

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

## **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 28, 2014**

### **PRELIMINARY NOTICE**

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The shareholders of bioMérieux are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at 3.00 p.m. on May 28, 2014 at the Company's registered office (Chemin de l'Orme, 69280 Marcy l'Etoile, France) to deliberate and decide on the following agenda and draft resolutions:

### **AGENDA**

#### **ORDINARY RESOLUTIONS:**

1. Approval of the financial statements for the year ended December 31, 2013; approval of the total amount of expenses and costs falling within the scope of article 39-4 of the French Tax Code (*Code général des impôts*)
2. Granting of discharge to the directors
3. Approval of the consolidated financial statements for the year ended December 31, 2013
4. Appropriation of profit for the year ended December 31, 2013; distribution of a dividend
5. Approval of the related-party agreement entered into by the Company with SCI de l'Etoile as described in the Statutory Auditors' special report
6. Approval of the related-party agreement entered into by the Company with bioMérieux Inc. as described in the Statutory Auditors' special report
7. Taking note of related-party agreements entered into by the Company that continued to be implemented during the year, as described in the Statutory Auditors' special report
8. Re-appointment of Alain Mérieux as a director
9. Re-appointment of Alexandre Mérieux as a director
10. Re-appointment of Jean-Luc Bélingard as a director
11. Re-appointment of Michele Palladino as a director
12. Re-appointment of Philippe Archinard as a director
13. Appointment of Agnès Lemarchand as a new director
14. Appointment of Philippe Gillet as a new director
15. Appointment of Michel Angé as a non-voting director (*censeur*)
16. Appointment of Henri Thomasson as a non-voting director (*censeur*)

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17. Opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2013
18. Opinion on the components of compensation due or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2013
19. Authorization given to the Board of Directors to enable the Company to buy back its own shares within the statutory limit of 10% of its share capital and not exceeding a maximum price of €100 per share, excluding costs

**EXTRAORDINARY RESOLUTIONS:**

20. Amendment to article 2 of the Company's bylaws in order to include service and training activities
21. Authorization given to the Board of Directors to reduce the share capital by canceling shares
22. Authorization given to the Board of Directors to use the authorizations during a public offer
23. Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities

**TEXT OF THE DRAFT RESOLUTIONS SUBMITTED BY  
THE BOARD OF DIRECTORS TO  
THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF  
MAY 28, 2014**

**I – WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING**

**1<sup>ST</sup> RESOLUTION**

***Approval of the financial statements for the year ended December 31, 2013; approval of the total amount of expenses and costs falling within the scope of article 39-4 of the French Tax Code (Code général des impôts)***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the financial statements for the year ended December 31, 2013, the Board of Directors' management report and the Statutory Auditors' report on the financial statements for the year ended December 31, 2013, the shareholders approve the financial statements for the year ended December 31, 2013 as submitted to them, showing profit of €109,668,416.49. They also approve the transactions reflected in those financial statements or summarized in those reports.

In accordance with article 223 *quater* of the French Tax Code, the shareholders approve the total amount of the non-tax deductible costs and expenses referred to in article 39-4 of said Code, which amounted to €314,959.45 for the year ended December 31, 2013, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €119,672.62.

In addition, the shareholders take note of the detailed list of expense categories referred to in paragraph 5 of article 39 of the French Tax Code and presented in accordance with article 223 *quinquies* of said Code.

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

**2<sup>ND</sup> RESOLUTION**

***Granting of discharge to the directors***

The shareholders grant discharge to the directors for their duties during the past year.

**3<sup>RD</sup> RESOLUTION**

***Approval of the consolidated financial statements for the year ended December 31, 2013***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after having heard 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, 2013 which show a consolidated profit of €164,309,836.39, the shareholders approve the consolidated financial statements for the year ended December 31, 2013 as submitted to them, as

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well as the transactions reflected in those financial statements or summarized in the report on the management of the Group.

#### 4<sup>TH</sup> RESOLUTION

##### ***Appropriation of profit for the year ended December 31, 2013; distribution of a dividend***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and subsequent to 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, 2013 shows a profit of €109,668,416.49 which, when increased by retained earnings of €80,108,667.93, results in a distributable profit of €189,777,084.42.

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

- €75,000,000 to be transferred to the general reserve, increasing the balance from €530,000,000.28 to €605,000,000.28;
- €40,502.37 to be transferred to the special sponsorship reserve, increasing the balance from €621,737.13 to €662,239.50;
- €39,453,740 to be distributed as dividends, representing a dividend of €1 for each of the Company's 39,453,740 shares comprising the share capital, to be paid as from June 6, 2014;
- the remaining €75,282,842.05 to be transferred to retained earnings.

