



**bioMérieux S.A.**  
**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**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 23, 2023**

**PRELIMINARY NOTICE**

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The shareholders of bioMérieux (the "Company") are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at 9:00 a.m. (CEST) on May 23, 2023 at 376 Chemin de l'Orme, Marcy l'Etoile (69280), France.

The purpose of the Ordinary and Extraordinary Shareholders' Meeting is to deliberate and decide on the following agenda and draft resolutions:

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**AGENDA**

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**1. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING**

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1. Approval of the parent company financial statements for the year ended December 31, 2022; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code
2. Approval of the consolidated financial statements for the year ended December 31, 2022
3. Granting of discharge to the directors
4. Appropriation of net income for the year ended December 31, 2022
5. Approval of the related-party agreement in respect of the addendum terminating by mutual agreement the framework sponsorship contract between bioMérieux and the Fondation Christophe et Rodolphe Mérieux
6. Approval of the related-party agreement consisting of a Restriction Agreement entered into by the Company with Institut Mérieux, relating to the Company's acquisition of US-based Specific Diagnostics
7. Renewal of the term of office of Philippe Archinard as a director
8. Renewal of the term of office of Grant Thornton as Statutory Auditor
9. Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code
10. Approval of the compensation policy for the Chairman and Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code
11. Approval of the compensation policy for the Chief Operating Officer in accordance with Article L.22-10-8 of the French Commercial Code
12. Approval of the compensation policy for directors in accordance with Article L.22-10-8 of the French Commercial Code
13. Approval of the components of compensation paid or allocated to corporate officers in respect of the year ended December 31, 2022
14. Approval of the components of compensation paid or allocated to Alexandre Mérieux as Chairman and Chief Executive Officer in respect of the year ended December 31, 2022
15. Approval of the components of compensation paid or allocated to Pierre Boulud as Chief Operating Officer in respect of the year ended December 31, 2022
16. Authorization given to the Board of Directors to enable the Company to buy back its own shares

## **2. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING**

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17. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares
18. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, with pre-emptive subscription rights
19. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code
20. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer
21. Authorization to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the Annual General Meeting
22. Authorization to be given to the Board of Directors to decide to increase the number of shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities to be issued in the event of a capital increase
23. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company
24. Authorization to be given to the Board of Directors to decide to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items
25. Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company
26. Authorization to be given to the Board of Directors to grant share subscription or purchase options, without pre-emptive subscription rights
27. Authorization to be given to the Board of Directors to carry out a capital increase reserved for employees participating in a company savings plan
28. Cancellation of shareholders' pre-emptive subscription rights in favor of employees participating in a company savings plan
29. Overall limit on authorizations to issue shares
30. Ratification of the decision to cancel the planned conversion of the Company into a European Company (*Societas Europaea*) and the terms of the proposed conversion
31. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities

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### **TEXT OF THE DRAFT RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS**

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## **1. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING**

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### **FIRST RESOLUTION**

*Approval of the parent company financial statements for the year ended December 31, 2022; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the parent company financial statements for the year ended December 31, 2022, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2022, the shareholders approve the parent company financial statements for the year ended December 31, 2022 as submitted to them, showing net income of €86,966,341.44. They also approve the transactions reflected in those financial statements or summarized in those reports.

In accordance with Article 223 *quater* of the French Tax Code (*Code général des impôts*), the shareholders approve the total amount of non-deductible costs and expenses referred to in Article 39-4 of said Code, which amounted to €708,088 for the year ended December 31, 2022, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €177,022. In addition, the shareholders take note of the detailed list of the expense categories referred to in paragraph 5 of Article 39 of the French Tax Code and presented in accordance with Article 223 *quinquies* of said Code.

## **SECOND RESOLUTION**

*Approval of the consolidated financial statements for the year ended December 31, 2022*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report on the management of the Group and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2022, which show consolidated net income of €440,536.331, the shareholders approve the consolidated financial statements for the year ended December 31, 2022 as submitted to them, as well as the transactions reflected in those financial statements or summarized in the Group management report.

