



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

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS OF JUNE 30, 2020

PRELIMINARY NOTICE

Warning

In the context of the current health crisis and in application of Order no. 2020-321 of March 25, 2020 (*adapting the rules for the meeting and deliberation of general meetings and governing bodies of legal and unincorporated entities due to the Covid-19 epidemic*) and Decree no. 2020-548 of May 11, 2020 (*prescribing the general measures required in response to the Covid-19 epidemic in the context of the health emergency*), the procedures for holding Annual General Meetings have been adapted in accordance with Article 4 of Order no. 2020-321 of March 25, 2020 to stipulate that the Annual General Meeting will be held behind closed doors (*huis-clos*).

bioMérieux will, therefore, hold its Annual General Meeting without the attendance of its members, other persons with the right to attend, or shareholders. As a result, shareholders will not be able to request admission cards, and are invited to vote by correspondence or be represented by a proxy. The exceptional procedures for the Annual General Meeting are presented in detail after the resolution texts.

The shareholders of bioMérieux (the "Company") are hereby informed that the Ordinary and Extraordinary Shareholders' Meeting will be held at 2:00 p.m. on June 30, 2020 at 376 Chemin de l'Orme, Marcy l'Étoile (69280), France, to deliberate and decide on the following agenda and proposed resolutions:

AGENDA

I. WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

1. Approval of the parent company financial statements for the year ended December 31, 2019; approval of the total amount of expenses and costs falling within the scope of Article 39-4 of the French Tax Code (*Code général des impôts*);
2. Approval of the consolidated financial statements for the year ended December 31, 2019;
3. Granting of discharge to the directors;
4. Appropriation of profit for the year ended December 31, 2019;
5. Approval of the related-party agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code (*Code de Commerce*);
6. Renewal of the term of office of Marie-Hélène HABERT-DASSAULT as director;
7. Renewal of the term of office of Harold BOEL as director;
8. Approval of the compensation policy for corporate officers in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);
9. Approval of the compensation policy for the Chairman and Chief Executive Officer in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);
10. Approval of the compensation policy for the Chief Operating Officer in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);
11. Approval of the compensation policy for Directors in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);

12. Approval of the components of compensation paid or granted to corporate officers for the 2019 fiscal year;
13. Approval of the components of compensation paid or granted to Alexandre MERIEUX as Chairman and Chief Executive Officer for the 2019 fiscal year;
14. Authorisation given to the Board of Directors to enable the Company to buy back its own shares.

II. WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

15. Authorisation given to the Board of Directors to reduce the Company's share capital by cancelling treasury shares;
16. Authorisation to be granted to the Board of Directors, for a duration of 38 months, to carry out free allocations of existing shares or shares to be issued for the benefit of employees and/or executive corporate officers of the Company and French and foreign companies related to it, with waiver of shareholders' pre-emptive subscription rights;
17. Authorisation to be granted to the Board of Directors, for a duration of 38 months, to allocate stock options for the benefit of employees and/or executive corporate officers of the Company and French and foreign companies related to it, with waiver of shareholders' pre-emptive subscription rights;
18. Delegation of authority to be granted to the Board of Directors to carry out a capital increase by the issuing of ordinary shares reserved for employees participating in a Company savings plan;
19. Cancellation of shareholders' pre-emptive subscription rights in favour of employees participating in an employee savings plan;
20. Full powers granted to the bearer of an original of the minutes of this Meeting for the purpose of completing formalities.

DRAFT TEXT OF RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

I. WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the parent company financial statements for the fiscal year ended December 31, 2019; approval of the overall amount of expenses and costs falling within the scope of Article 39-4 of the French Tax Code (Code général des impôts);

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the parent company financial statements for the year ended December 31, 2019, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2019, the General Meeting approves the annual financial statements for the year ended December 31, 2019 as submitted to them, showing profit of €119,592,998.59. They also approve the transactions reflected in those financial statements or summarised in those reports.

Pursuant to Article 223-quater of the French Tax Code (*Code général des impôts*), the General Meeting approves the total amount of expenses and costs falling within the scope of Article 39-4 of the French Tax Code (*Code général des impôts*) non-deductible from the taxable income, which amounted to €502,224 for the year ended December 31, 2019, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e. €167,408. In addition, the General Meeting takes note of the detailed list of expense categories referred to in paragraph 5 of article 39 of the French Tax Code (*Code général des impôts*) 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, 2019

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after having considered the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2019, which show a consolidated net profit of €269,734,149.14, the General Meeting approves the consolidated financial statements for the year ended December 31, 2019 as submitted to them, as well as the transactions reflected in those financial statements or summarised in the report on the management of the Group.

