

bioMérieux S.A.

French joint stock company (*société anonyme*) with share capital of €12,029,370
Registered office: Chemin de l'Orme, 69280 Marcy l'Etoile, France
Registered in Lyon, France under number 673 620 399

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 28, 2015

PRELIMINARY NOTICE

The shareholders of bioMérieux are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at 3.00 p.m. on May 28, 2015 at the Company's registered office (Chemin de l'Orme, 69280 Marcy l'Etoile, France) to deliberate and decide on the following agenda and draft resolutions:

AGENDA

ORDINARY RESOLUTIONS:

1. Approval of the financial statements for the year ended December 31, 2014; approval of the total amount of expenses and costs falling within the scope of article 39-4 of the French Tax Code (*Code général des impôts*)
2. Granting of discharge to the directors
3. Approval of the consolidated financial statements for the year ended December 31, 2014
4. Appropriation of profit for the year ended December 31, 2014
5. Approval of the related-party agreement entered into by the Company with Mérieux Développement, in particular regarding the acquisition of 100% of the share capital of Advencis, as described in the Statutory Auditors' special report
6. Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding sponsorship activities, as described in the Statutory Auditors' special report
7. Approval of the related-party agreement entered into by the Company with the Christophe and Rodolphe Mérieux Foundation regarding sponsorship activities, as described in the Statutory Auditors' special report
8. Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the provision of services, as described in the Statutory Auditors' special report
9. Approval of the related-party agreement entered into by the Company with Institut Mérieux regarding the provision of services, as described in the Statutory Auditors' special report
10. Approval of the related-party agreement entered into by the Company with Institut Mérieux, Mérieux NutriSciences Corporation, Transgene, ABL and Mérieux Développement regarding the allocation of costs related to the termination of employment contracts, as described in the Statutory Auditors' special report

11. Opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2014
12. Opinion on the components of compensation due or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2014
13. Authorization given to the Board of Directors to enable the Company to buy back its own shares

EXTRAORDINARY RESOLUTIONS:

14. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares
15. 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
16. 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
17. 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, in the context of an offer falling within the scope of article L.411-2 II of the French Monetary and Financial Code (*Code monétaire et financier*)
18. 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 Shareholders' Meeting
19. 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
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, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company
21. 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
22. Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, 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
23. Authorization to be given to the Board of Directors to issue shares or securities giving access to the share capital of the Company reserved for employees participating in a company savings plan
24. Cancellation of shareholders' pre-emptive subscription rights in favor of employees participating in a company savings plan
25. Overall limit on authorizations to issue shares
26. Delegation of authority to the Board of Directors to grant free shares, existing or to be issued, without pre-emptive subscription rights

27. Authorization to be given to the Board of Directors in the case of grants of new shares to be issued pursuant to the previous resolution
28. Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities

**TEXT OF THE DRAFT RESOLUTIONS SUBMITTED BY
THE BOARD OF DIRECTORS TO
THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF
MAY 28, 2015**

I – WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING

1ST RESOLUTION

Approval of the financial statements for the year ended December 31, 2014; approval of the total amount of expenses and costs falling within the scope of article 39-4 of the French Tax Code (Code général des impôts)

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the financial statements for the year ended December 31, 2014, the Board of Directors' management report and the Statutory Auditors' report on the financial statements for the year ended December 31, 2014, the shareholders approve the financial statements for the year ended December 31, 2014 as submitted to them, showing profit of €65,214,394.57. 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, the shareholders approve the total amount of the non-tax deductible costs and expenses referred to in article 39-4 of said Code, which amounted to €341,863 for the year ended December 31, 2014, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €129,908. In addition, the shareholders take note of the detailed list of 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.

Lastly, having considered (i) the report of the Chairman of the Board of Directors which gives details of the composition of the Board, the application of the principle of gender equality on the Board, the conditions governing the preparation and organization of the Board of Directors' work and the internal control and risk management procedures implemented by the Company, and (ii) the Statutory Auditors' report on the Chairman's report, the shareholders take note of their respective content.

2ND RESOLUTION

Granting of discharge to the directors

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders grant discharge to the directors for their duties during the past year.

3RD RESOLUTION

Approval of the consolidated financial statements for the year ended December 31, 2014

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after 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, 2014 which show a consolidated profit of €134,868,361, the shareholders approve the consolidated financial statements for the year ended December 31, 2014 as submitted to them, as well as the transactions reflected in those financial statements or summarized in the report on the management of the Group.