## **THIRD RESOLUTION**

*Granting of discharge to the directors*

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

## **FOURTH RESOLUTION**

*Appropriation of net income for the year ended December 31, 2022*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and subsequent to the adoption of the first resolution, the shareholders note that (i) the statutory reserve exceeds 10% of the share capital and that (ii) the balance sheet for the year ended December 31, 2022 shows net income of €86,966,341.44 which, when increased by retained earnings of €152,739,631.42, results in distributable net income of €239,705,972.86. The shareholders therefore resolve, on a proposal by the Board of Directors, to appropriate said distributable net income as follows:

- €10,000,000.00 to be transferred to the "General reserve", increasing the balance from €875,000,000.28 to €885,000,000.28;
  - €0 to be transferred to the "Special sponsorship reserve", the balance of which will remain at €1,020,052.58;
  - €100,607,037.00 to be distributed as dividends;
- the remaining €129,098,935.86 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.85 per share.

This dividend would be paid at the latest on June 8, 2023.

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

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

Year ended	Distributed dividends (in euros) <sup>(*)</sup>	Distributed dividends per share (in euros)
Dec. 31, 2021	101,702,602.85	0.85
Dec. 31, 2020	73,383,956.40	0.62
Dec. 31, 2019	22,488,631.80	0.19

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

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

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

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

#### **FIFTH RESOLUTION**

*Approval of the related-party agreement in respect of the addendum terminating by mutual agreement the framework sponsorship contract between bioMérieux and the Fondation Christophe et Rodolphe Mérieux*

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 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 take note of the conclusions of said report and approve the agreement entered into with the Fondation Christophe et Rodolphe Mérieux in respect of the addendum terminating by mutual agreement the framework sponsorship contract between them and which is mentioned in said report.

#### **SIXTH RESOLUTION**

*Approval of the related-party agreement consisting of a Restriction Agreement entered into by the Company with Institut Mérieux, relating to the Company's acquisition of the US-based Specific Diagnostics*

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 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 take note of the conclusions of said report and approve the agreement entered into on December 14, 2022 with Institut Mérieux, a controlling shareholder of the Company within the meaning of Article L.233-3 of the French Commercial Code, and which is mentioned in said report.

#### **SEVENTH RESOLUTION**

*Renewal of the term of office of Philippe Archinard as a director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to renew the term of office of Philippe Archinard as a director, for a further period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2026.

#### **EIGHTH RESOLUTION**

*Renewal of the term of office of a Statutory Auditor*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, the shareholders resolve to renew the term of office of Grant Thornton as Statutory Auditor, for a further period of six years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending at December 31, 2028.

#### **NINTH RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for corporate officers, as presented in Chapter 4.3.1 of the 2022 Universal Registration Document, which includes said corporate governance report.

#### **TENTH RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chairman and Chief Executive Officer, as presented in Chapter 4.3.1 of the 2022 Universal Registration Document, which includes said corporate governance report.

#### **ELEVENTH RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chief Operating Officer, as presented in Chapter 4.3.1 of the 2022 Universal Registration Document, which includes said corporate governance report.

#### **TWELFTH RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for directors, as presented in Chapter 4.3.1 of the 2022 Universal Registration Document, which includes said corporate governance report.

#### **THIRTEENTH RESOLUTION**

*Approval of the components of compensation paid or allocated  
to corporate officers in respect of the year ended December 31, 2022*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, including the report on the compensation of the Company's corporate officers, the shareholders approve said report, as presented in Chapter 4.3.2 of the 2022 Universal Registration Document, which includes said corporate governance report.

#### **FOURTEENTH RESOLUTION**

*Approval of the components of compensation paid or allocated to Alexandre Mérieux  
as Chairman and Chief Executive Officer in respect of the year ended December 31, 2022*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2022 to Alexandre Mérieux in respect of his office as Chairman and Chief Executive Officer, as presented in Chapter 4.3.2 of the 2022 Universal Registration Document, which includes said corporate governance report.

#### **FIFTEENTH RESOLUTION**

*Approval of the components of compensation paid or allocated to Pierre Boulud  
as Chief Operating Officer in respect of the year ended December 31, 2022*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2022 to Pierre Boulud in respect of his office as Chief Operating Officer, as presented in Chapter 4.3.2 of the 2022 Universal Registration Document, which includes said corporate governance report.

#### **SIXTEENTH RESOLUTION**

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

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

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

- maintain a liquid secondary market for bioMérieux’s shares through market-making transactions carried out by an independent investment services provider under a liquidity agreement that complies with the regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF);
- deliver shares under stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, allocate shares under a Company or Group employee savings plan (or similar plan) in connection with Company profit-sharing and/or allocate shares under any other share allocations to employees and/or corporate officers of the Group;
- reduce the Company’s share capital by canceling shares within the legal limits;
- hold shares for their subsequent delivery in payment or exchange for external growth transactions;
- implement any market practices permitted or that may 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 €2,959,030,500 (maximum theoretical amount excluding treasury shares). However, the Board of Directors, which may delegate its powers in accordance with the law, may adjust the aforementioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves and the granting of free shares, stock splits or reverse splits, capital redemptions or reductions, the distribution of reserves or other assets and any other transactions affecting equity, in order to take into account the impact of such transactions on the value of the shares.

