividends;

the remaining €635,451,031.90 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.90 per share.

This dividend would be paid on June 11, 2025.

In accordance with the provisions of Article L.225-210 of the French Commercial Code (*Code de Commerce*), the Company will not receive any dividends on treasury shares held on the ex-dividend date. The corresponding dividend amount will be allocated to "Retained earnings".

The shareholders take note that the sums distributed as dividends over the past three financial years, were as follows:

Year ended	Distributed dividends (in euros) ^(*)	Distributed dividends per share (in euros)
Dec. 31, 2023	100,607,037.00	0.85
Dec. 31, 2022	100,607,037.00	0.85
Dec. 31, 2021	101,702,602.85	0.85

(*) The Company did not receive any dividends on treasury shares held on the ex-dividend date. The corresponding dividend amount was allocated to "Retained earnings".

Under current French tax legislation, the dividends distributed to individuals domiciled in France for tax purposes are taxed in two phases:

- In the payment year, the gross amount of dividends received is subject to a mandatory, non-discharging flat-rate (PFNL) income tax installment of 12.8% in application of Article 117 *quater* of the French Tax Code, and social security withholdings of 17.2%. Low-income taxpayers may request an exemption from the PNFL levy, subject to certain conditions.
- The following year, they are subject to income tax at the flat rate of 12.8% (withholding tax – PFU), or optionally, according to the progressive income tax scale. In the latter case, a 40% allowance (Article 158, 3^{2°} of the French Tax Code) is applied to the gross amount received.

The PFNL of 12.8%, withheld during the payment year, is deducted from the income tax due in the following year. The excess is refunded, if applicable.

FIFTH RESOLUTION

Approval of a related-party agreement referred to in Articles L.225-38 et seq. of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having heard the reading of the Statutory Auditors' special report, presented in accordance with Article L. 225-40 of the French Commercial Code, on agreements referred to in Articles L.225-38 et seq. of said Code (i) acknowledges the conclusions of the report, and (ii) approves the agreement with bioMérieux India Pvt Ltd. relating to the amount owed to the Company by bioMérieux India Pvt Ltd., which was authorized by the Board of Directors on May 23, 2024.

This resolution was submitted to a vote, in which shareholders with a direct or indirect interest, did not participate. Their shares were therefore excluded from the calculation of the majority.

SIXTH RESOLUTION

Renewal of the term of office of Marie-Paule Kieny as a director

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to renew the term of office of Marie-Paule Kieny as a director, for a further period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2028.

SEVENTH RESOLUTION

Renewal of the term of office of Fanny Letier as a director

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to renew the term of office of Fanny Letier as a director, for a further period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2028.

EIGHTH RESOLUTION

Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the information on the compensation of corporate officers provided for in Article L.22-10-9 I of the French Commercial Code, as presented in Section 4.3.1 of the 2024 Universal Registration Document, which includes said corporate governance report.

NINTH RESOLUTION

Approval of the compensation policy for the Chairman of the Board of Directors in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chairman of the Board of Directors, as presented in Section 4.3.1 of the 2024 Universal Registration Document, which includes said corporate governance report.

TENTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chief Executive Officer, as presented in Section 4.3.1 of the 2024 Universal Registration Document, which includes said corporate governance report.

ELEVENTH RESOLUTION

Approval of the compensation policy for directors in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for directors, as presented in Section 4.3.1 of the 2024 Universal Registration Document, which includes said corporate governance report.

TWELFTH RESOLUTION

Approval of the information concerning compensation for corporate officers referred to in Article L.22-10-9 I of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the corporate governance report, in accordance with Article L.22-10-34 I of the French Commercial Code, the shareholders approve the information referred to in Article L.22-10-9 I of the French Commercial Code presented therein, as set out in Section 4.3.2 of the 2024 Universal Registration Document.

THIRTEENTH RESOLUTION

Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Alexandre Mérieux for 2024

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2024 to Alexandre Mérieux in respect of his office as Chairman of the Board of Directors, as presented in Section 4.3.2 of the 2024 Universal Registration Document, which includes said corporate governance report.