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' special report, the General Meeting grants discharge to the directors for their duties during the previous fiscal year.

FOURTH RESOLUTION

Appropriation of profit for the year ended December 31, 2019

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and subsequent to the first resolution, the General Meeting notes that (i) the statutory reserve exceeds 10% of the share capital and that (ii) the balance sheet for the fiscal year ended December 31, 2019 shows a profit of €119,592,998.59 which, when increased by retained earnings of €80,536,056.20, results in a distributable profit of €200,129,054.79.

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

- €60,000,000 to be transferred to the "General Reserve", increasing the balance from €795,000,000.28 to €855,000,000.28
- €57,473.61 to be transferred to the "Special sponsorship reserve", increasing the balance from €935,618.97 to €993,092.58;
- €22,488,631.80 to be distributed as dividends;
- the remaining €117,582,949.38 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.19 per share.

This dividend would be paid at the latest on July 16, 2020.

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

Year ended	Dividends distributed (in euros) ^(*)	Dividend distributed per share (in euros)
12/31/2018	41,426,427.00	0.35
12/31/2017	40,242,814.80	0.34
12/31/2016	39,453,740.00	1.00

(*) 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:

- At their payment, the gross amount is subject to a non-discharging levy (PNFL) of 12.8% for income tax (Article 117 *quater* of the French Tax Code (*Code général des impôts*)) and social security withholdings of 17.2%. Low-income taxpayers may request exemption from the PNFL, 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 this case, a 40% allowance (Article 158, 3^o 2° of the French Tax Code (*Code général des impôts*)) is applied to the gross amount received.

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

FIFTH RESOLUTION

*Approval of related-party agreements and commitments referred to
in Articles L. 225-38 et seq. of the French Commercial Code (Code de Commerce)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of Article L. 225-40 of the French Commercial Code (*Code de Commerce*), the General Meeting notes that there are no new agreements as referred to in Articles L. 225-38 et seq. of the French Commercial Code (*Code de Commerce*), and approves the Statutory Auditors' report and its conclusions.

SIXTH RESOLUTION

*Renewal of the term of office of
Marie-Hélène HABERT-DASSAULT as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the ordinary shareholders' meeting resolves to renew the term of office of Marie-Hélène HABERT-DASSAULT as a director, for a new period of four years, i.e. until the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2023.

SEVENTH RESOLUTION

*Renewal of the term of office of
Harold BOEL as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the ordinary shareholders' meeting resolves to renew the term of office of Harold BOEL as a director, for a new period of four years, i.e. until the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2023.

EIGHTH RESOLUTION

*Approval of the compensation policy for corporate officers
in accordance with Article L. 225-37-2 of the French Commercial Code (Code de Commerce)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), and having considered the Board of Directors' corporate governance report prepared in application of Article L. 225-37 of the French Commercial Code (*Code de Commerce*), the General Meeting approves the compensation policy for corporate officers, as presented in Chapter 4.3.1 of the Universal Registration Document.

NINTH RESOLUTION

*Approval of the compensation policy of the Chairman and Chief Executive Officer
in accordance with Article L. 225-37-2 of the French Commercial Code (Code de Commerce)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), and having considered the Board of Directors' corporate governance report prepared in application of Article L. 225-37 of the French Commercial Code (*Code de Commerce*), the General Meeting approves the compensation policy for the Chairman and Chief Executive Officer, as presented in Chapter 4.3.1 of the Universal Registration Document.

TENTH RESOLUTION

*Approval of the compensation policy of the Chief Operating Officer
in accordance with Article L. 225-37-2 of the French Commercial Code (Code de Commerce)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), and having considered the Board of Directors' corporate governance report prepared in application of Article L. 225-37 of the French Commercial Code (*Code de Commerce*), the General Meeting approves the compensation policy for the Chief Operating Officer, as presented in Chapter 4.3.1 of the Universal Registration Document.