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

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

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

With effect from the date hereof, this authorization supersedes the unused portion of any authorizations previously given for the same purpose, and is given for a period expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2023 or for a period of 18 months from this Annual General Meeting, whichever is the earlier. It may be used at any time, except during a public purchase and/or exchange offer initiated by the Company, subject to applicable laws and regulations.

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

## **2. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING**

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### **SEVENTEENTH RESOLUTION**

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

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

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

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

## EIGHTEENTH RESOLUTION

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

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

- authorize the Board of Directors to decide to carry out one or more capital increases, with pre-emptive subscription rights, in the amounts and at the times it sees fit, through the issue (including through the free allocation of subscription warrants), in France and/or abroad and in euros, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
  - 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 twenty-ninth 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 twenty-ninth 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 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 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 twenty-ninth 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 bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

## NINETEENTH RESOLUTION

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

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

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the time 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 twenty-ninth 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 twenty-ninth 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 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 and/or in the future, in favor of the holders of said securities;
- resolve that the exchange, reimbursement 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 twenty-ninth resolution, subject to the adoption of the twenty-second 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 bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.



## TWENTIETH RESOLUTION

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

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

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
  - 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, reimbursement 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 twenty-ninth 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 twenty-ninth 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 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 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 twenty-ninth resolution, subject to the adoption of the twenty-second 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 bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

#### **TWENTY-FIRST RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Article L.22-10-52 of the French Commercial Code, subject to the adoption of the nineteenth and twentieth 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 nineteenth and twentieth 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 twenty-ninth resolution.

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

#### **TWENTY-SECOND RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' report, in accordance with Article L.225-135-1 of the French Commercial Code, the shareholders authorize the Board of Directors, subject to the adoption of the eighteenth to twentieth 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 twenty-ninth 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 eighteenth to twentieth resolutions.

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

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

### **TWENTY-THIRD RESOLUTION**

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

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

- authorize the Board of Directors to decide, based on the appraiser's report referred to in Articles L.225-147 (paragraphs 1 and 2) and L.22-10-53 of the French Commercial Code, to issue ordinary shares in the Company or securities giving access by any means, either immediately and/or in the future, to ordinary shares in the Company as consideration for contributions in kind made to the Company and comprising shares or securities giving access to the share capital, where the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, shall not exceed 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 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 twenty-ninth 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 twenty-ninth 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 bylaws accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these contributions;
- note that this authorization supersedes any other prior authorization for the same purpose.

### **TWENTY-FOURTH RESOLUTION**

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

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

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the successive or simultaneous capitalization of additional paid-in capital, reserves, profits or other items that are eligible for capitalization by virtue of the law or the 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 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 twenty-ninth 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 bylaws accordingly;
- note that this authorization supersedes any other prior authorization for the same purpose.

#### **TWENTY-FIFTH RESOLUTION**

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

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

- authorize the Board of Directors to decide to issue shares and/or other securities of the Company to which securities issued by one or more companies in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or a company which directly or indirectly owns more than half of the Company's share capital (the "parent company") grant access;
- resolve that 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 twenty-ninth 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 twenty-ninth 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 bylaws;
- 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 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 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 bylaws accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these issues.

#### **TWENTY-SIXTH RESOLUTION**

*Authorization to be given to the Board of Directors to grant share subscription or purchase options, 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 Articles L.225-177 to L.225-185 *et seq.* of the French Commercial Code, the shareholders:

1. authorize the Board of Directors to grant, during periods authorized by the law, on one or more occasions, options giving the right to subscribe for new shares to be issued through an increase in the Company's share capital or to purchase existing shares in the Company, for the benefit of the persons of its choice that it shall determine from among the employees and corporate officers of the Company and companies or groups that are related to the Company under the conditions provided for in Article L.225-180 of the French Commercial Code, under the following conditions:
  - 1.1. the total number of options that may be granted by the Board of Directors under this authorization (i) may not give the right to subscribe for or purchase a number of shares exceeding 10% of the share capital on the grant date and (ii) must be within the legal limit set by Articles L.225-182 and R.225-143 of the French Commercial Code. This limit may be increased by the number of shares to be issued, where applicable, in respect of any adjustments made to preserve, in accordance with the law, the rights of the beneficiaries of the options,
  - 1.2. the number of options granted to corporate officers may not represent more than 0.1% of the total grants made by the Board of Directors pursuant to this resolution,
  - 1.3. each option shall give the right to subscribe for or purchase one Company share,
  - 1.4. the options shall be granted to employees and/or corporate officers (or certain of them) of the Company and companies or economic interest groups related to the Company under the conditions provided for in Article L.225-180 of the French Commercial Code, it being specified that, for as long as the shares of the Company are admitted to a regulated market, in order to grant stock subscription or purchase options to Company executives referred to in paragraph 4 of Article L.225-185 of the French Commercial Code, the Board of Directors must comply with the provisions of Article L.225-186-1 of the French Commercial Code,
  - 1.5. the total number of options granted shall give the right to subscribe for or purchase a total number of shares representing a maximum nominal amount of €1,202,937, i.e., a maximum of 11,836,122 shares, it being specified that the amount of capital increases resulting from the exercise of stock subscription options granted pursuant to this authorization shall not be deducted from the overall limit provided for in the twenty-ninth resolution,
  - 1.6. the exercise price of the options shall be set by the Board of Directors on the grant date. The price may not be lower than 80% of the average listed price during the 20 trading days preceding the grant date, as no options may be granted less than 20 trading days after the ex-dividend date of shares entitling the holder to a dividend or a capital increase,
  - 1.7. each option must be exercised no later than four years from the grant date, after which it will lapse. In the case of grants to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors shall either (i) decide that the shares resulting from the exercise of the options may not be sold by the persons concerned until they cease to hold office or their office is renewed, or (ii) set the number of shares resulting from the exercise of the options that must be held in registered form until they cease to hold office or their office is renewed,
  - 1.8. the grants made pursuant to this resolution may be subject to the achievement of one or several performance criteria that shall be defined by the Board of Directors and assessed over a three-year period;
2. grant, consequently, full powers to the Board of Directors to implement this authorization, including, but not limited to:
  - 2.1. determine the list of beneficiaries and the number of options granted to each one, subject to the above limits,
  - 2.2. determine the type of options (share subscription or purchase options),
  - 2.3. set the terms and conditions of the options and finalize the plan rules, including, if applicable, any performance criteria and the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may bring forward the exercise dates or periods of the options, maintain the exercisable nature of the options or amend the dates on or periods during which the shares resulting from the exercise of the options may not be transferred or converted into bearer shares, and determine any clauses prohibiting the immediate resale of all or some of the shares,
  - 2.4. take all necessary measures to protect the interests of the beneficiaries in light of any financial transactions that may take place before the options are exercised,
  - 2.5. if applicable, limit, suspend, restrict or prohibit the exercise of the options or the conversion to bearer form of the shares resulting from the exercise of the options during certain periods or after certain events, with such decision covering all or some of the options or shares or concerning all or some of the beneficiaries,

- 2.6. set the exercise periods for the options granted, it being stipulated that the term of the options may not exceed four years from the grant date,
- 2.7. provide for the option to temporarily suspend the right to grant options, under the conditions provided for by the applicable laws and regulations,
- 2.8. place on record the completion of the capital increases for the amount of shares that will be actually subscribed through the exercise of stock options, amend the bylaws accordingly, complete the subsequent formalities, and, at its sole discretion, if deemed appropriate, make any deductions from additional paid-in capital of the costs incurred by the completion of the issues and deduct from this amount the sums required to increase the statutory reserve,
- 2.9. take all measures and carry out all formalities required for the listing of the newly issued shares.

This authorization entails the express waiver by the shareholders of their pre-emptive subscription right to subscribe for the shares issued as and when the options are exercised, in favor of the beneficiaries of the options.

The capital increase resulting from the exercise of the options shall be definitively completed by the declaration of the exercise of the option, accompanied by the subscription note and the payment of the full amount, either in cash or by offsetting against Company receivables.

Every year, the Board of Directors shall report to the Ordinary Shareholders' Meeting on the transactions carried out pursuant to this resolution, in accordance with Article L.225-184 of the French Commercial Code.

This authorization to grant stock options is given to the Board of Directors for a period of 38 months from the date of this Meeting.