4TH RESOLUTION

Appropriation of profit for the year ended December 31, 2014

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and subsequent to the adoption of 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, 2014 shows a profit of €65,214,394.57 which, when increased by retained earnings of €75,286,109.05, results in a distributable profit of €140,500,503.62.

They therefore resolve, on a motion by the Board of Directors, to appropriate said distributable profit as follows:

- €20,000,000 to be transferred to the general reserve, increasing the balance from €605,000,000.28 to €625,000,000.28;
- €66,470.35 to be transferred to the special sponsorship reserve, increasing the balance from €662,239.50 to €728,709.85;
- €39,453,740 to be distributed as dividends, representing a dividend of €1 for each of the 39,453,740 shares comprising the Company's share capital, to be paid on June 9, 2015;
- the remaining €80,980,293.27 to be transferred to retained earnings.

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 amount corresponding to the dividends which are not paid in respect of these shares will be allocated to retained earnings.

The entire amount of the dividend is eligible for the 40% deduction in accordance with paragraph 2 of article 158.3 of the French Tax Code. Accordingly, individuals domiciled in France for tax purposes benefit from a tax deduction of 40% on the annual dividend.

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

Year ended	Distributed dividends in euros ^(*)
Dec. 31, 2013	39,453,740.00
Dec. 31, 2012	38,664,665.20
Dec. 31, 2011	38,664,665.20

(*) The Company did not receive any dividends on treasury shares held on the ex-dividend date. The corresponding amount will be allocated to retained earnings. In accordance with paragraph 2 of article 158.3 of the French Tax Code, only individuals domiciled in France for tax purposes benefit from a tax deduction on the annual dividend.

5TH RESOLUTION

Approval of the related-party agreement entered into by the Company with Mérieux Développement, in particular regarding the acquisition of 100% of the share capital of Advencis, as described in the Statutory Auditors' special report

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of article L.225-40 of the French Commercial Code, on the agreements referred to in articles L.225-38 *et seq.* of said Code, the shareholders approve the agreement entered into with Mérieux Développement under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

6TH RESOLUTION

Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding sponsorship activities, as described in the Statutory Auditors' special report

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of article L.225-40 of the French Commercial Code, on the agreements referred to in articles L.225-38 *et seq.* of said Code, the shareholders approve the agreement entered into with Fondation Mérieux under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

7TH RESOLUTION

Approval of the related-party agreement entered into by the Company with the Christophe and Rodolphe Mérieux Foundation regarding sponsorship activities, as described in the Statutory Auditors' special report

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of article L.225-40 of the French Commercial Code, on the agreements referred to in articles L.225-38 *et seq.* of said Code, the shareholders approve the agreement entered into with the Christophe and Rodolphe Mérieux Foundation under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

8TH RESOLUTION

Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the provision of services, as described in the Statutory Auditors' special report

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of article L.225-40 of the French Commercial Code, on the agreements referred to in articles L.225-38 *et seq.* of said Code, the shareholders approve the agreement entered into with Fondation Mérieux under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

9TH RESOLUTION

Approval of the related-party agreement entered into by the Company with Institut Mérieux regarding the provision of services, as described in the Statutory Auditors' special report

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of article L.225-40 of the French Commercial Code, on the agreements referred to in articles L.225-38 *et seq.* of said Code, the shareholders approve the agreement entered into with Institut Mérieux under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

10TH RESOLUTION

Approval of the related-party agreement entered into by the Company with Institut Mérieux, Mérieux NutriSciences Corporation, Transgene, ABL and Mérieux Développement regarding the allocation of costs related to the termination of employment contracts, as described in the Statutory Auditors' special report

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of article L.225-40 of the French Commercial Code, on the agreements referred to in articles L.225-38 *et seq.* of said Code, the shareholders approve the agreement entered into with Institut Mérieux, Mérieux NutriSciences Corporation, Transgene, ABL and Mérieux Développement under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

11TH RESOLUTION

Opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2014

Consulted in accordance with the recommendation of section 24.3 of the AFEP-MEDEF Corporate Governance Code as revised in June 2013, to which the Company refers and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders issue a favorable opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2014, as described in Chapter 15 of the Registration Document including the Annual Financial Report.