FOURTEENTH RESOLUTION

Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Pierre Boulud for 2024

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2024 to Pierre Boulud in respect of his office as Chief Executive Officer, as presented in Section 4.3.2 of the 2024 Universal Registration Document, which includes said corporate governance report.

FIFTEENTH RESOLUTION

Approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders approve, (i) solely for the purposes of the legislation applicable in the State of California in the US and (ii) to comply with the registration exemption obligations under the rules governing securities offerings in the State of California, the employee share purchase plan – MyShare 2025 as amended for employee beneficiaries located in California in the US and as adopted by the Chief Executive Officer, in accordance with the 20th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 23, 2024, authorizing the Board of Directors to buy back the Company's shares for the purpose of selling them to Group employees, and in accordance with the authorization given by the Board of Directors on December 17, 2024 in respect of the terms and conditions of MyShare 2025.

SIXTEENTH RESOLUTION

Authorization given to the Board of Directors to enable the Company to buy back its own shares

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, in accordance with Article L.22-10-62 of the French Commercial Code, the shareholders authorize the Board of Directors, which may delegate its powers, to purchase, on the Company's behalf, on one or more occasions, whenever it deems appropriate, a number of the Company's own shares, within the legal limit of 10% of its share capital (with said limit applying at any time whatsoever to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting), it being specified that the maximum number of shares bought back by the Company for the purpose of being held in treasury for subsequent delivery in exchange for a merger, spin-off or contribution is capped at 5% of the share capital, as provided by law.

This authorization is given to enable the Company, in descending order of priority, to:

- maintain a liquid secondary market for bioMérieux's shares through market-making transactions carried out by an independent investment services provider under a liquidity agreement that complies with the regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF);
- deliver shares under stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, allocate shares under a Company or Group employee savings plan (or similar plan) in connection with Company profit-sharing and/or allocate shares under any other share allocations to employees and/or corporate officers of the Group;
- reduce the Company's share capital by canceling shares within the legal limits;
- hold shares for their subsequent delivery in payment or exchange for external growth transactions;
- implement any market practices permitted or that may subsequently be permitted by the market authorities.

Under this authorization, the Company may buy back its own shares within the limits set out below (which may be adjusted in connection with transactions affecting the Company's share capital).

The maximum purchase price per share may not exceed €250 excluding acquisition-related fees.

The maximum theoretical amount set aside for this program is €2,948,037,450 (maximum theoretical amount excluding treasury shares). However, the Board of Directors, which may delegate its powers in accordance with the law, may adjust the aforementioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves and the granting of free shares, stock splits or reverse splits, capital redemptions or reductions, the distribution of reserves or other assets and any other transactions affecting equity, in order to take into account the impact of such transactions on the value of the shares.

The shareholders resolve that the shares may be purchased, sold or transferred by any means, including through the use of derivative financial instruments, both on the stock market or over the counter, excluding the sale of put options, except in the case of exchanges in accordance with applicable regulations. No restriction applies to the portion of shares bought back through block trades, which may account for the entire program.

Shares held for purposes that are no longer compatible with the Company's strategy may be sold subject to the approval of the Board of Directors and provided that the financial markets are informed thereof.

Consequently, full powers are granted to the Board of Directors – which may delegate those powers to the Chief Executive Officer or, with the approval of the latter, to one or more Chief Operating Officers – to place any and all trading orders, enter into any and all agreements, make any and all filings with the AMF and any other organization, carry out all other formalities, and generally do everything necessary to use this authorization. The persons thus designated will report to the Board of Directors on how this authorization is used.

With effect from the date hereof, this authorization supersedes the unused portion of any authorizations previously given for the same purpose, and is given for a period expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2025 or for a period of 18 months from this Annual General Meeting, whichever is the earlier. It may be used at any time, except during a public purchase and/or exchange offer initiated by the Company, subject to applicable laws and regulations.