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

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

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

Year ended	Distributed dividends in euros <sup>(*)</sup>
Dec. 31, 2012	38,664,665.20
Dec. 31, 2011	38,664,665.20
Dec. 31, 2010	38,664,665.20

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

## **5<sup>TH</sup> RESOLUTION**

### ***Approval of the related-party agreement entered into by the Company with SCI de l'Etoile as described in the Statutory Auditors' special report***

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

## **6<sup>TH</sup> RESOLUTION**

### ***Approval of the related-party agreement entered into by the Company with bioMérieux Inc. as described in the Statutory Auditors' special report***

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

## **7<sup>TH</sup> RESOLUTION**

### ***Taking note of related-party agreements entered into by the Company that continued to be implemented during the year, as described in the Statutory Auditors' special report***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the Statutory Auditors' special report, presented in accordance with the provisions of article L.225-40 of the French Commercial Code, on the agreements referred to in articles L.225-38 *et seq.* of said Code, the shareholders take note of the information contained in the Statutory Auditors' report in relation to agreements already authorized by the Board of Directors that continued to be implemented during the year.

## **8<sup>TH</sup> RESOLUTION**

### ***Re-appointment of Alain Mérieux as a director***

After having considered the Board of Directors' report, the shareholders re-appoint Alain Mérieux as a director for a four-year term, expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending December 31, 2017.

Alain Mérieux has already indicated that he would accept his re-appointment and that he meets the legal and regulatory conditions required to perform the associated duties.

## **9<sup>TH</sup> RESOLUTION**

### ***Re-appointment of Alexandre Mérieux as a director***

After having considered the Board of Directors' report, the shareholders re-appoint Alexandre Mérieux as a director for a four-year term, expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending December 31, 2017.

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Alexandre Mérieux has already indicated that he would accept his re-appointment and that he meets the legal and regulatory conditions required to perform the associated duties.

#### **10<sup>TH</sup> RESOLUTION**

##### ***Re-appointment of Jean-Luc Bélingard as a director***

After having considered the Board of Directors' report, the shareholders re-appoint Jean-Luc Bélingard as a director for a four-year term, expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending December 31, 2017.

Jean-Luc Bélingard has already indicated that he would accept his re-appointment and that he meets the legal and regulatory conditions required to perform the associated duties.

#### **11<sup>TH</sup> RESOLUTION**

##### ***Re-appointment of Michele Palladino as a director***

After having considered the Board of Directors' report, the shareholders re-appoint Michele Palladino as a director for a four-year term, expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending December 31, 2017.

Michele Palladino has already indicated that he would accept his re-appointment and that he meets the legal and regulatory conditions required to perform the associated duties.

#### **12<sup>TH</sup> RESOLUTION**

##### ***Re-appointment of Philippe Archinard as a director***

After having considered the Board of Directors' report, the shareholders re-appoint Philippe Archinard as a director for a four-year term, expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending December 31, 2017.

Philippe Archinard has already indicated that he would accept his re-appointment and that he meets the legal and regulatory conditions required to perform the associated duties.

#### **13<sup>TH</sup> RESOLUTION**

##### ***Appointment of Agnès Lemarchand as a new director***

After having considered the Board of Directors' report, the shareholders acknowledge that the term of office of Georges Hibon is due to expire at the close of this meeting.

The shareholders wish to express their thanks to Georges Hibon for the duties he has performed as a director in the Company during his term of office.

As a replacement for Georges Hibon, after having considered the Board of Directors' report, the shareholders appoint:

Agnès Lemarchand,  
Born on December 29, 1954,  
a French national,  
residing at 14 rue des Jardies, 92190 Meudon, France,

as a director of the Company for a four-year term, expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending December 31, 2017.

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Agnès Lemarchand has already indicated that she would accept said duties if they were to be entrusted to her by this meeting and that she meets the legal and regulatory conditions required to perform them.

#### **14<sup>TH</sup> RESOLUTION**

##### ***Appointment of Philippe Gillet as a new director***

After having considered the Board of Directors' report, the shareholders acknowledge that the term of office of Michel Angé is due to expire at the close of this meeting.

The shareholders wish to express their thanks to Michel Angé for the duties he has performed as a director in the Company during his term of office.

