

bioMérieux

French public limited company (*société anonyme*) with share capital of €12,029,370
Registered office: Marcy l'Étoile (69280), France
Registered with the Lyon Trade and Companies Register under number 673 620 399

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS PROPOSED TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 15, 2025

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;

- 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;
 - 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;
 - 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;
 - 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;
 - to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items;
 - 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.

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

I. 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.

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

A. RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

1. 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.

2. 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.

3. 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 GENEOPartenaaires and GENEOPartenaire 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.

4. *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.

5. 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.

6. 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.

7. 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.

B. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

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

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.

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.

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."

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