The Board of Directors will report to the Annual General Meeting on the transactions carried out pursuant to this authorization.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING**SEVENTEENTH RESOLUTION**

Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, subject to the adoption of the sixteenth resolution of this Meeting, the shareholders authorize the Board of Directors, in accordance with Article L.22-10-62 of the French Commercial Code, to reduce the Company's share capital by canceling all or some of the shares bought back by the Company under the share buyback program authorized in the 16th resolution of this Meeting, at its sole discretion, on one or more occasions, within the limit of 10% of the share capital over a period of 24 months from the date of this Meeting, and reducing the share capital by the same amount. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to reflect capital transactions carried out subsequent to this Meeting.

The shareholders authorize the Board of Directors to offset any excess of the purchase price of canceled shares over their par value against existing paid-in capital or available reserve accounts, and grant full powers to the Board of Directors, which may be delegated under the conditions set by law, for the purpose of carrying out any and all formalities and making any and all filings necessary to finalize the capital reductions under this authorization, and to amend the articles of association accordingly.

This authorization is given to the Board of Directors for a period of 18 months from the date of this Meeting. With effect from the date hereof, it supersedes any other prior authorization for the same purpose.

EIGHTEENTH RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, with pre-emptive subscription rights

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-132 to L.225-134 and L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, with pre-emptive subscription rights, in the amounts and at the times it sees fit, through the issue (including through the free allocation of subscription warrants), in France and/or abroad and in euros, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
 - iii. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting of the company in which the rights are exercised. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies,
 - iv. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
- resolve that the shareholders shall have irrevocable pre-emptive subscription rights, in proportion to the number of shares they hold, to securities issued under this resolution and resolve that the Board of Directors may introduce a right to subscribe for excess shares;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately and/or in the future, in favor of the holders of said securities;
- resolve that if the irrevocable subscription rights and, where applicable, the rights to subscribe for excess shares do not cover the entire share or security issue as defined above, the Board may, under the conditions provided for in Article L.225-134 of the French Commercial Code, at its discretion, limit the issue to the amount of subscriptions received, provided that said amount equals at least three-quarters of the decided issue, and allocate at its own initiative, and/or offer to the public, all or part of the unsubscribed shares;
- resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;

- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for in this resolution and amend the Company's articles of association to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

NINETEENTH RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129, L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52 and L.228-91 *et seq.* of the French Commercial Code, as well as Article L.411-2 1° of the French Monetary and Financial Code (*Code monétaire et financier*), the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of an offer governed by paragraph II of Article L. 411-2 1° of the French Monetary and Financial Code, of shares in the Company or securities giving access by any means, immediately and/or in the future, to existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject to the authorization of the extraordinary shareholders' meeting of the company called to issue these shares and/or securities and by that of the company in which the rights are exercised, without pre-emptive subscription rights, which may be subscribed for either in cash or by offsetting receivables. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed 20% of the share capital per year, it being specified that (i) this limit of 20% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting and taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred, and (ii) the amount of capital increases provided for in this resolution shall be included in **Overall Limit I** provided for under the 26th resolution;
- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately and/or in the future, in favor of the holders of said securities;
- resolve that the exchange, redemption or, more generally, conversion of securities giving access to the share capital into shares shall take place, taking into account the par value of said securities, for a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for share issues in this resolution;
- resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution, subject to the adoption of the 22nd resolution;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for in this resolution and amend the Company's articles of association to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

TWENTIETH RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52, L.22-10-54 and L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
 - iii. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting of the company in which the rights are exercised. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies,
 - iv. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities and to grant the Board of Directors the power to establish a priority right for shareholders to subscribe for these shares and securities on an irrevocable basis and, where so decided, for excess shares and securities, in accordance with Articles L.225-135 and L.22-10-51 of the French Commercial Code, it being specified that unsubscribed shares shall be offered to the public in France and/or other countries and/or on the international market;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
- resolve that the exchange, redemption or, more generally, conversion of securities giving access to the share capital into shares shall take place, taking into account the par value of said securities, for a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for share issues in this resolution;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve, in the event of an issue of securities offered in payment for securities tendered in a public exchange offer, that the Board of Directors shall have, in accordance with Article L.22-10-54 of the French Commercial Code and within the aforementioned limits, the necessary powers to define the list of securities tendered in the exchange, the terms of the issue, the exchange ratio, the balance to be settled in cash, where applicable, and the conditions of the issue;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately and/or in the future, in favor of the holders of said securities;
- resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution, subject to the adoption of the 22nd resolution;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for in this resolution and amend the Company's articles of association to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-FIRST RESOLUTION