ELEVENTH RESOLUTION

*Approval of the compensation policy for Directors
in accordance with Article L. 225-37-2 of the French Commercial Code (Code de Commerce)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), and having considered the Board of Directors' corporate governance report prepared in application of Article L. 225-37 of the French Commercial Code (*Code de Commerce*), the General Meeting approves the compensation policy for the Directors, as presented in Chapter 4.3.1 of the Universal Registration Document.

TWELFTH RESOLUTION

*Approval of the components of compensation paid or granted
to corporate officers in respect of the 2019 fiscal year*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L. 225-100 II of the French Commercial Code (*Code de Commerce*), and having considered the Board of Directors' corporate governance report prepared in application of Article L. 225-37 of the French Commercial Code (*Code de Commerce*) on the compensation of Company corporate officers, the General Meeting approves the said report as presented in Chapter 4.3.2 of the Universal Registration Document.

THIRTEENTH RESOLUTION

*Approval of the components of compensation paid or granted to Alexandre Merieux,
in respect of his office as Chairman and Chief Executive Officer for the 2019 fiscal year*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L. 225-100 II of the French Commercial Code (*Code de Commerce*), the General Meeting approves the fixed, variable and extraordinary components of the total compensation and benefits in kind paid or granted for the fiscal year ended December 31, 2019 to Alexandre MERIEUX in respect of his office as Chairman and Chief Executive Officer as indicated in Chapter 4.3.2 of the Universal Registration Document.

FOURTEENTH RESOLUTION

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the Board of Directors' report, in accordance with article L. 225-209 of the French Commercial Code (*Code de Commerce*), the General Meeting authorises the Board of Directors, with the possibility of subdelegation, to purchase, on the Company's behalf, on one or more occasions and whenever it deems appropriate, a number of the Company's own shares, within the statutory limit of 10% of its share capital (at any time whatsoever, this percentage being applicable to the share capital adjusted in light of capital transactions subsequent to this Meeting), it being specified that the maximum buyback percentage of shares purchased by the Company to be held and subsequently delivered in exchange or as payment as part of a merger, spin-off or contribution, is capped at 5%, as provided by law.

This authorisation is given to enable the Company, in order, to:

- maintain a liquid secondary market for bioMérieux's shares through market-making transactions carried out by an independent investment firm under a liquidity agreement that complies with the decisions of the French Financial Markets Authority (AMF);
- ensure the hedging of stock option plans and/or free share plans (or equivalent plans) for the benefit of Group employees and/or corporate officers, as well as all share allocations or sales under a Company or Group savings plan (or a similar plan) for profit sharing and/or any other form of allocation of shares to Group employees and/or corporate officers;
- reduce the Company's share capital by cancelling shares subject to the limits laid down by law;
- retain the shares purchased and to swap them again at a later date for exchange, or as payment as part of any external expansion acquisitions;
- implement any market practices permitted or that may be permitted by the market authorities.

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

The maximum purchase price per share shall not exceed: €200 excluding acquisition-related costs;

The maximum theoretical amount set aside in connection with this program is €2,367,224,400 (maximum theoretical amount without taking into account treasury shares). The authorisation given to the Board of Directors with the possibility of subdelegation in accordance with the law, will allow the Board to adjust the above-mentioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalisation of reserves and the granting of free shares,

stock splits or reverse splits, capital redemption or reductions in share capital, the distribution of reserves or other assets and any other transaction affecting equity, in order to take into account the impact of such transactions on the value of its shares.

The shareholders resolve that the acquisition, sale and transfer of the Company's shares may be carried out by any means, in part through the use of derivatives, whether on the stock market or over the counter, excluding the sale of put options save in the case of exchanges in accordance with applicable regulations. No restriction applies to the portion of buybacks carried out through block trades, which may account for the entire program.

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

Consequently, full powers are granted to the Board of Directors, with the option to subdelegate the same to the Chief Executive Officer, or, subject to the approval of the latter, to one or more Chief Operating Officers, to place any trading orders, enter into any agreements and complete all registrations and formalities with any entities, in particular the AMF, amend the bylaws and, generally, do whatever is necessary. The persons thus designated shall report to the Board of Directors on how this authorisation has been used.

With effect from the date hereof, this authorisation replaces and supersedes, where applicable insofar as they have not been exercised, all authorisations previously given for the same purpose, for a period expiring at the close of the ordinary shareholders' meeting called to approve the financial statements for the year ending December 31, 2020 or 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 shall report to the Annual General Meeting on transactions performed pursuant to this authorisation.

II. WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

FIFTEENTH RESOLUTION

Authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, subject to the adoption of the 14th resolution of this Meeting, the ordinary shareholders' meeting authorises the Board of Directors, pursuant to Article L. 225-209 of the French Commercial Code (*Code de Commerce*), to reduce the Company's share capital by cancelling all or some of the shares bought back by the Company pursuant to the share buyback program authorised pursuant to the 14th resolution of this Meeting, at its discretion, on one or more occasions, within the limit of 10% of the share capital over a period of 24 months from this Meeting, and reducing the share capital accordingly. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to take into consideration transactions having an impact on the share capital carried out subsequent to this Meeting.

The General Meeting authorises the Board of Directors to offset any excess of the purchase price of cancelled shares over their nominal amount against existing paid-in capital or available reserve accounts and grants full powers to the Board of Directors, with the possibility of subdelegation in accordance with the law, for the purpose of executing all documents and completing all formalities or registrations necessary to finalise the reductions of capital under this authorisation, and to amend the bylaws accordingly.

This authorisation 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 all authorisations previously given for the same purpose.

SIXTEENTH RESOLUTION

Authorisation to be given to the Board of Directors, for a duration of 38 months, to grant free existing shares or shares to be issued, with waiver of shareholders' pre-emptive subscription rights

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code (*Code de Commerce*), the General Meeting:

1. Authorises the Board of Directors to carry out, in one or several instalments, for the benefit of all employees, or certain employees, as well as corporate officers, or certain corporate officers, of the Company or companies related to it under the meaning of Article L. 225-197-2 of the French Commercial Code (*Code de Commerce*), free grants of ordinary existing shares or shares to be issued in the Company.

2. Resolves that the number of free ordinary shares that may be allocated pursuant to this authorisation may not exceed the current nominal amount of €11,836,122 corresponding to 11,836,122 shares or 10% of the Company's share capital, as noted on the day of the allocation decision by the Board of Directors, it being stipulated that:
 - 2.1. the number of ordinary shares that may be allocated to Company executive corporate officers upon each allocation decision by the Board of Directors may not exceed 0.1% of the Company's share capital, as noted on the day of the said allocation decision by the Board of Directors, with this limit being deducted from the overall limit indicated above of 10% of the share capital.
 - 2.2. the limit and sub-limit indicated above do not take into account the number of ordinary shares that may be allocated to beneficiaries in addition to the ordinary shares allocated initially, in respect of adjustments that would be required to preserve the rights of the said beneficiaries in the event of operations on the Company's share capital during the vesting period indicated in paragraph 3 of this resolution;
 - 2.3. free shares may not be granted to employees or corporate officers who individually hold more than 10% of the share capital. Moreover, a free share grant may not result in employees or corporate officers individually holding more than 10% of the share capital.
3. Resolves that:
 - 3.1. the ordinary shares shall be vested to their beneficiaries after a vesting period for which the duration will be set by the Board of Directors, it being understood that this duration may not be less than one year;
 - 3.2. if applicable, the lock-up period for the said ordinary shares will be set by the Board of Directors, it being understood that this duration may not be less than one year if the vesting period is one year, and that there may not be a minimum lock-up period if the vesting period is greater than or equal to two years (Board of Directors' decision), it being stipulated that for the shares allocated to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors may either (i) decide that the free allocated shares may only be transferred by the concerned persons after they cease their duties, or when their duties are renewed, or (ii) set the number of shares granted that they are required to hold in registered form until they cease or renew their duties;
 - 3.3. for individuals who are not resident in France for tax purposes, if the legal and regulatory provisions in force on the day of the decision allow it, the Board of Directors may remove the above-mentioned lock-up period, subject to the condition that the vesting period is at least equal to the cumulative vesting and lock-up periods;
 - 3.4. by exception to the above, the vesting may take place before the end of the vesting period in the event of invalidity of the beneficiaries corresponding to the classification in the second or third categories indicated in Article L. 341-4 of the French Social Security Code (*Code de la Sécurité Sociale*) and, under such an assumption, the ordinary shares would immediately become freely transferable;
4. Expressly conditions the definitive vesting of the ordinary shares pursuant to this authorisation, including for Company executive corporate officers, on compliance with a condition of presence during the vesting period and achievement of several performance and investment criteria as defined by the Board of Directors when it takes the allocation decision;
5. Acknowledges that in the event of an allocation of free ordinary shares to be issued by the Company, this authorisation will entail a capital increase by incorporation of reserves, profits or additional paid-in capital in favour of the beneficiaries of the said shares, and the corresponding waiver by shareholders of their pre-emptive subscription rights to the portion of the reserves, profits or additional paid-in capital incorporated; this authorisation shall automatically give rise to the waiver by shareholders of their pre-emptive subscription rights to the ordinary shares that shall be issued as and when the definitive vesting of the ordinary shares takes place, and of all rights to the free ordinary shares allocated on the basis of this authorisation. It is stipulated that the amount of the said capital increase will not be deducted from the overall ceiling provided in the 27th resolution of the General Meeting of May 23, 2019 (the "Overall Limit I");
6. Grants all powers to the Board of Directors, with the possibility of subdelegation in accordance with legal and regulatory conditions, for the purpose of implementing this authorisation, and notably:
 - 6.1. to finalise the list of beneficiaries, including the number of ordinary shares allocated to each one;
 - 6.2. to determine whether the free ordinary shares to be allocated will be ordinary shares to be issued or existing ordinary shares, and, if applicable, modify its choice before the vesting;
 - 6.3. to set the conditions and criteria for the allocation of ordinary shares, and notably the performance criteria to be met before the vesting;
 - 6.4. to set and, if applicable, modify all the dates and procedures for the free allocations of ordinary shares that shall be carried out pursuant to this authorisation;
 - 6.5. to provide for the option of temporarily suspending the rights to the allocations under the conditions provided for by law and applicable regulations;
 - 6.6. to provide for the option of carrying out all adjustments in order to preserve beneficiaries' rights, depending on any transactions in the Company's share capital, subject to the modalities that it shall set, if applicable, during the vesting period, and specifically to set the conditions under which the number of free ordinary shares allocated would be adjusted;