### **TWENTY-SEVENTH RESOLUTION**

*Authorization to be given to the Board of Directors to carry out a capital increase 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*) and 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:

1. 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 Company's share capital reserved for employees participating in a company savings plan in France or in foreign companies related to the Company under the conditions provided for in 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-ninth resolution;
2. resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
3. resolve that the characteristics of the securities giving access to the Company's share capital shall be decided by the Board of Directors in accordance with the law;
4. resolve that the subscription price of the securities issued under this authorization shall 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;
5. note that the Board of Directors may decide to issue shares or securities giving access to the Company's share capital 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;
6. resolve that the Board of Directors shall 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:
  - 6.1. set the characteristics of the securities to be issued and the amounts to be offered for subscription, and, in particular, 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,
  - 6.2. set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or purchase, 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,
  - 6.3. set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,

- 6.4. 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,
  - 6.5. place on record the capital increases in the amount of shares actually subscribed or other securities issued pursuant to this authorization,
  - 6.6. 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,
  - 6.7. in the event of the issue of free shares instead of the discount or as the employer's matching contribution, offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, place on record the capital increases carried out pursuant to this authorization and amend the bylaws to reflect the new share capital,
  - 6.8. enter into all agreements, complete directly or by agent all transactions and procedures including the completion of formalities following the share capital increases and the amendment of the bylaws to reflect these increases and, more generally, do whatever is necessary,
  - 6.9. 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, listing and financial management of the securities issued pursuant to this authorization, as well as the exercise of the related rights;
7. resolve that this authorization is given to the Board of Directors for a period of 26 months from the date of this Meeting and supersedes any other prior authorization for the same purpose.

#### **TWENTY-EIGHTH RESOLUTION**

##### *Cancellation 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-seventh resolution of securities giving access to the share capital either immediately and/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 grant of free shares and securities issued pursuant to the twenty-seventh resolution instead of the discount or as the employer's matching contribution.

#### **TWENTY-NINTH RESOLUTION**

##### *Overall limit on authorizations to issue shares*

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

- resolve that the total amount of capital increases that may be carried out, immediately and/or in the future, pursuant to the eighteenth, nineteenth, twentieth, twenty-second, twenty-third, twenty-fourth, twenty-fifth and twenty-seventh resolutions of 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 and/or in the future, to the share capital that may be issued pursuant to the eighteenth, nineteenth, twentieth, twenty-second, twenty-third, twenty-fourth, twenty-fifth and twenty-seventh resolutions of this Meeting, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision ("**Overall Limit II**").

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

### **THIRTIETH RESOLUTION**

*Ratification of the decision to cancel the planned conversion of the Company into a European Company (Societas Europaea) and the terms of the proposed conversion*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, the shareholders grant full powers to the Board of Directors, which may delegate those powers, to (i) take note of the completion of negotiations relating to the conversion of the Company into a European Company and (ii) the non-registration of the Company in its new form and, more generally, to (iii) take all necessary steps to place on record the definitive cancellation of the conversion.

### **THIRTY-FIRST RESOLUTION**

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

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

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## 1. CONDITIONS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

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

In accordance with Article R.22-10-28 of the French Commercial Code (*Code de Commerce*), shareholders must provide proof of ownership of their shares by the second business day preceding the Annual General Meeting, i.e., 00:00 a.m. (CEST) on the morning of May 19, 2023, either in the registered share accounts kept on the Company's behalf by its authorized agent, UPTEVIA, or in the bearer share accounts held by an authorized intermediary.

Shareholders may participate in the Annual General Meeting:

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

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

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

For holders of registered shares:

- either contact UPTEVIA – Service des Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France;
- or apply online on the secure VOTACCESS platform accessible via the Planetshares website at the following address: <https://planetshares.uptevia.pro.fr>.

Holders of pure registered shares should log on to the Planetshares website using their usual access codes. Holders of shares registered in administered registered form should log on to the Planetshares website using their identifier number, which can be found in the top right-hand corner of the paper voting form. Shareholders who have forgotten their login and/or password may call 0 826 109 119 from France or +33 1 55 77 40 57 from abroad.

After logging on, registered shareholders should follow the instructions on the screen to access the VOTACCESS site and request an admittance card;

- or, on the day of the Meeting, go directly to the counter specially provided for this purpose with an identity document.

For holders of bearer shares:

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

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

For holders of registered shares: return the single postal voting form or proxy form, which will be sent with the notice of meeting, unless you have requested to receive the notice by electronic means, to the following address: UPTEVIA – Service des Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France.

For holders of bearer shares: request the single postal voting form or proxy form from the intermediary who manages your shares as of the date the Annual General Meeting is convened; this single form must be accompanied by a share ownership certificate issued by the financial intermediary and sent to: UPTEVIA – Service des Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France.