Authorization to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the Annual General Meeting

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Article L.22-10-52 of the French Commercial Code, subject to the adoption of the 19th and 20th resolutions, the shareholders authorize the Board of Directors, which may delegate its powers to the Chief Executive Officer, for each of the issues decided under the authorizations granted in the 19th and 20th resolutions, and within the annual limit of 10% of the share capital per year at the time of the issue (it being specified that this limit of 10% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred), to derogate from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the ordinary shares and/or other securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company in one of the following ways:

- a) the issue price of the shares shall be at least equal to the weighted average of the closing prices on the Euronext Paris regulated market on the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) 2017/1129 of June 14, 2017, less, where so decided, a maximum discount of 10%;
- b) the issue price of securities giving immediate and/or future access to shares in the Company shall be set to ensure that the amount received immediately by the Company, increased, where applicable, by the amount to be received at a later date, shall, for each share issued as a result of the securities issued, be at least equal to the amount mentioned in paragraph a) above.

The amount of the capital increases carried out pursuant to this resolution shall be included in **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution.

This authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting.

TWENTY-SECOND RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the number of shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities to be issued in the event of a capital increase

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' report, in accordance with Article L.225-135-1 of the French Commercial Code, the shareholders authorize the Board of Directors, subject to the adoption of the 18th to 20th resolutions, for a period of 26 months from the date of this Meeting, to increase, in accordance with Article R.225-118 of the French Commercial Code or any other applicable legal provisions, at its sole discretion and within the limit provided for under the resolution pursuant to which the initial issue is decided and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the 26th resolution, within 30 days of the close of subscriptions to the initial issue and within the limit of 15% of the initial issue and at the same price as that used for the initial issue, the number of shares and/or securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights, decided in accordance with the 18th to 20th resolutions.

The shareholders note that the limit provided for in the first paragraph of Article L.225-134 I of the French Commercial Code will be increased in the same proportions.

The shareholders also note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-THIRD RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' report, in accordance with Article L.22-10-53 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide, based on the appraiser's report referred to in Articles L.225-147 (paragraphs 1 and 2) and L.22-10-53 of the French Commercial Code, to issue ordinary shares in the Company or securities giving access by any means, either immediately and/or in the future, to ordinary shares in the Company as consideration for contributions in kind made to the Company and comprising shares or securities giving access to the share capital, where the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed 20% of the share capital, it being specified that (i) this limit of 20% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred, and (ii) the amount of capital increases provided for in this resolution shall be included in **Overall Limit I** provided for under the 26th resolution;
- resolve that the total nominal amount of debt securities giving access by any means to the share capital or to debt securities, that may be issued under this authorization, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in case of issuance in another currency or in units of account set by reference to several currencies. This amount shall be included in **Overall Limit II** provided for under the 26th resolution;
- resolve to cancel, where appropriate, the shareholders' pre-emptive right to subscribe for ordinary shares and securities issued under this resolution, in favor of the holders of the contributed shares and securities, and note that this authorization entails the waiver of the shareholders' pre-emptive right to subscribe for the ordinary shares in the Company to which the securities issued under this resolution may grant access;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;

- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to decide on the evaluation of the contributions and the granting of special benefits, place on record the completion of the capital increases carried out pursuant to this resolution, amend the articles of association accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these contributions;
- note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-FOURTH RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items