12TH RESOLUTION

Opinion on the components of compensation due or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2014

Consulted in accordance with the recommendation of section 24.3 of the AFEP-MEDEF Corporate Governance Code as revised in June 2013, to which the Company refers and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders issue a favorable opinion on the components of compensation payable or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2014, as described in Chapter 15 of the Registration Document including the Annual Financial Report.

13TH 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, having considered the Board of Directors' report, in accordance with article L.225-209 of the French Commercial Code, the shareholders authorize the Board of Directors, with the possibility of delegation, in accordance with the laws and regulations applicable at the time of exercise of such authorization and European Regulation no. 2273/2003 of December 22, 2003, to purchase, on the Company's behalf, on one or more occasions and whenever it deems appropriate, a number of the Company's own shares, within the statutory limit of 10% of its share capital (at any time whatsoever, this percentage being applicable to the share capital adjusted in light of transactions having an impact on it subsequent to this Meeting), it being specified that the maximum percentage of shares bought by the Company with a view to holding and subsequently delivering same as payment or exchange in connection with a merger, spinoff or contribution, is capped at 5%, as provided by law.

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

- maintain a liquid market in the Company's shares through market-making transactions carried out by an independent investment firm under a liquidity agreement that complies with the AMAFI code of ethics approved by the AMF;
- deliver shares upon the exercise of rights attached to the issue of securities giving access to Company shares and stock option plans, or in connection with share grants to employees and corporate officers of the Company or companies within the same Group, or the allocation or transfer of shares to employees under profit-sharing plans, employee share ownership plans or employee savings plans;
- hold shares for their subsequent delivery as payment or exchange in connection with external growth transactions; and
- reduce the Company's share capital by canceling shares subject to the limits laid down by law.

Under the authorization hereby granted, the Company shall be permitted to buy back its own shares provided it complies with the following limits (which may be adjusted in connection with transactions affecting the share capital of the Company):

- the maximum purchase price per share shall not exceed €200, excluding acquisition-related fees;
- the maximum theoretical amount set aside in connection with this program is €788,074,800 (maximum theoretical amount without taking into account treasury shares). The authorization given to the Board of Directors with the possibility of delegation in accordance with the law, will allow the Board to adjust the abovementioned 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 redemption or reductions in share capital, the distribution of reserves or other assets and any other transaction affecting equity, in order to take into account the impact of such transactions on the value of its shares.

The shareholders resolve that the acquisition, sale and transfer of the Company's shares may be carried out by any means, in part through the use of derivatives, whether on the stock market or over the counter, excluding the sale of put options save in the case of exchanges in accordance with applicable regulations. No restriction applies to the portion of buybacks carried out 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 disposed of 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, in particular for the purpose of determining the advisability of initiating a share buyback program after publication of the program description and of setting the terms and conditions thereof, to use the authorization hereby given or to delegate same to the Chief Executive Officer or, subject to the approval of the latter, to the Chief Operating Officer – it being specified that the Chief Executive Officer, or the Chief Operating Officer as the case may be, must report to the Board of Directors on how this authorization has been used – i.e., by placing all trading orders, entering into all agreements and completing all registrations and formalities with all entities, in particular the AMF, amending the bylaws and, generally, doing whatever is necessary.

With effect from the date hereof, this authorization replaces and supersedes, where applicable insofar as they have not been exercised, all authorizations previously given for the same purpose, for a period expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2015 or eighteen 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 shall report to the Annual General Meeting on transactions performed pursuant to this authorization.

II – WITHIN THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

14TH 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, having considered the Board of Directors' report and the Statutory Auditors' special report, subject to the adoption of the thirteenth resolution, the shareholders authorize the Board of Directors, pursuant to article L.225-209 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 pursuant to the share buyback program authorized pursuant to the thirteenth resolution of this Meeting, at its discretion, on one or more occasions, within the limit of 10% of the share capital over a period of twenty-four months from this Meeting, and reducing the share capital accordingly. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to take into consideration transactions having an impact on the share capital 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 nominal amount against existing paid-in capital or available reserve accounts and grant full powers to the Board of Directors, with the possibility of delegation in accordance with the law, for the purpose of executing all documents and completing all formalities or registrations necessary to finalize the reductions of capital under this authorization, and to amend the bylaws accordingly.