- 6.7. in the event of the issue of new ordinary shares, to increase the share capital by incorporation of reserves, profits or additional paid-in capital, to set the nature and amounts of the reserves, profits or additional paid-in capital to be incorporated into the share capital for full payment of the said ordinary shares, and to deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each increase, to record the completion of the capital increases, and to amend the bylaws accordingly;
 - 6.8. to recognise the existence of sufficient reserves and, for each allocation, to transfer to an unavailable-reserves account the amounts required for full payment of the new shares to be allocated;
 - 6.9. to carry out the acquisitions of shares required as part of a share buyback program, and to allocate them to the grant plan;
 - 6.10. to take all useful measures to ensure compliance with the lock-up obligation required of beneficiaries;
 - 6.11. and, more generally, to accomplish all useful formalities for the issue, the listing and the financial service of the securities issued pursuant to this resolution, and do whatever is necessary to ensure the successful outcome of the issues.
7. Sets the duration of validity of this authorisation at thirty-eight (38) months from the date of this General Meeting; the authorisation replaces and supersedes from this date, for the unused portion and period, all authorisations with the same purpose previously granted by the General Meeting.

Every year, the Board of Directors will inform the ordinary shareholders' meeting of the transactions performed under this resolution, in accordance with the provisions of Article L. 225-197-4 of the French Commercial Code (*Code de Commerce*).

SEVENTEENTH RESOLUTION

*Authorisation to be granted to the Board of Directors, for a duration of 38 months,
for the purpose of allocating share purchase and/or subscription options,
with waiver of shareholders' pre-emptive subscription rights*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-177 to L. 225-185 et seq. of the French Commercial Code (*Code de Commerce*), the General Meeting:

- 1. Authorises the Board of Directors to grant, during periods authorised by the law, on one or more occasions, options giving right to the subscription of new shares to be issued in respect of the Company's capital increase or the purchase of existing Company shares, for the benefit of the persons of its choice that it shall determine among the employees and corporate officers of the Company and companies or groups that are related to it under the conditions referred to in Article L. 225-180 of the French Commercial Code (*Code de Commerce*), under the following conditions:
 - 1.1. The total number of options that may be granted by the Board of Directors in respect of this authorisation may not give the right to subscribe to or purchase a number of shares exceeding 10% of the share capital existing on the day of the allocation, and must comply with the legal limit set by Articles L. 225-182 and R. 225-143 of the French Commercial Code (*Code de Commerce*); it being specified that to this limit shall be added the number of shares to be issued, if applicable, in respect of the adjustments carried out to preserve the rights of the beneficiaries of the options, in accordance with the law;
 - 1.2. The number of options allocated to corporate officers may not represent more than 0.1% of the total allocations carried out by the Board of Directors pursuant to this resolution;
 - 1.3. Each option gives the right to subscribe to or purchase one Company share;
 - 1.4. the options shall be allocated to employees and/or corporate officers (or certain of these) of the Company and companies or economic interest groups related to it under the conditions defined in Article L. 225-180 of the French Commercial Code (*Code de Commerce*), it being specified that as long as the shares of the Company are admitted to a regulated market, in order to allocate stock or purchase options to Company executives referred to in paragraph 4 of Article L. 225-185 of the French Commercial Code (*Code de Commerce*), the Board of Directors must comply with the provisions of Article L. 225-186-1 of the French Commercial Code (*Code de Commerce*);
 - 1.5. the total number of options granted giving rights to the stock or purchase of a total number of shares representing a maximum nominal amount of €11,386,122, or a maximum of 11,836,122 shares, it being specified that the amount of capital increases resulting from the exercise of the stock options granted pursuant to this authorisation, will not be deducted from the overall limit referred to in the 27th resolution of the General Meeting of May 23, 2019;
 - 1.6. The exercise price of the options will be set by the Board of Directors on the day on which they are granted. The price may not be lower than 80% of the average listed prices during the 20 trading sessions prior to that day, as no options may be granted at fewer than 20 trading sessions after the ex-dividend date of shares giving the right to a dividend or a capital increase;
 - 1.7. Each option must be exercised no later than [4] years from its allocation date, and after this date shall be void; it being specified that, with regard to allocations granted to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors must either (i) decide that the shares

resulting from the exercise of the options may not be transferred by the interested parties before the end of their duties, or the renewal of their duties, or (ii) set the number of shares from the exercise of the options that must be held in registered form until the end of their duties or the renewal of their duties.

- 1.8. The allocations of options carried out under this resolution may provide for the attainment of one or several performance criteria that shall be defined by the Board of Directors and assessed over a three-year period.
2. Grants, as a result, all powers to the Board of Directors to implement this authorisation, including, but not limited to:
 - 2.1. finalise the list of beneficiaries of options and the number of options allocated to each one subject to the above limits;
 - 2.2. finalise the type of options (share subscription options or purchase options);
 - 2.3. set the procedures and conditions of the options and finalise the plan regulations, including, if applicable, all 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 or periods of inaccessibility and/or non-convertibility to bearer shares of the shares obtained through the exercise of the options, and any clauses prohibiting the immediate resale of all or part of the shares;
 - 2.4. take all necessary measures to protect the interests of the beneficiaries in order to take into account 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 transfer to bearer form of the shares obtained through the exercise of the options during certain periods or after certain events, with its decision covering all or part 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 duration of the options may not exceed four years from the date of their allocation;
 - 2.7. to provide for the option of temporarily suspending the rights to the allocations under the conditions provided for by law and applicable regulations;
 - 2.8. record the completion of the capital increases for the amount of shares that will be effectively subscribed through the exercise of stock options, amend the bylaws accordingly, complete the subsequent formalities, and, on its sole decision, if it deems fit, carry out, if applicable, all deductions from additional paid-in capital of the costs incurred by the completion of the issues, and deduct the necessary amounts 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 authorisation entails the express waiver by the shareholders of their pre-emptive subscription rights to the shares issued as and when the options are exercised, in favour of the beneficiaries of the options.

The capital increase resulting from the exercise of options will be definitively completed by the declaration of the exercise of the option, supported by the subscription note and the payment that may be made in cash or compensation on Company debt.

The Board of Directors will inform the ordinary shareholders' meeting of the transactions performed under this resolution, in accordance with the provisions of Article L. 225-184 of the French Commercial Code (*Code de Commerce*).

This authorisation to grant stock options is given to the Board of Directors for a duration of 38 months from this General Meeting.

