

To the best of the Company's knowledge, there are no shareholders' agreements, parties acting in concert and/or other joint actions, nor any other agreement whose implementation could result in a change of control of the Company.

## 7.4.3 Employee share ownership

### 7.4.3.1 Statement of employee profit-sharing

As of December 31, 2017, employees held:

- 553,720 shares under the OPUS Classic corporate mutual fund ("FCPE"), representing 0.47% of the share capital;
- a total of 162,714 registered shares, or 0.14% of capital; at December 31, 2016, registered shares constituted 0.13% of capital.

In 2017, the Company proposed new employee share ownership plans to its employees (outside of France and the United States) under which, once authorised by the Board of Directors, free shares will be granted to employees that have subscribed for a certain number of shares. These shares will be granted permanently, after a four-year vesting period, subject to a continuous employment condition.

In the United States, a bioMérieux Inc. phantom share plan was implemented in 2015 and renewed in 2016 and 2017. The employees are not shareholders of the Company as such, but the plan makes it possible to link their individual contributions more closely to the Company's performance. BioFire also launched a similar plan in 2016 and 2017.

The table below sets forth the free shares granted at the end of the 2017 financial year:

Grant date	Number of shares granted	Share price (In euros)
February 28, 2017	31,800	48.37
December 15, 2017	8,316	73.75

### 7.4.3.2 Special report on free share grants and stock options

This report was prepared in accordance with the provisions of articles L.225-184 and L.225-197-4 of the French Commercial Code.

The Company does not currently have any stock option plans. No stock options were granted to corporate officers or employees by the Company or Group companies in 2017. At the date of this report, no stock options are exercisable.

The Board of Directors granted 40,116 free shares in 2017 under share grant plans set up by the Board – after consulting with the Human Resources, Appointment and Compensation Committee – pursuant to the authority granted to it by the Ordinary and Extraordinary Shareholders' Meetings of May 26, 2016.

Accordingly, the Company did not grant any free shares to corporate officers for their positions within the Company or in a controlled company within the meaning of article L.233-16 of the French Commercial Code (*Code de commerce*).

The table below shows the number of free shares granted and not fully vested at the end of 2017:

Grant date	Company employing the beneficiary	Number of shares granted	Beneficiary category
February 28, 2017	bioMérieux SA	9,300	2 Global Leaders
<b>TOTAL GLOBAL LEADER (A) 2017 PLAN</b>		<b>9,300</b>	<b>2 Global Leaders</b>
February 28, 2017	bioMérieux India Pvt Ltd	1,500	1 Global Leader
<b>TOTAL GLOBAL LEADER (B) 2017 PLAN</b>		<b>1,500</b>	<b>1 Global Leader</b>
February 28, 2017	BioFire Defense	6,000	1 Global Leader
<b>TOTAL GLOBAL LEADER (C) 2017 PLAN</b>		<b>6,000</b>	<b>1 Global Leader</b>
February 28, 2017	bioMérieux Shanghai	15,000	1 Global Leader
<b>TOTAL GLOBAL LEADER (D) 2017 PLAN</b>		<b>15,000</b>	<b>1 Global Leader</b>
	bioMérieux Argentina SA	114	6 employees
	bioMérieux Australia Pty Ltd	181	10 employees
	bioMérieux Benelux SA	194	11 employees
	bioMérieux BTF Ltd	55	2 employees
	bioMérieux Canada Inc.	348	18 employees
	bioMérieux Chile Sp	288	17 employees
	bioMérieux Deutschland GmbH	578	34 employees
	bioMérieux Hellas SA	212	13 employees
	bioMérieux India Pvt Ltd	384	29 employees
	bioMérieux Italia spA	715	37 employees
	bioMérieux Korea Co, Ltd	322	14 employees
	bioMérieux Shanghai Biotech Co., Ltd	273	19 employees
	bioMérieux EspanaSA	788	41 employees
	bioMérieux Shanghai Company Ltd	1,257	60 employees
	bioMérieux China LimitedLtd	76	3 employees
	Applied Maths NV	193	9 employees
	bioMérieux Brasil SAIndustria de Productos Laboratorias (Ltda	114	6 employees
	bioMérieux Denmark ApS	43	2 employees
	bioMérieux Japan Ltd	144	6 employees
	bioMérieux Benelux BV	42	2 employees
	bioMérieux Portugal Lda	135	6 employees
	bioMérieux SSC Europe SpZoo	97	5 employees
	bioMérieux Sweden AB	68	3 employees
	bioMérieux Thailand Ltd	40	2 employees
	bioMérieux UK Ltd	369	20 employees
	bMx China Ltd	173	9 employees
	bioMérieux SwitzerlandSuisse SA	40	2 employees
	bioMérieux Singapore Pte Ltd	137	8 employees
	bioMérieux Austria GmbH	19	1 employee
	bioMérieux Polska Sp Zoo	36	2 employees
	bioMérieux Colombia SAS	18	1 employee
	bioMérieux Mexico SA de CV	235	17 employees
	bioMérieux Moyen-Orient Fz-LLC	15	1 employee
December 15, 2017	bioMérieux Suomi Oy	13	1 employee
<b>TOTAL OPUS INTERNATIONAL 2017 PLAN</b>		<b>7,716</b>	<b>417 employees</b>
December 15, 2017	bioMérieux SA	600	1 Global Leader
<b>TOTAL GLOBAL LEADER 2017 PLAN</b>		<b>600</b>	<b>1 Global Leader</b>
<b>GRAND TOTAL</b>		<b>40,116</b>	

### Vesting period

In the 2017 free share grant plan, a three or four-year vesting period applies from the date of the decision to grant the shares before the beneficiary becomes the owner of the shares granted.