This authorization is given to the Board of Directors for a period of eighteen months from the date of this Meeting. With effect from the date hereof, it supersedes all authorizations previously given for the same purpose.

15TH 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 and L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out a capital increase on one or several occasions with pre-emptive subscription rights for existing shareholders, in the amount and at the time 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;
and/or
 - (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 this 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 twenty-six 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 the overall limit provided for under the twenty-fifth resolution ("**Overall limit I**"), 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, may not exceed five hundred (500) million euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in the overall limit provided for under the twenty-fifth resolution ("**Overall limit II**"), 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.228-40 of the French Commercial Code or the bylaws;
- 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 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 under article L.225-134 of the French Commercial Code, at its discretion, limit the issue to the amount of subscriptions received, provided that this reaches 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 twenty-fifth resolution, subject to the adoption of the nineteenth 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 will 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 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 under this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

16TH 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

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.225-136, L.225-148 and L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out a capital increase on one or several occasions, in the amount and at the time it sees fit, through the issue, in France and/or abroad and in euros, by way of a public 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;

and/or

(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 this 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 these shares or securities may be issued as payment for securities of another company tendered to a public exchange offer carried out in France or abroad in accordance with local legislation, subject to the conditions set out in article L.225-148 of the French Commercial Code;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six 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 as of right or for excess shares and securities, in accordance with the provisions of article L.225-135 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 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 twenty-fifth 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, may not exceed five hundred (500) million 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 twenty-fifth 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 the Board of Directors in accordance with article L.228-40 of the French Commercial Code or the bylaws;
- 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 or in the future, in favor of the holders of said securities;
- resolve that the amount paid, or due, to the Company for each of the shares issued or to be issued, having taken into account, in the event of the issue of individual share subscription or allotment warrants, the issue price of said warrants, will be at least equal to the minimum price set out in the legal or regulatory texts applicable at the date of issue;
- resolve that the exchange, reimbursement or, more generally, the conversion of securities giving access to the share capital into shares, will 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 under 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 twenty-fifth resolution, subject to the adoption of the nineteenth 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 will 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 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 under this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

17TH 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, in the context of an offer falling within the scope of article L.411-2 II 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.225-129-2, L.225-135, L.225-136, and L.228-91 *et seq.* of the French Commercial Code, as well as article L.411-2 II of the French Monetary and Financial Code, the shareholders:

- authorize the Board of Directors to decide to carry out a capital increase on one or several occasions, in the amount and at the time it sees fit, through the issue, in France and/or abroad and in euros, by way of an offer referred to under article L.411-2 II of the French Monetary and Financial Code, of shares in the Company or any securities giving access by any means, immediately and/or in the future, to existing shares or shares to be issued by the Company or a company 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 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 twenty-six months from the date of this Meeting;
- resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities;
- 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 adjusted in light of transactions impacting it

subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place by exercising 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 twenty-fifth resolution;

- resolve, in addition, that the total nominal amount of debt securities giving access by all means to the share capital, that may be issued, shall not exceed five hundred (500) million 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 twenty-fifth resolution;
- 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 or in the future, in favor of the holders of said securities;
- resolve that the amount paid, or due, to the Company for each of the shares issued or to be issued, having taken into account, in the event of the issue of individual share subscription or allotment warrants, the issue price of said warrants, will be at least equal to the minimum price set out in the legal or regulatory texts applicable at the date of issue;
- resolve that the exchange, reimbursement or, more generally, the conversion of securities giving access to the share capital into shares, will 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 under 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 twenty-fifth resolution, subject to the adoption of the nineteenth 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 will 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 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 under this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

18TH RESOLUTION

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

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' report, in accordance with the provisions of paragraph 2 of article L.225-136 1 of the French Commercial Code, and within the annual limit of 10% of the share capital 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

adjusted in light of transactions impacting it subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place by exercising the rights and securities already issued, the exercise of which has been deferred), the shareholders:

- authorize the Board of Directors, with the possibility of delegation to the Chief Executive Officer in accordance with the law, to set the issue price of the ordinary shares or any securities giving access by any means, immediately and/or in the future, to ordinary shares in the Company or in a company in which it directly or indirectly owns more than half of the share capital, having examined market opportunities, at a price at least equal to the volume-weighted average (in the main backlog and excluding off-market block transactions) of the closing prices of the Company's share on Euronext Paris for the last three trading sessions prior to the setting of the issue price, it being specified that this average price may be corrected to take into account differences in the date of entitlement to dividends and possibly decreased by a maximum discount of 20%;
- state that the last three trading sessions referred to above will be those immediately preceding the setting of the issue price, which shall be set at the end of the period in which investors make firm or indicative subscription orders (the "book building" period) and based on the prices featured in these orders;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
- note that the Board of Directors may apply this authorization in the context of both the sixteenth and the seventeenth resolutions; and
- note that, in the event that the Board of Directors should use the authorization given under this resolution, the Board must draw up an additional report certified by the Statutory Auditors describing the final conditions of the transaction and assessing the effective impact on the shareholders' situation.

19TH 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 fifteenth to seventeenth resolutions, for a period of twenty-six 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 twenty-fifth resolution, within thirty 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 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 fifteenth to seventeenth 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.

20TH 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 paragraph 6 of article L.225-147 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide, based on the appraiser's report referred to in paragraphs 1 and 2 of the abovementioned article L.225-147, 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 granted to the Company and comprising shares or securities giving access to the share capital, where the provisions of article L.225-148 of the French Commercial Code are not applicable;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six 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 10% of the share capital, it being specified that (i) this limit of 10% may be calculated at any time in view of the fact that it applies to the share capital adjusted in light of transactions impacting it subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place by exercising 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 will be included in **Overall limit I** provided for under the twenty-fifth 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 down by law, to implement this authorization and in particular to decide on the evaluation of the contributions and the granting of special benefits, record the completion of the capital increases carried out pursuant to this resolution, amend the bylaws accordingly, carry out all formalities and declarations and request all authorizations necessary to carry out these contributions;
- note that this authorization supersedes any other prior authorization for the same purpose.

21ST 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 applicable to extraordinary shareholders' meetings, 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 and L.225-130 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amount and at the time 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 bylaws, 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 twenty-six 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 twenty-fifth 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 the provisions of article L.225-130 of the French Commercial Code, fractional share rights may not be negotiable and that the corresponding securities will be sold; the proceeds from the sale will be allocated to the holders of the rights within the period 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 under this resolution, record the completion of these issues and amend the Company's bylaws accordingly;
- note that this authorization supersedes any other prior authorization for the same purpose.

22ND RESOLUTION

Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, 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 the provisions of 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.

These securities may only be issued by the Subsidiaries and/or the parent company 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 the Company's shares. They may be issued on one or more occasions, in France or abroad.

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 (i) this amount shall be included in **Overall limit I** provided for under the twenty-fifth resolution and (ii) the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed five hundred (500) million 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 twenty-fifth 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.228-40 of the French Commercial Code or the bylaws.

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 set out by legal and regulatory provisions and the Company's bylaws. 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;
- note that this authorization entails the waiver by the shareholders of their pre-emptive right to subscribe for the shares in the Company to which the securities issued under this resolution may grant access;
- 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 Shareholders' Meeting;
- resolve that the Board of Directors will 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 capital increases against the amount of issue premiums corresponding to these increases 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,
- report the completion of the capital increases carried out pursuant to this resolution and amend the bylaws accordingly, carry out all formalities and declarations and request all authorizations necessary to carry out these issues.

23RD RESOLUTION

Authorization to be given to the Board of Directors to issue shares or securities giving access to the share capital of the Company reserved for employees participating in a company savings plan

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, pursuant to articles L.3332-18 *et seq.* of the French Labor Code (*Code du travail*), articles L.225-129-2, L.225-129-6 (paragraphs 1 and 2) and L.225-138-1 of the French Commercial Code and in accordance with the provisions of said Code, the shareholders:

- authorize the Board of Directors to increase the share capital, on one or more occasions, at its sole discretion, through the issue of shares or securities giving access to the share capital of the Company reserved for employees participating in a company savings plan in France or in foreign companies related to the Company in accordance with the conditions of article L.225-180 of the French Commercial Code and articles L.3344-1 and L.3344-2 of the French Labor Code, for a maximum nominal amount of 3% of the share capital at the date of this Meeting (including any free shares granted instead of the discount or as the employer's matching contribution under the conditions and subject to the limits set out in articles L.3332-18 *et seq.* of the French Labor Code), it being specified that this amount shall be included in **Overall limit I** provided for under the twenty-fifth resolution;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
- resolve that the characteristics of the securities giving access to the share capital of the Company shall be decided by the Board of Directors in accordance with the law;
- resolve that the subscription price of shares issued under this authorization will be set by the Board of Directors and determined in accordance with the conditions provided for in article L.3332-19 of the French Labor Code;
- note that the Board of Directors may decide to issue shares or securities giving access to the share capital of the Company reserved for employees participating in a savings plan at the same time or independently from one or several issues open to shareholders or third parties;
- resolve that the Board of Directors will have full powers, which may be delegated under the conditions set by law, to implement this authorization within the limits and under the conditions set out above, and in particular:
 - to set the characteristics of the securities to be issued, the amounts to be offered for subscription, and in particular to set the issue price, and, where applicable, the discount provided for in article L.3332-19 of the French Labor Code, the dates, deadlines, terms and conditions of subscription, payment,

- delivery and vesting of the securities, in accordance with the applicable legal and regulatory provisions;
- to set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or acquire, individually or via a mutual fund or an investment company with variable capital, shares or other securities giving access to the share capital issued under this authorization;
 - to set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends;
 - to take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with the law and, where applicable, the contractual terms and conditions providing for other adjustments;
 - to record capital increases in the amount of shares which will actually be subscribed or other securities issued pursuant to this authorization;
 - to offset, where applicable, the cost of capital increases against the amount of shares which are actually subscribed or other securities issued pursuant to this authorization and deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following these increases;
 - in the event of the issue of free shares instead of the discount or as the employer's matching contribution, to offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, record the capital increases carried out pursuant to this authorization and amend the bylaws to reflect the new share capital;
 - enter into all agreements, complete directly or by agent all transactions and procedures including the completion of formalities following share capital increases and the amendment of the bylaws to reflect these increases and, more generally, do whatever is necessary;
 - generally, enter into any agreement in particular to successfully carry out the planned issues, take all measures and carry out all formalities necessary for the issue, the listing and the financial management of the securities issued pursuant to this authorization as well as the exercise of the related rights;
- note that this authorization supersedes any other prior authorization for the same purpose.

24TH RESOLUTION

Cancelation of shareholders' pre-emptive subscription rights in favor of employees participating in a company savings plan

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, the shareholders resolve to cancel the shareholders' pre-emptive subscription right to these shares, including shares resulting from the issue pursuant to the twenty-first resolution of securities giving access to the share capital either immediately or in the future, in favor of employees, retired former employees and eligible corporate officers within the meaning of the law participating in a company savings plan; said shareholders would waive any right to shares or securities which may be granted under this resolution, including any portion of reserves, profits or additional paid-in capital incorporated into the share capital in connection with the free grant of shares and securities issued pursuant to the twenty-first resolution instead of the discount or as the employer's matching contribution.

25TH 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 the provisions of 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 resolutions fifteen to twenty-three 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 resolutions fifteen to twenty-three of this Meeting shall not exceed five hundred (500) million 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.

26TH RESOLUTION

Delegation of authority to the Board of Directors to grant free shares, existing or to be issued, without pre-emptive subscription rights

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 the provisions of articles L.225-197-1 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to carry out, on one or more occasions, free grants of existing shares or shares to be issued by the Company, in favor of employees or certain categories of employees which may include employees of the Company or companies related to it within the meaning of article L.225-197-2 of the French Commercial Code, as well as eligible corporate officers in accordance with article L.225-197-1 of the French Commercial Code; in the case of grants of shares to be issued, this authorization shall involve, following the vesting period(s), a capital increase through the capitalization of reserves, profits or additional paid-in capital in favor of the beneficiaries of said shares;
- resolve that the Board of Directors shall have the authority to carry out the share grants and determine the identity of the beneficiaries;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
- resolve that the share grants carried out under this authorization shall not cover a number of existing or new shares representing a percentage higher than 0.95% of the Company's share capital as reported at the close of this Annual General Meeting, this number not taking into account any adjustments that may be carried out in accordance with applicable laws and regulations and, where applicable, the

