



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' Meeting of May 17, 2018
Convening Notice

The shareholders of bioMérieux are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at 2:00 p.m. on May 17, 2018 at the Company's office (376 Chemin de l'Orme, Marcy l'Étoile (69280), France) to deliberate and decide on the following agenda and draft resolutions:

Agenda

I. Within the competence of the Ordinary Shareholders' Meeting

1. Approval of the financial statements for the year ended December 31, 2017; 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, 2017;
3. Granting of discharge to the directors;
4. Appropriation of profit for the year ended December 31, 2017;
5. Approval of the related-party agreement entered into by the Company with Alexandre Mérieux regarding a supplementary pension (Article 83 of the French Tax Code (*Code général des impôts*), as described in the Statutory Auditors' special report;
6. Approval of the related-party agreement entered into by the Company with Institut Mérieux, Mérieux NutriSciences, Transgene, ABL, Thera, Mérieux Développement, SGH and its addendum with the Fondation Mérieux regarding the internal mobility agreement for Mérieux group employees, as described in the Statutory Auditors' special report;
7. Approval of the related-party agreement entered into by the Company with Institut Mérieux and Mérieux NutriSciences regarding the unequal distribution of the losses of Mérieux University, as described in the Statutory Auditors' special report;
8. Approval of the principles and criteria for the determining and allocation of fixed, variable and extraordinary elements making up the total compensation and the value of benefits in kind due to the Chairman and Chief Executive Officer, in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);
9. Approval of the principles and criteria for the determining and allocation of fixed, variable and extraordinary elements making up the total compensation and the value of benefits in kind due to one or more of the Chief Operating Officers, in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);
10. Approval of the compensation and benefits components paid or due to Jean-Luc Bélingard as Chairman and Chief Executive Officer (for the period from January 1, 2017 to December 15, 2017);

11. Approval of the compensation and benefits components paid or due to Alexandre Mérieux as Chief Operating Officer (for the period from January 1, 2017 to December 15, 2017);
12. Approval of the compensation and benefits components paid or due to Alexandre Mérieux as Chairman and Chief Executive Officer (for the period from December 15, 2017 to December 31, 2017);
13. Authorisation given to the Board of Directors to enable the Company to buy back its own shares.

II. Within the competence of the Extraordinary Shareholders' Meeting

14. Authorisation given to the Board of Directors to reduce the Company's share capital by cancelling treasury shares;
15. Authorisation given to the Board of Directors for a period of 38 months to grant free shares (existing or to be issued) to employees and/or corporate officers of the Company and of French or foreign companies related to it, without pre-emptive subscription rights;
16. Authorisation given to the Board of Directors for a period of 38 months to grant purchase options and/or subscription rights to employees and/or corporate officers of the Company and of French or foreign companies related to it, without pre-emptive subscription rights;
17. Authorisation given to the Board of Directors to carry out a capital increase reserved for employees participating in an employee savings plan;
18. Cancellation of shareholders' pre-emptive subscription rights in favour of employees participating in an employee savings plan;
19. Amendment of Article 13 of the Company's bylaws in order to provide for the renewal of the Board of Directors on a rotating basis;
20. Harmonisation of the bylaws with the provisions of Article L. 225-27-1 of the French Commercial Code (*Code de Commerce*) relating to the appointment of an employee-director – Corresponding update of Articles 11 and 13 of the Company's bylaws;
21. Harmonisation of the bylaws with the provisions of Article L. 823-1 of the French Commercial Code (*Code de Commerce*) relating to the appointment of a deputy Statutory Auditor – Corresponding update of Article 18 of the Company's bylaws.

III. Within the competence of the Extraordinary Shareholders' Meeting

22. Renewal of the term of office of Alexandre Mérieux as director;
23. Renewal of the term of office of Jean-Luc Bélingard as director;
24. Renewal of the term of office of Michele Palladino as director;
25. Renewal of the term of office of Philippe Archinard as director;
26. Renewal of the term of office of Agnès Lemarchand as director;
27. Renewal of the term of office of Philippe Gillet as director;
28. Renewal of the term of office of a Statutory Auditor;
29. Non-renewal of the term of office of a Deputy Statutory Auditor;
30. Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities.

The full text of the resolutions submitted by the Board of Directors for the approval of the General Meeting has been published in the notice of meeting inserted in the Mandatory Legal Announcement Bulletin of Monday, April 9, 2018, Bulletin No. 43.

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 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 Shareholders' Meeting, i.e. May 11, 2018. They must be accompanied by a share ownership certificate.

Attending the Shareholders' Meeting

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

In accordance with Article R. 225-85 of the French Commercial Code (*Code de Commerce*), shareholders are entitled to attend the Shareholders' 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 (*Code de Commerce*) at midnight (CEST) on the morning of May 15, 2018 either in the registered share account kept by the Company (or its authorised agent), or in the bearer share account held by the authorised intermediary. Only those shareholders who meet the conditions provided for under Article R. 225-85 mentioned above may attend the Shareholders' Meeting.

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

Holders of registered shares who wish to attend the Shareholders' 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 Shareholders' Meeting in person must submit a request to the authorised intermediary holding their account, who will provide them with an admittance card. Any holder of bearer shares who has not received this admittance card two days before the Shareholders' Meeting should request a share ownership certificate from their financial intermediary proving that they own the shares by midnight (CEST) on the morning of the second business day preceding the date of the Annual Shareholders' Meeting, i.e., May 15, 2018.

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 (*Code de Commerce*);
- 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 the holder's financial intermediary who will then send them to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France.

Shareholders may obtain a postal voting form from the Company's Registered office or from BNP Paribas Securities Services or on request by registered letter with acknowledgment of receipt as of the date that the Shareholders' 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 Shareholders' Meeting, i.e., May 14, 2018.

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, 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. (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, 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 (CEST) on the morning of the second business day prior to the Meeting, bioMérieux will declare invalid or modify the postal vote, the proxy form, the admittance card or the share ownership certificate, as the case may be, accordingly. No sale or other transaction carried out after midnight (CEST) on the morning of second business day prior to the Meeting, i.e., May 15, 2018, will be taken into consideration by bioMérieux.

Documents made available to shareholders

In accordance with Article R. 225-88 of the French Commercial Code (*Code de Commerce*), 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 (*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 21 days before the Shareholders' Meeting, i.e., April 25, 2018, on the Company's website ([www.biomerieux-finance.com/under the Shareholder Area/Shareholders' Meeting section](http://www.biomerieux-finance.com/under%20the%20Shareholder%20Area/Shareholders%20Meeting%20section)).

The Board of Directors