Voting in accordance with the quorum and majority rules provided for in Articles L.225-130 and L.22-10-50 of the French Commercial Code, having considered the Board of Directors' report, and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-130 and L.22-10-50 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the successive or simultaneous capitalization of additional paid-in capital, reserves, profits or other items that are eligible for capitalization by virtue of the law or the articles of association, in the form of free share grants or an increase in the par value of existing shares or a combination of both;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- in the event that the Board of Directors uses this authorization, resolve that, in accordance with Articles L.225-130 and L.22-10-50 of the French Commercial Code, fractional share rights may not be negotiable and that the corresponding securities shall be sold; the proceeds from the sale will be allocated to the holders of the rights within the time limit provided for by law;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against one or several available reserve accounts and deduct the amount required to increase the statutory reserve; resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issues provided for in this resolution, place on record the completion of these issues and amend the Company's articles of association accordingly;
- note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-FIFTH RESOLUTION

Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Articles L.225-129-2 and L.228-93 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to issue shares and/or other securities of the Company to which securities issued by one or more companies in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or a company which directly or indirectly owns more than half of the Company's share capital (the "parent company") grant access;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that these securities may only be issued by the Subsidiaries with the approval of the Company's Board of Directors and may, in accordance with Article L.228-93 of the French Commercial Code, give access by any means, immediately and/or in the future, to shares in the Company. They may be issued on one or more occasions, in France or abroad;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the 26th resolution;
- resolve that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the 26th resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the articles of association;
- resolve that, in any event, the amount paid at the time of the issue or subsequently paid to the Company for each share issued pursuant to the issue of these securities must be at least equal to the minimum price provided for in the legal and regulatory provisions and the Company's articles of association. This price shall be adjusted, where appropriate, to take into account differences in the dates of entitlement to dividends;
- resolve to cancel the pre-emptive subscription right of the Company's shareholders to the abovementioned securities issued by the Subsidiaries and/or the parent company;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;

- resolve that the Board of Directors may not use this authorization from the date of the filing of a public offer for the Company's shares by a third party until the end of the offer period unless previously authorized to do so by the Annual General Meeting;
- resolve that the Board of Directors shall have full powers to implement this resolution, subject to the approval of the Board of Directors, the Management Board or other competent executive or managerial bodies of the Subsidiaries issuing the securities referred to in this resolution, and in particular to:
 - set the amounts to be issued,
 - set the issue prices,
 - set the other terms and conditions of the issue and the characteristics of the securities that may be issued pursuant to this resolution,
 - set the date of entitlement to dividends, including retroactively, of the securities to be created,
 - take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with legal and regulatory provisions and, where applicable, the contractual terms and conditions providing for other adjustments,
 - offset, where applicable, the cost of the capital increases against the amount of the corresponding issue premiums and, if deemed appropriate, deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each issue,
 - take all necessary measures and enter into all agreements to successfully carry out the planned issues, in accordance with the applicable French laws and regulations and, where appropriate, any applicable foreign laws and regulations,
 - list for trading on a stock exchange, where applicable, securities to be issued or shares issued by exercising securities giving access to Company shares to be issued,
 - place on record the completion of the capital increases carried out pursuant to this resolution and amend the articles of association (bylaws) accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these issues.

TWENTY-SIXTH RESOLUTION

Overall limit on authorizations to issue shares

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Article L.225-129-2 of the French Commercial Code, the shareholders:

- resolve that the total amount of capital increases that may be carried out immediately and/or in the future, pursuant to the 18th, 19th, 20th, 22nd, 23rd, 24th and 25th resolutions proposed for approval before this Meeting, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares ("**Overall limit I**");
- resolve, in addition, that the total nominal amount of debt securities giving access by any means, immediately or in the future, to the share capital that may be issued pursuant to the 18th, 19th, 20th, 22nd, 23rd and 25th resolutions of this Meeting shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision ("**Overall limit II**").

These limits may be increased, where applicable, by the nominal amount of the shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities or other rights giving access to the Company's share capital, issued by a Subsidiary and/or a parent company in accordance with the authorizations granted to the Board of Directors.

TWENTY-SEVENTH RESOLUTION

Various amendments to the bylaws

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report, the shareholders:

- resolve to standardize the terms and capitalization used in the articles of association;
- resolve to bring the articles of association into line with the new legal provisions arising from the "Attractiveness Law" by amending Articles 14 and 19;
- resolve to update Article 3 "Name" of the Company's articles of association with the following provisions, which will now read as follows (the other provisions remaining unchanged):

The name of the Company is: "bioMérieux".