To be taken into account, the voting form and the share ownership certificate must be received by bioMérieux or BNP PARIBAS Securities Services no later than three calendar days preceding the date of the Annual General Meeting, i.e., 11:59 p.m. (CEST) on May 19, 2023.

### **3. Shareholders will be able to vote online via the secure VOTACCESS website, which will be open from April 28, 2023 to May 22, 2023 at 3:00 p.m. (CEST).**

For holders of registered shares:

- log on to VOTACCESS via the Planetshares website: <https://planetshares.uptevia.pro.fr>;
- holders of pure registered shares should log on to the Planetshares website using their usual access codes. Holders of administered registered shares should log on to the Planetshares website using their login number, which can be found in the top right-hand corner of the printed voting form. Shareholders who have forgotten their login and/or password may call 0 826 109 119 from France or +33 1 55 77 40 57 from abroad.

After logging on, shareholders must follow the instructions on the screen to access the VOTACCESS site and vote.

For holders of bearer shares:

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

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

## **2. NOTIFICATION OF THE APPOINTMENT OR REVOCATION OF A PROXY**

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To be valid, appointments or revocations of proxies other than the Chairman of the Meeting must be received no later than the third day preceding the date of the Meeting when submitted by post, i.e., May 19, 2023, or no later than the day before the Meeting when submitted electronically, i.e., 3:00 p.m. (CEST) on May 22, 2023, in one of the following ways:

- either via VOTACCESS, as described above;
- or by post to the following address: UPTEVIA – Service des Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France;
- or by email to: [paris.bp2s.france.cts.mandats@uptevia.pro.fr](mailto:paris.bp2s.france.cts.mandats@uptevia.pro.fr). This email must contain the following information: the name of the company concerned (bioMérieux), the date of the meeting (May 23, 2023), your last name, first name, address and bank details, and the last name, first name and, if possible, address of the proxy you wish to appoint. If you are a bearer shareholder, you must ask the financial intermediary who manages your securities account to send written confirmation to the following address: UPTEVIA – CTO Assemblées Générales – Service des Assemblées Générales – 9 rue du Débarcadère – 93761 Pantin Cedex, France.

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

## **3. REQUEST FOR THE INCLUSION OF DRAFT RESOLUTIONS OR ITEMS ON THE AGENDA**

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One or more shareholders representing at least the fraction of the capital provided for by the applicable legal and regulatory provisions may request the inclusion of items on the agenda or draft resolutions under the conditions provided for in Articles L.225-105 and R.225-71 to R.225-73 and R.22-10-22 of the French Commercial Code.

In accordance with the conditions set out in Article R.225-73 of the French Commercial Code, requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the legal requirements must reach the Company's registered office by registered letter with acknowledgment of receipt no later than the twenty-fifth calendar day preceding the date of the Annual General Meeting, i.e., April 28, 2023.

They must be accompanied by a certificate of account registration proving that the authors of the request hold or represent the fraction of the capital required by the aforementioned Article R.225-71. The request for the inclusion of draft resolutions must also be accompanied by the text of the draft resolutions, and the request for the inclusion of items on the agenda must be accompanied by a short explanatory statement.

Items or draft resolutions submitted by shareholders in accordance with the law will be reviewed at the Annual General Meeting provided such shareholders have submitted a new certificate proving registration of their shares in the account under the same conditions no later than the second business day preceding the date of the Annual General Meeting.

These new items or draft resolutions will be placed on the agenda of the Meeting and brought to the attention of the shareholders under the conditions determined by the regulations in force.

## **4. WRITTEN QUESTIONS**

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In accordance with Article R.225-84 of the French Commercial Code, all shareholders may submit questions in writing to the Chairman of the Board of Directors upon receipt of this notice. Any questions must be sent to the Chairman of the Board of Directors at the following email address [investor.relations@biomerieux.com](mailto:investor.relations@biomerieux.com), no later than the fourth business day preceding the date of the Annual General Meeting, i.e., May 16 2023, accompanied by a share ownership certificate.

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

## **5. SHAREHOLDERS' RIGHT OF COMMUNICATION**

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

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

The documents and information referred to in Article R.22-10-23 of the French Commercial Code that are to be presented at the Meeting will be made available on the Company's website at [www.biomerieux.com](http://www.biomerieux.com) (Investors > Shareholder Area > General Shareholders' Meeting), no later than from the twenty-first day preceding the date of the Annual General Meeting, i.e., May 2, 2023.

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 Social and Economic Committee.