- contractual terms and conditions providing for other adjustments, to protect the rights of holders of securities or other rights giving access to the share capital;
- resolve that the grant of shares to beneficiaries shall be definitive at the end of a vesting period and that beneficiaries must hold said shares for a minimum period, both periods being set by the Board of Directors and not being shorter than the periods set out by legal provisions in force at the date of the Board's decision;
 - resolve that the shares purchased under this authorization must be in registered form;
 - resolve, in addition, that in the event of a second or third category disability, as defined in article L.341-4 of the French Social Security Code (*Code de la sécurité sociale*), the shares will be definitively granted to the beneficiary before the end of the vesting period; these shares may be freely transferred as from the delivery date;
 - note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares that may be issued pursuant to this resolution in favor of the beneficiaries of said shares;
 - 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 terms and conditions (including, where applicable, the performance conditions) of issues carried out pursuant to this authorization and the date of entitlement to dividends on the new shares, carry out, where appropriate, adjustments to the number of shares granted in the event of transactions affecting the share capital of the Company, record the completion of capital increases, amend the Company's bylaws accordingly, and more generally, complete all formalities necessary for the issue, listing and financial management of the securities issued pursuant to this resolution and carry out any formalities required in accordance with the law;
 - note that the Board of Directors will inform the Annual General Meeting each year, in accordance with the law, and in particular article L.225-197-4 of the French Commercial Code, of the transactions carried out pursuant to this resolution;
 - note that this authorization supersedes any other prior authorization for the same purpose.

27TH RESOLUTION

Authorization to be given to the Board of Directors in the case of grants of new shares to be issued pursuant to the previous resolution

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, subject to the condition precedent of the adoption of the twenty-sixth resolution, having considered the Board of Directors' report and in accordance with article L.225-129-2 of the French Commercial Code, the shareholders grant full powers to the Board of Directors, with effect from the date hereof and for a period of twenty-six months, to set, in the case of grants of new shares to be issued pursuant to the twenty-sixth resolution, the amount of reserves, profits or additional paid-in capital to be incorporated into the share capital, to record any capital increases carried out within the legal time limits, to amend the Company's bylaws accordingly and, more generally, to do whatever is necessary to implement this authorization and the consequences thereof.

28TH RESOLUTION

Full powers granted to the bearer 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 the minutes of this Meeting, or of a copy or extract thereof, for the purpose of completing all necessary formalities.



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. These questions must be sent to the Chairman of the Board of Directors at the Company's registered office, by registered letter with acknowledgment of receipt at the latest four working days before the date of the Annual General Meeting, accompanied by a share ownership certificate.

Requests for the inclusion of items or draft resolutions on the agenda

Requests for the inclusion of items or draft resolutions on the agenda submitted by shareholders meeting the conditions set out in article R.225-71 of the French Commercial Code must be sent to the registered office by registered letter with acknowledgment of receipt, addressed to the Chairman of the Board of Directors, and received at least 25 calendar days before the Annual General Meeting, i.e., May 4, 2015, in accordance with article R.225-73 II of the French Commercial Code. Requests must be accompanied by a share ownership certificate and must include the reasons for the requested additions to the agenda.

Requests for the inclusion of items or draft resolutions on the agenda must include the text of the resolutions, which may be accompanied by a short explanatory statement. If the draft resolution relates to the proposal of a candidate for appointment to the Board of Directors, it must be accompanied by the information outlined in paragraph 5 of article R.225-83 of the French Commercial Code.

The items or draft resolutions submitted by the shareholders in accordance with the law will be reviewed at the Annual General Meeting provided such shareholders have submitted a request for a new certificate justifying the registration of their shares by the third working day before the date of the Annual General Meeting.

Attending 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.225-85 of the French Commercial Code, shareholders are entitled to attend the Annual General Meeting if the shares are recorded for accounting purposes in their name or the name of their registered intermediary (in accordance with paragraph 7 of article L.228-1 of the French Commercial Code) on May 26, 2015 at midnight, (CET), either in the registered share account kept by the Company (or its authorized agent), or in the bearer share account held by the authorized intermediary. Only those shareholders who meet the conditions provided for under article R.225-85 mentioned above may attend the Annual General Meeting.

The registration of shares in bearer share accounts held by the financial intermediaries is evidenced by a share ownership certificate delivered by the latter.

Holders of registered shares who wish to attend the Annual General Meeting in person may either send a request for an admittance card to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France, or claim their card in person at the designated desk on the day of the Meeting with proof of identity.