In all deeds, invoices, announcements, publications and other documents issued by the Company, the corporate name must always be preceded or followed by the legibly written words "Société anonyme à Conseil d'administration" or the initials "SA" and an indication of the amount of share capital."

- Resolve to update Article 4 "Registered office" of the Company's articles of association, which will now read as follows:

"The Company's registered office is located in Marcy l'Etoile (69280), France."

- resolve to update Article 5: "Duration" of the Company's articles of association with the following provisions (the other provisions remaining unchanged):

"[-] Decisions to extend the duration of the Company or to dissolve it ahead of term are taken by a resolution of the Extraordinary Shareholders' Meeting.

At least one year before the Company's duration expires, the Board of Directors shall call an Extraordinary Shareholders' Meeting to decide whether its duration should be extended. Failing this, any shareholder may apply to the President of the Commercial Court to appoint a legal representative to carry out the above-mentioned consultation."

- resolve to update Article 10 IV §1: "Rights and obligations attached to shares", which will now read as follows:

"IV - Independently of the statutory obligation to notify the Company of their ownership of specific fractions of the capital, any individuals or legal entities acting individually or collectively that own – directly or indirectly through one or more legal entities controlled by them under the terms of Article L.233-3 of the Commercial Code – a quantity of shares representing 1% or more of the share capital or the voting rights, then any subsequent additional block of 1% of the share capital, including at levels over and above the thresholds for declaration laid down in the provisions of the relevant laws and regulations, must notify the Company by means of a registered letter with receipt slip within four (4) trading days of the threshold concerned being reached, indicating the percentage of capital held before and after the transaction that led to the threshold being crossed, as well as the total number of shares and voting rights owned before and after this transaction, together with the securities that entitle their holders, immediately or at a later date, to the capital and any voting rights that may be attached thereto.

This obligation to notify the Company shall also apply in the same timeframe and under the same conditions if the percentage of the capital or voting rights in the shareholder's possession falls below any of the thresholds specified in the above paragraph.

*[-] Subject to the above stipulations, this obligation in the articles of association is governed by the same provisions as those governing the legal obligation, including in cases where securities rank *pari passu* with shares held as set out in the legal and regulatory provisions."*

- resolve to update Article 11 "Board of Directors" of the Company's articles of association, which will now read as follows:

" 11.1 General information

"The Company is run by a Board of Directors with at least three (3) members, up to a maximum stipulated by the law, and if applicable one (1) or two (2) members representing the employees and one (1) or several members representing employee shareholders, appointed in accordance with the law or with the present articles of association.

Directors may be individuals or legal entities.

When they are appointed or co-opted, legal entities must designate a permanent representative to take part in the deliberations of the Board of Directors and to serve in general terms in the capacity of Director, for the duration of the term of office of the company that is a Director, subject to the same conditions and obligations and bearing the same civil and criminal liability, as if he or she was a Director in his or her own name. The term of office of the permanent representative must be confirmed by the legal entity that is a Director whenever the term of office of the legal entity that is a Director is renewed. In the event of the death, resignation or dismissal of its permanent representative, the legal entity that is a Director must immediately notify the Company, by registered letter, of the identity of its new permanent representative, without prejudice to the joint and several liability of the legal entity he or she is representing.

Each member of the Board of Directors, whether an individual or a legal entity, must own a minimum number of shares in the Company throughout his or her term of office, as set out in the Board of Directors' internal rules. This obligation does not apply to (i) Directors representing employees or (ii) Directors representing employee shareholders, but does apply to either (i) the legal entity Director or (ii) its permanent representative. If, on the day of his or her appointment, a Director does not own the necessary number of shares or if at any point he or she stops owning said amount, he or she shall be deemed to have automatically resigned unless the situation is rectified within the statutory period.

By accepting and exercising a term of office as a Director, each interested party also accepts an obligation to formally declare whenever requested that he or she personally meets the conditions and fulfills the obligations laid down by the law, in particular with regard to the holding of multiple directorships.