EIGHTEENTH RESOLUTION

Authorisation to be given to the Board of Directors to carry out a capital increase reserved for employees who are members of the employee 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 Labour Code (*Code du travail*), Articles L. 225-129-2, L. 225-129-6 (paragraphs 1 and 2) and L. 225-138-1 of the French Commercial Code (*Code de Commerce*) and in accordance with the provisions of said Code, the General Meeting:

1. delegates to the Board of Directors the authority to increase the share capital, on one or more occasions, at its sole discretion, through the issue of shares or securities giving access to the share capital of the Company reserved for employees participating in an employee savings plan in France or foreign companies related to the Company, in accordance with the conditions of Article L. 225-180 of the French Commercial Code (*Code de Commerce*) and L. 3344-1 and L. 3344-2 of the French Labour 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 Labour Code (*Code du travail*), it being specified that this amount shall be included in the overall limit provided for under the 27th resolution of the General Meeting of May 23, 2019 (the "Overall Limit I");

2. resolves that this authorisation shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
3. resolves that the characteristics of the securities giving access to the share capital of the Company shall be decided by the Board of Directors in accordance with the law;
4. resolves that the subscription price of shares issued under this authorisation will be set by the Board of Directors and determined in accordance with the conditions provided for in Article L. 3332-19 of the French Labour Code (*Code du travail*);
5. notes that the Board of Directors may decide to issue shares or securities giving access to the share capital of the Company reserved for employees participating in a savings plan at the same time or independently from one or several issues open to shareholders or third parties;
6. resolves that the Board of Directors will have full powers, which may be delegated under the conditions set by law, to implement this authorisation within the limits and under the conditions set out above, and in particular:
 - 6.1. to set the characteristics of the securities to be issued, the amounts to be offered for subscription, and in particular to set the issue price, and, where applicable, the discount provided for in Article L. 3332-19 of the French Labour Code (*Code du travail*), 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. to set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or acquire, individually or via a mutual fund or an investment company with variable capital, shares or other securities giving access to the share capital issued under this authorisation,
 - 6.3. to set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,
 - 6.4. to take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with the law and, where applicable, the contractual terms and conditions providing for other adjustments,
 - 6.5. to record capital increases in the amount of shares which will actually be subscribed or other securities issued pursuant to this authorisation,
 - 6.6. to offset, where applicable, the cost of capital increases against the amount of shares which are actually subscribed or other securities issued pursuant to this authorisation 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, to offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, record the capital increases carried out pursuant to this authorisation and amend the bylaws to reflect the new share capital,
 - 6.8. to enter into all agreements, complete directly or by agent all transactions and procedures including the completion of formalities following share capital increases and the amendment of the bylaws to reflect these increases and, more generally, do whatever is necessary,
 - 6.9. generally, to enter into any agreement in particular to successfully carry out the planned issues, take all measures and carry out all formalities necessary for the issue, the listing and the financial management of the securities issued pursuant to this authorisation as well as the exercise of the related rights;
7. notes that this authorisation supersedes any other prior authorisation for the same purpose.

NINETEENTH RESOLUTION

Waiver of Shareholders' pre-emptive subscription rights for the benefit of employees who are members of the employee 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, the General Meeting decides to cancel, in favour of the employees, retired former employees and eligible corporate officers within the meaning of the law participating in an employee savings plan, the pre-emptive subscription right to ordinary shares and shares to which the issue of other securities giving access to the share capital provided under the 18th resolution will give immediate or future access, said shareholders waiving otherwise any right to the shares or other securities which may be granted pursuant to this resolution, including the portion of the reserves, profits or premiums incorporated in the capital through the free grants of these securities, which would be issued under the 18th resolution instead of the discount or as the employer's matching contribution.

TWENTIETH RESOLUTION

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

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

Written questions

In accordance with Article R. 225-84 of the French Commercial Code (Code de Commerce), all shareholders may submit questions in writing to the Chairman of the Board of Directors upon receipt of this notice. These questions must be sent to the attention of the Chairman of the Board of Directors at the following email address investor.relations@biomerieux.com, at the latest on the fourth working day prior to the date of the Annual General Meeting, i.e. June 24, 2020. They must be accompanied by a share ownership certificate.