### Eligibility and performance conditions

During the financial year, the Board of Directors decided, at the recommendation of the Human Resources, Appointment and Compensation Committee, to grant free shares that are fully vested, (i) subject to a continuous employment condition, (ii) subject to continuous employment and performance conditions, or (iii) subject to continuous employment and investment conditions (Opus International plan).

### Delivery of shares

At the end of the vesting period and provided that the vesting conditions and criteria set by the Board of Directors are met, the Company will transfer to the beneficiary the number of free shares granted by the Board of Directors. The beneficiaries will become shareholders but they are required to hold their shares during any lock-up period set by the plan if any.

### Lock-up period

2017 share grant plans have no lock-up period

### Beneficiaries' rights

Even though the shares will not be transferable, like any other shareholder, the beneficiaries of vested shares are entitled to exercise all other rights attached to such shares during the lock-up period, including:

- pre-emptive subscription rights;
- right to information;
- right to attend Shareholders' Meetings;
- voting rights;
- right to dividends and, if applicable, distributed reserves.

### 7.4.3.3 History of free share grants (Table 10)

The table below summarises, at December 31, 2017, all the terms and conditions of the free share grants and the performance share grants, subject to the fulfilment of the presence conditions and, for certain grants, the performance criteria laid down by the Company's Board of Directors:

Date of Annual General Meeting	Name of plan	Date of Board meeting	Total number of free shares granted	Number of beneficiaries	Of which to corporate officers	Acquisition date of the shares	End date of the lock-up period	Cumulative number of forfeited or lapsed shares	Free shares granted during the year	Free shares remaining at the end of the year
May 26, 2016	OPUS International <sup>(a)</sup> Plan	December 15, 2017	7,716	417	0	December 15, 2021	December 15, 2021	0	0	7,716
May 26, 2016	Global Leader Plan	December 15, 2017	600	1	0	December 15, 2020	December 15, 2020	0	0	600
May 26, 2016	Global Leader <sup>(a)</sup> 2017 Plan	February 28, 2017	9,300	2	0	February 28, 2021	February 28, 2021	0	0	9,300
May 26, 2016	Global Leader <sup>(b)</sup> 2017 Plan	February 28, 2017	1,500	1	0	February 28, 2021	February 28, 2020	0	0	1,500
May 26, 2016	Global Leader 2017 Plan	February 28, 2017	15,000	1	0	February 28, 2020	February 28, 2021	0	0	15,000
May 26, 2016	Global Leader 2017 Plan	February 28, 2017	6,000	1	0	December 15, 2020	December 15, 2020	0	0	6,000
May 26, 2016	Global Leader 2016 Plan	December 15, 2016	75,000 <sup>(a)</sup>	9	0	December 15, 2019	December 15, 2019	0	0	75,000
May 26, 2016	Global Leader 2016 Plan	May 26, 2016	264,600 <sup>(b)</sup>	55	0	May 26, 2019	May 26, 2019	23,400	0	241,200
May 26, 2016	Corporate officer Plan	May 26, 2016	60,000 <sup>(a)</sup>	1	1	May 26, 2019	At the end of his or her term	0	0	60,000
May 28, 2015	Global Leader 2015 Plan	March 1, 2016	2,700	3	0	March 1, 2020	March 1, 2020	900	0	1,800
May 28, 2015	Global Leader 2015 Plan	December 17, 2015	3,600	3	0	December 17, 2019	December 17, 2019	0	0	3,600
May 28, 2015	Expatriates Plan	August 28, 2015	49,500	26	0	August 28, 2019	August 28, 2019	4,500	0	45,000
May 29, 2013	US Plan	September 2, 2014	6,000	1	0	September 2, 2018	September 2, 2018	0	0	6,000
May 29, 2013	Global Leader 2014 Plan	May 28, 2014	9,000 <sup>(a)</sup>	1	0	May 28, 2018	May 28, 2018	0	0	9,000
May 29, 2013	Global Leader 2013 Plan	December 17, 2013	42,000	3	0	December 18, 2017	December 18, 2017	0	42,000	0
May 29, 2013	Global Leader 2013	May 29, 2013	41,100	22	0	May 29, 2017	May 29, 2017	14,100	27,000	0

(a) Free shares granted subject to performance criteria.

(b) Free shares granted subject to performance criteria except for 24,200 shares subject solely to continuous employment criteria.

(c) Additional two-year period for French beneficiaries.