11.2 Directors representing the employees

When the number of Directors appointed by the Annual General Meeting is less than or equal to the threshold set out in Article L.225-27-1 of the Commercial Code, one (1) Director representing employees is appointed by the Company's Central Social and Economic Committee.

When the number of Directors appointed by the Annual General Meeting exceeds the threshold set out in Article L.225-27-1 of the Commercial Code, a second Director representing employees is appointed by the European Works Council, in accordance with the procedures set out in Article L.225-27-1 of the Commercial Code.

The Director representing the employees designated by the Company's Central Social and Economic Committee must have held an employment contract with the Company or one of its direct or indirect subsidiaries headquartered in France for at least two years prior to his or her appointment. The second Director representing the employees appointed by the European Works Council must have held an employment contract with the Company or one of its direct or indirect subsidiaries for at least two years prior to his or her appointment.

If, during the course of a year, the number of Directors elected by the Annual General Meeting exceeds eight, the European Works Council appoints the second Director representing employees within a reasonable period of time. Similarly, if the number of Directors elected by the Annual General Meeting falls to eight or below during the term of office of the second Director appointed by the European Works Council, this term of office will continue until it expires, but will not be renewed if the number of Directors remains at eight or below at the renewal date.

Any Director representing employees, unless stipulated otherwise, has the same rights and duties as the Company's Directors referred to in subparagraph 1 of article 11 of the articles of association. He or she is subject to the same duty of confidentiality and must respect the principle of collective responsibility of the Board of Directors, in accordance with the provisions of Article 13(1) paragraph 1, the term of office of any director representing the employees appointed pursuant to this Article 11, paragraph 6 is four (4) years and expires at the end of the Shareholders' Meeting called to approve the financial statements for the preceding financial year and held during the year in which the term of office of that director expires. His or her term of office may be renewed further to a decision of the Social and Economic Committee, as approved by the Board of Directors.

In the event of a permanent vacancy for any reason of the position of a director representing the employees, his or her replacement shall be appointed by the Central Social and Economic Committee under the same conditions and according to the same procedures as those applicable to the appointment of his or her predecessor.

The director representing the employees appointed as a replacement shall serve for the remainder of his or her predecessor's term of office. Until the date of this replacement, the Board of Directors may however continue to meet and deliberate in a valid manner.

In this respect, it is specified that the director representing the employees can only be dismissed under the conditions provided for by the laws and regulations in force. In accordance with the legal and regulatory provisions, directors representing the employees may only be dismissed on the grounds of misconduct in the fulfillment of his or her duties, and only the Presiding Judge at the 'Tribunal de Grande Instance' (Regional Court), issuing an urgent ruling, may take such a decision, at the request of a majority of the members of the Board of Directors.

Further to a decision of the Board of Directors after informing the Company's Central Social and Economic Committee, the terms of office of the directors representing the employees may be terminated at the end of the Shareholders' Meeting held to approve the financial statements for the year during which the conditions governing application of these legal provisions cease to be met, or if said legal provisions are repealed.

Failure to appoint one or more Directors representing employees in accordance with the law and these articles of association does not affect the validity of Board meetings and deliberations.

11.3 Directors representing employee shareholders

If the threshold provided for in the Commercial Code is exceeded, and in accordance with the provisions of the law, one or more members of the Board of Directors representing employee shareholders are elected by the Annual General Meeting on the recommendation of the employee shareholders referred to in Article L.225-102 of the Commercial Code.

These Directors are elected from among the employee members of the supervisory board of a corporate mutual fund holding shares in the Company.

Candidates for the position of Director representing employee shareholders, along with their substitutes, are appointed as follows:

- When the voting rights attached to shares held by employees are exercised by members of the supervisory board of a corporate mutual fund, said supervisory board appoints a candidate from among its designated employee representative members. Where there is more than one such corporate mutual fund, the supervisory boards may agree, through identical deliberations, to put forward a common candidate, chosen from among their designated employee representative members.
- The supervisory board(s) must notify the Chairman of the Board of Directors of the identity of the candidate elected from among its members at least ninety (90) days before the Annual General Meeting.