Holders of bearer shares who wish to attend the Annual General Meeting in person must submit a request to the authorized intermediary holding their account, who will provide them with an admittance card. Any holder of bearer shares who has not received this admittance card two days before the Annual General Meeting should request a share ownership certificate from their financial intermediary proving that they own the shares by midnight (CET) on the second business day preceding the date of the Annual General Meeting, i.e., May 26, 2015.

Instead of attending the Meeting in person, shareholders may choose one of the three following options:

1°) Give proxy to the Company without indicating an agent, in which case the Company will vote to adopt the proposed resolutions presented or supported by the Board of Directors and vote against all other proposed resolutions.

2°) Cast a postal vote

For this Meeting it is not possible to vote by electronic means of communication; consequently there will be no Internet site set up for this purpose as referred to in article R.225-61 of the French Commercial Code.

3) Give proxy to their spouse, another shareholder, or the partner with whom they have entered into a civil union or any other individual or legal entity of their choice in accordance with the law.

For holders of registered shares:

The share ownership certificate and the postal voting form must be sent to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France.

For holders of bearer shares:

The share ownership certificate and the postal voting form must be sent to their financial intermediary who will then send them to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France.

Shareholders may obtain a postal voting form from the Company's head office or from BNP Paribas Securities Services or on request by registered letter with acknowledgment of receipt as of the date that the Annual General Meeting is called. Only requests received at the latest six days before the Meeting will be accepted.

Postal votes will only be taken into account for postal voting forms which have been duly completed and which are received by the Company or the authorized intermediary referred to above, at least three calendar days before the Annual General Meeting, i.e., May 22, 2015.

In no circumstances should a form both appointing a proxy and casting a postal vote be sent to the Company.

In accordance with the provisions of article R.225-79 of the French Commercial Code, notification of the appointment or revocation of a proxy may be notified by electronic means, as follows:

For holders of registered shares: by sending an email featuring an electronic signature obtained by the shareholder from an authorized third party to the following email address: paris.bp2s.france.cts.mandats@bnpparibas.com, stating the name of the Company concerned, the date of the Meeting, the shareholder's surname, first name, address and BNP Paribas Securities Services login ID, as well as the surname, first name and address of the appointed or revoked proxy.

For holders of bearer shares or administered registered shares: by sending an email featuring an electronic signature obtained by the shareholder from an authorized third party to the following email

address: paris.bp2s.france.cts.mandats@bnpparibas.com, stating the name of the Company concerned, the date of the Meeting, their surname, first name, address and full banking details, as well as the surname and first name of the appointed or revoked proxy; followed by a request to the authorized intermediary who manages their share account to send written confirmation to BNP Paribas Securities Services, CTS, Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

In order for notice of appointed or revoked proxies sent by electronic means to be validly taken into account, the related forms must be received by 3.00 p.m. (CET) the day before the Meeting at the latest. Postal forms indicating the appointment or revocation of proxies must be received at the latest three calendar days before the date of the Meeting.

In addition, only notice of the appointment or revocation of proxies may be sent to the email address above; requests or notices relating to any other matter will not be processed/taken into account.

In accordance with article R.225-85 of the French Commercial Code, any shareholder who has cast a postal vote, sent a proxy form or requested their admittance card or share ownership certificate may sell all or some of their shares at any time. However, if the sale takes place before midnight (CET) on the second business day prior to the Meeting, bioMérieux will declare invalid or modify, the postal vote, the proxy form, the admittance card or the share ownership certificate, as the case may be, accordingly. No sale or other transaction carried out after midnight (CET) on the second business day prior to the Meeting, i.e., May 26, 2015, will be taken into consideration by bioMérieux.

Documents made available to shareholders

In accordance with article R.225-88 of the French Commercial Code, shareholders may obtain the documents and information referred to in articles R.225-81 and R.225-83 of said Code by simply sending a request to the Company or BNP Paribas Securities Services. The documents referred to in article R.225-83 of the French Commercial Code will also be made available to shareholders at the Company's registered office.

All of the related information and documents referred to in article R.225-73-1 of the French Commercial Code can also be consulted, at the latest twenty-one days before the Annual General Meeting, i.e., May 7, 2015, on the Company's website (www.biomerieux-finance.com) under the Shareholder Area – General Shareholders' Meeting section.

This preliminary notice of meeting will be followed by a convening notice containing any changes made to the agenda following requests to include draft resolutions submitted by the shareholders or the Works Council.

The Board of Directors