As a replacement for Michel Angé, after having considered the Board of Directors' report, the shareholders appoint:

Philippe Gillet,  
Born on January 26, 1958,  
a French national,  
residing at Chemin de Tourronde 6, 1009 Pully, Switzerland,

as a director of the Company for a four-year term, expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending December 31, 2017.

Philippe Gillet has already indicated that he would accept said duties if they were to be entrusted to him by this meeting and that he meets the legal and regulatory conditions required to perform them.

#### **15<sup>TH</sup> RESOLUTION**

##### ***Appointment of Michel Angé as a non-voting director (censeur)***

After having considered the Board of Directors' report and in accordance with article 12-III of the Company's bylaws, the shareholders appoint Michel Angé as a non-voting director (*censeur*) for a three-year term expiring at the close of the Annual General Meeting called in 2017 to approve the financial statements for the year ending December 31, 2016.

#### **16<sup>TH</sup> RESOLUTION**

##### ***Appointment of Henri Thomasson as a non-voting director (censeur)***

After having considered the Board of Directors' report and in accordance with article 12-III of the Company's bylaws, the shareholders appoint Henri Thomasson as a non-voting director (*censeur*) for a three-year term expiring at the close of the Annual General Meeting called in 2017 to approve the financial statements for the year ending December 31, 2016.

#### **17<sup>TH</sup> RESOLUTION**

##### **Opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2013**

Consulted in accordance with the recommendation of section 24.3 of the AFEP-MEDEF Corporate Governance Code as revised in June 2013, to which the Company refers pursuant to the provisions of article L.225-37 of the French Commercial Code (*Code de commerce*) and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders issue a favorable opinion on the components of compensation due or granted to Jean-Luc Belingard,

Chairman and Chief Executive Officer, in respect of the year ended December 31, 2013, as described in Chapter 15 of the Registration Document including the Annual Financial Report.

### **18<sup>TH</sup> RESOLUTION**

#### **Opinion on the components of compensation due or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2013**

Consulted in accordance with the recommendation of section 24.3 of the AFEP-MEDEF Corporate Governance Code as revised in June 2013, to which the Company refers pursuant to the provisions of article L.225-37 of the French Commercial Code (*Code de commerce*) and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders issue a favorable opinion on the components of remuneration payable or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2013, as described in Chapter 15 of the Registration Document including the Annual Financial Report.

### **19<sup>TH</sup> RESOLUTION**

#### ***Authorization given to the Board of Directors to enable the Company to buy back its own shares within the statutory limit of 10% of its share capital and not exceeding a maximum price of €100 per share, excluding costs***

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.225-209 of the French Commercial Code, the shareholders authorize the Board of Directors, with the possibility of delegation, in accordance with the laws and regulations applicable at the time of exercise of such authorization and in particular the provisions and requirements of articles L.225-209 *et seq.* of the French Commercial Code, articles 241-1 to 241-6 of the General Regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF) and European Regulation no. 2273/2003 of December 22, 2003, to purchase, on the Company's behalf, on one or more occasions and whenever it deems appropriate, a number of the Company's own shares, within the statutory limit of 10% of its share capital (at any time whatsoever, this percentage being applicable to the share capital adjusted in light of transactions having an impact on it subsequent to this Meeting), it being specified that the maximum percentage of shares bought by the Company with a view to holding and subsequently delivering same as payment or exchange in connection with a merger, spinoff or contribution, is capped at 5%, as provided by law.

This authorization is given to enable the Company to:

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

Under this authorization, 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 €100, excluding costs;



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- the total amount of funds set aside in connection with this buy-back transaction shall not exceed €394,537,400. The authorization given to the Board of Directors with the possibility of delegation in accordance with the law, will allow the Board to adjust the abovementioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves and the granting of free shares, stock splits or reverse splits, capital redemption or reductions in share capital, the distribution of reserves or other assets and any other transaction affecting equity, in order to take into account the impact of such transactions on the value of its shares.

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

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

Consequently, full powers are granted to the Board of Directors, in particular for the purpose of determining the advisability of initiating a share buyback program after publication of the program description and of setting the terms and conditions thereof, to use the authorization hereby given or to delegate same to the Chief Executive Officer or, subject to the approval of the latter, to the Chief Operating Officer – it being specified that the Chief Executive Officer, or the Chief Operating Officer as the case may be, must report to the Board of Directors on how this authority has been used – i.e., by placing all trading orders, entering into all agreements and completing all registrations and formalities with all entities, in particular the AMF, amending the bylaws and, generally, doing whatever is necessary.