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

Requests to place items or draft resolutions on the agenda by shareholders meeting the conditions provided by Article R. 225-71 of the French Commercial Code (Code de Commerce) must reach the following email address investor.relations@biomerieux.com, to the attention of the Chairman of the Board of Directors, at the latest 25 calendar days before the date of the Annual General Meeting, i.e. June 5, 2020, in accordance with Article R. 225-73 II of the French Commercial Code (Code de Commerce). Requests must be accompanied by a share ownership certificate. They must include the reasons for the requested additions to the agenda.

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

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

Attending the Annual General Meeting

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

Exceptionally, the Annual General Meeting will be held without the attendance of its members, other persons with the right to attend, or shareholders. Therefore, no admission cards for shareholders will be issued, even if they provide evidence of their right to attend.

Shareholders may select one of the two following options:

- 1) Give proxy to the Company without indicating an agent, in which case the Company will vote to adopt the proposed resolutions presented or supported by the Board of Directors and vote against all other proposed resolutions;
- 2) Cast a postal vote: for this Meeting it is not possible to vote by electronic means of communication; consequently there will be no Internet site set up for this purpose as referred to in Article R. 225-61 of the French Commercial Code (Code de Commerce).

For holders of registered shares:

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

For holders of bearer shares:

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

Shareholders may obtain a postal voting form on the Company's website ([www.biomerieux-finance.com/under the Shareholder Area/Shareholders' Meeting section](http://www.biomerieux-finance.com/under_the_Shareholder_Area/Shareholders'_Meeting_section)) or from BNP PARIBAS Securities Services as of the date for which the Annual General Meeting is called. Only requests received at the latest six days before the Meeting will be accepted.

Postal votes will only be taken into account for postal voting forms which have been duly completed and which are received by the Company or the authorised intermediary referred to above, at least three calendar days before the Annual General Meeting, i.e. June 26, 2020.

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

In accordance with the provisions of Article R. 225-79 of the French Commercial Code (Code de Commerce), notification of the appointment or revocation of a proxy may be given by electronic means, as follows:

- **Holders of registered shares: by sending** an email featuring an electronic signature obtained by the shareholder from an authorised third party to the following email address paris.bp2s.france.cts.mandats@bnpparibas.com, stating the name of the company concerned, the date of the Meeting, the shareholder's last name, first name, address and

BNP Paribas Securities Services login ID, as well as the last name, first name and address of the appointed or revoked proxy;

- **Holders of bearer shares or administered registered shares:** by sending an email featuring an electronic signature obtained by the shareholder from an authorised third party to the following email address paris.bp2s.france.cts.mandats@bnpparibas.com, stating the name of the Company concerned, the date of the Meeting, their last name, first name, address and full banking details, as well as the last name and first name of the appointed or revoked proxy; followed by a request to the authorised intermediary who manages their share account to send written confirmation to BNP Paribas Securities Services, CTO, Service Assemblées, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

In order for notice of appointed or revoked proxies sent by electronic means to be validly taken into account, the related forms must be received by 3:00 p.m. (CEST) the day before the Meeting at the latest. Postal forms indicating the appointment or revocation of proxies must be received at the latest three calendar days before the date of the Meeting.

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

In accordance with Article R. 225-85 of the French Commercial Code (Code de Commerce), any shareholder who has cast a postal vote or sent a proxy form may sell all or some of his/her shares at any time. However, if the sale takes place before midnight (CEST) on the morning of the second business day prior to the Meeting, bioMérieux will declare invalid or accordingly modify the postal vote or the proxy form, as the case may be. No sale or other transaction carried out after midnight (CEST) on the second business day prior to the Meeting, i.e. June 26, 2020, will be taken into consideration by bioMérieux.

Documents made available to shareholders

Shareholders may obtain the documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code (Code de Commerce) by sending a simple request to the email address investor.relations@biomerieux.com or to BNP Paribas Securities Services. The documents referred to in Article R. 225-83 of the French Commercial Code (Code de Commerce) will also be made available to shareholders at the Company's registered office.

All of the related information and documents referred to in Article R. 225-73-1 of the French Commercial Code (Code de Commerce) can also be consulted, at the latest twenty-one days before the Annual General Meeting, i.e. June 9, 2020, on the Company's website ([www.biomerieux-finance.com/Shareholder Area/Shareholders' Meeting section](http://www.biomerieux-finance.com/Shareholder%20Area/Shareholders%20Meeting%20section)).

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

The Board of Directors