Only the candidate selected by the above-mentioned supervisory board is put forward to the Board of Directors, which places it on record at the meeting called to approve the resolutions for the Annual General Meeting. The Director representing employee shareholders is appointed by the Ordinary Shareholders' Meeting, subject to the quorum and majority requirements applicable to any appointment of a member of the Board of Directors.

In accordance with the provisions of article 13, paragraph I, subparagraph 1, the term of office of any Director representing employee shareholders appointed pursuant to article 11.3 of the articles of association is four (4) years. The term of office is effective as from the appointment by the Shareholders' Meeting and expires at the end of the Shareholders' Meeting that examines the accounts for the previous business year and is held in the calendar year in the course of which his or her term of office expires. He or she is eligible for reappointment. However, the term of office is automatically terminated, and the Board member representing employee shareholders is automatically deemed to have resigned, if he or she ceases to be an employee of the Company or a related company within the meaning of regulations in force.

The Director representing employee shareholders, unless stipulated otherwise, has the same rights and duties as the Company's Directors referred to in paragraph 1 of article 11.1 of the articles of association. He or she is subject to the same duty of confidentiality and must respect the principle of collective responsibility of the Board of Directors,

If the Director representing employee shareholders is absent for any reason whatsoever, his or her substitute will act as director representing employee shareholders for the remainder of the term of office. Until the date of this replacement, the Board of Directors may nevertheless continue to validly meet and deliberate.

In the event that during the term of office, the management report presented by the Board of Directors to the Annual General Meeting establishes that the Company is no longer required to appoint a Director representing employee shareholders, the term of office of the director representing employee shareholders may, pursuant to a decision of the Board of Directors, be terminated at the end of the Annual General Meeting at which the management report establishing this is presented.

- resolve to update Article 13 "Term of office of the Directors – Replacement" of the Company's articles of association by deleting paragraph II, the content of which is now included in article 11.
- resolve to update Article 15 "Powers of the Board of Directors" of the Company's articles of association, which will now read as follows:

"[-] Guarantees, sureties and endorsements given by the Company must be authorized by the Board of Directors, which limits the amount thereof, in accordance with the conditions laid down by a Conseil d'Etat decree. The decree also sets out the conditions under which any overstepping of this authorization can be enforced against third parties. The Board of Directors may, however, grant this authorization on an aggregate and annual basis, without any limit on the amount, in order to guarantee commitments made by entities that are controlled by the Company within the meaning of Article L.233-16 II of the Commercial Code. The Board may also authorize the Chief Executive Officer to grant unlimited guarantees, sureties and endorsements on an aggregate basis in order to secure commitments entered into by entities controlled by the Company within the meaning of said paragraph, subject to the Chief Executive Officer reporting to the Board of Directors thereon at least once a year. The Chief Executive Officer may also be authorized to grant unlimited guarantees, sureties and endorsements in the name of the Company to tax and customs authorities."

TWENTY-EIGHTH RESOLUTION

Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, the shareholders grant full powers to the bearer of an original copy of the minutes of this Annual General Meeting, or of a copy or extract thereof, for the purpose of completing all necessary formalities.

VIII. ADDITIONAL DOCUMENTS REQUEST

To be sent to bioMérieux – at the following electronic address investor.relations@biomerieux.com or at the following postal address: bioMérieux – Direction Juridique – 376, chemin de l’Orme – 69280 Marcy-l’Etoile, France.

I, undersigned:

NAME AND SURNAME _____

POSTAL ADDRESS _____

EMAIL ADDRESS _____

Owner of _____ shares:

- registered shares,

- bearer shares, held in account at⁽¹⁾ _____

Requests bioMérieux to send, documents mentioned in Article R 225-3 of the French Code de commerce for the next General Meeting on May 23, 2024.

Date:

Signature:

NOTA : By application of Article R. 225-83 of the French Code de commerce, the shareholders of registered shares may, by simple request, obtain from the company, the sending of documents stated at such Article, for any General Meeting.

⁽¹⁾ information of the bank, financial establishment or broker which hold the account (the requester shall justify his quality of shareholder by sending a certificate of registration of his shares).

BIOMÉRIEUX

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