With effect from the date hereof, this authorization supersedes, where applicable insofar as they have not been exercised, all authorizations previously given for the same purpose, for a period expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2014 or eighteen months from this Annual General Meeting, whichever is the earlier. It may be used at any time, except during a public purchase and/or exchange offer initiated by the Company, subject to applicable laws and regulations.

The Board of Directors shall report to the Annual General Meeting on transactions performed pursuant to this authorization.

## **II – WITHIN THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

### **20<sup>TH</sup> RESOLUTION**

#### ***Amendment to article 2 of the Company's bylaws in order to include service and training activities***

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings and having considered the Board of Directors' report, the shareholders resolve to amend the provisions of article 2 of the Company's bylaws entitled "Corporate purpose" in order to include service and training activities.

Article 2 is amended by adding the following paragraph:

"(e) provide all services relating to the organization of bioMérieux's systems, including laboratory automation, the purchase and assembly of equipment and

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specialized software; propose training courses for all healthcare professionals working within the key fields of industrial and medical biology".

Article 2 now reads as follows:

"The Company's purpose, in France and elsewhere, is to:

- (a) manufacture, produce, process, package, distribute, buy, sell, import and export any products and devices and any techniques and know-how used in particular for diagnostics, prevention and treatment, notably in the field of healthcare;
- (b) carry out all studies and research and develop, acquire, grant, keep, control, use, improve, including through the use of licenses and sublicenses, all trademarks, brand names, patents, techniques, inventions, improvements, formulas, designs, processes, etc. in any way related to the abovementioned products or to the manufacturing and trading of such products;
- (c) participate, either directly or indirectly, in all business and manufacturing transactions related in any way whatsoever to the abovementioned purposes or likely to promote them, either through the creation of new companies, the contribution, subscription or purchase of securities or company rights, through mergers, alliances, joint holdings, or by any other means;
- (d) perform all transactions in its line of business, either alone and on its own behalf or on behalf of a third party, on commission, as a broker, for a fee, on a cost basis, as representative or proxy for any entity or in any other capacity;
- (e) provide all services relating to the organization of bioMérieux's systems including laboratory automation, the purchase and assembly of equipment and specialized software; propose training courses for all healthcare professionals working within the key fields of industrial and medical biology; and
- (f) generally, perform all business, manufacturing, financial or other transactions directly or indirectly related to the above purposes or to any similar purposes, including the development of ways to expand, promote, advertize, trade or transport raw materials, semi-finished or finished products, as well as the ability to purchase, acquire, hold, transfer, lease, mortgage or dispose of goods, whether movable or immovable, tangible or intangible, related to the above purposes or likely to develop them."

## **21<sup>ST</sup> RESOLUTION**

### ***Authorization given to the Board of Directors to reduce the share capital by canceling 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 nineteenth resolution, the shareholders authorize the Board of Directors, pursuant to article L.225-209 of the French Commercial Code, to reduce the Company's share capital by canceling all or some of the shares bought back by the Company pursuant to the share buyback program authorized pursuant to the sixth resolution of this Meeting, at its discretion, on one or more occasions, within the limit of 10% of the share capital over a period of twenty-four months from this Meeting, and to reduce the share capital accordingly. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to take into consideration transactions having an impact on the share capital carried out subsequent to this Meeting.

The shareholders authorize the Board of Directors to offset any excess of the purchase price of canceled shares over their nominal amount against existing additional paid-in capital or available reserve accounts and grant full powers to the Board of Directors, with the possibility of delegation in accordance with the law, for the purpose of executing all documents and completing all formalities or

registrations necessary to finalize the reductions of capital under this authorization, and to amend the bylaws accordingly.

This authorization is given to the Board of Directors for a period of eighteen months from the date of this Meeting. It replaces, from this day forth, the previous authorization given by the Annual General Meeting of May 29, 2013 (seventh resolution).

## **22<sup>ND</sup> RESOLUTION**

### ***Authorization given to the Board of Directors to use the authorizations during a public offer***

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.233-33 of the French Commercial Code, the shareholders:

1. authorize the Board of Directors to use, during a public offer involving shares in the Company and in accordance with the laws and regulations applicable at the date of such use, the following authorizations given to the Board of Directors by the Annual General Meeting of May 29, 2013:

- tenth resolution (Authorization to be given to the Board of Directors to increase the share capital by issuing ordinary shares 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),
- eleventh resolution (Authorization to be given to the Board of Directors to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, in the context of a public offer),
- twelfth resolution (Authorization to be given to the Board of Directors to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, in the context of an offer falling within the scope of paragraph 2 of article L.411-2 II of the French Monetary and Financial Code (*Code monétaire et financier*)),
- thirteenth resolution (Setting the price of ordinary shares and/or all securities giving access to the share capital in the event of the cancelation of pre-emptive subscription rights),
- fourteenth resolution (Authorization to be given to the Board of Directors to increase the number of shares 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),
- fifteenth resolution (Authorization to be given to the Board of Directors to increase the share capital by issuing ordinary shares 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),
- sixteenth 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, without pre-emptive subscription rights),
- nineteenth resolution (Authorization to be given to the Board of Directors for a period of 38 months to grant existing shares or shares to be issued, without pre-emptive subscription rights);

2. set the period of validity of this authorization, which supersedes, where applicable insofar as they have not been exercised, all authorizations previously granted for the same purpose, at eighteen months from the date of this Meeting.

## **23<sup>RD</sup> RESOLUTION**

### ***Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities***

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



**Written questions**

In accordance with article R.225-84 of the French Commercial Code, all shareholders may submit questions in writing to the Chairman of the Board of Directors upon receipt of this notice. These questions must be sent to the Chairman of the Board of Directors at the Company's registered office, by registered letter with acknowledgment of receipt at the latest four working days before the date of the Annual General Meeting, accompanied by a share ownership certificate.

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

Requests for the inclusion of items or draft resolutions on the agenda submitted by shareholders meeting the conditions set out in article R.225-71 of the French Commercial Code must be sent to the registered office by registered letter with acknowledgment of receipt, addressed to the Chairman of the Board of Directors, and received at least 25 calendar days before the Annual General Meeting, i.e., May 3, 2014, in accordance with article R.225-73 II of the French Commercial Code. Requests must be accompanied by a share ownership certificate and must include the reasons for the requested additions to the agenda.

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

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

**Attending the Annual General Meeting**

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

In accordance with article R.225-85 of the French Commercial Code, shareholders are entitled to attend the Annual General Meeting if the shares are recorded for accounting purposes in their name or the name of their registered intermediary (in accordance with paragraph 7 of article L.228-1 of the French Commercial Code), on May 23, 2014 at midnight, (CET), either in the registered share account kept by the Company (or its authorized agent), or in the bearer share account held by the authorized intermediary. Only those shareholders who meet the conditions provided for under article R.225-85 mentioned above may attend the Annual General Meeting.

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

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

Holders of bearer shares who wish to attend the Annual General Meeting in person must submit a request to the authorized intermediary holding their account, who will provide them with an admittance card. Any holder of bearer shares who has not received this admittance card three days before the Annual General Meeting should request a share ownership certificate from their financial intermediary proving that they own the shares by midnight (CET) on the third business day preceding the date of the Annual General Meeting, i.e., May 23, 2014.

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

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

2) Cast a postal vote;

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

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

**For holders of registered shares:**

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

**For holders of bearer shares:**

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

Postal votes will only be taken into account for postal voting forms which have been duly completed and which are received by the Company or the authorized intermediary referred to above, at least three calendar days before the Annual General Meeting, i.e., May 23, 2014.

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

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

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

**For holders of administered registered shares or bearer shares:** by sending an email featuring an electronic signature obtained by the shareholder from an authorized third party to the following email address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), stating the name of the Company concerned, the date of the Meeting, the shareholder's surname, first name, address and full banking details, as well as the surname and first name of the appointed or revoked proxy; followed by a request to the authorized intermediary who manages their share account to send written confirmation to BNP Paribas Securities Services, CTS, Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

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

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

In accordance with article R.225-85 of the French Commercial Code, any shareholder who has cast a postal vote, sent a proxy form or requested an admittance card or share ownership certificate may sell all or some of his/her shares at any time. However, if the sale takes place before midnight (CET) on the third business day prior to the Meeting, bioMérieux will declare invalid or modify, the postal vote,

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the proxy form, the admittance card or the share ownership certificate, as the case may be, accordingly. No sale or other transaction carried out after midnight (CET) on the third business day prior to the Meeting, i.e., May 23, 2014, will be taken into consideration by bioMérieux.

**Documents made available to shareholders**

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

All of the related information and documents referred to in article R.225-73-1 of the French Commercial Code can also be consulted, at the latest twenty-one days before the Annual General Meeting, i.e., May 7, 2014, on the Company's website ([www.biomerieux-finance.com](http://www.biomerieux-finance.com)) under the Shareholder Area – General Shareholders' Meeting section.

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

The Board of Directors