

7.4.2 Control of the issuer

Institut Mérieux, which is the holding company owned by the Mérieux family through Compagnie Mérieux Alliance, held 58.90% of the share capital and 70.84% of the voting rights of the Company at December 31, 2018. Institut Mérieux is therefore able to adopt all the resolutions submitted for the approval of shareholders at Shareholders' Meetings.

Despite Institut Mérieux's position as the majority shareholder, the Company, which is managed by a Board of Directors, seven of whose ten members are independent and which has assessed its own performance to be satisfactory (see section 4.2.5.5), considers that there is no risk that control would be exercised in an abusive manner.

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, 2018, employees held:

- 555,220 shares under the OPUS Classic Corporate mutual fund ("FCPE"), representing 0.47% of the share capital;
- a total of 166,964 registered shares, or 0.21% of capital; at December 31, 2017, registered shares constituted 0.14% of capital.

In 2018, 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, it offered the opportunity to buy bioMérieux shares at a discount and with a

contribution subject to subscription for a certain number of shares. The plan established in 2018 no longer provides for share grant plans.

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. No new plans were established in 2018.

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 2018. At the date of this report, no stock options are exercisable.

The Board of Directors granted 169,685 free shares in 2018 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 sets forth the free shares granted at the end of the 2018 financial year:

Grant date	Number of shares granted	Share price (in euros)
February 27, 2018	21,000	70.50
May 17, 2018	35,000	70.50
September 4, 2018	105,273	74.80
December 20, 2018	8,412	55.80

The table below shows the number of free shares granted and not fully vested at the end of 2018:

Grant date	Share price (in euros)	Grant date Company employing the beneficiary	Number of shares granted	Beneficiary category
February 27, 2018		BioFire Diagnostics LLC	21,000	7 Global Leaders
TOTAL GLOBAL LEADER BFX 2018 PLAN	70.50		21,000	7 Global Leaders
May 17, 2018		bioMérieux SA	20,000	1 Global Leader
TOTAL EXCOM 2018 PLAN	70.50		20,000	1 Global Leader
May 17, 2018		bioMérieux Shanghai Co.	15,000	1 Global Leader
TOTAL GLOBAL LEADER (A) 2018 PLAN	70.50		15,000	1 Global Leader
		BioFire Diagnostics LLC	4,600	16 employees
		bioMérieux Algeria EURL	350	1 employee
		bioMérieux Argentina SA	1,112	2 employees
		bioMérieux Brasil SA Industria de Productos Laboratorias (Ltda)	1,425	4 employees
		bioMérieux Canada Inc.	225	1 employee
		bioMérieux Chile Sp	700	1 employee
		bioMérieux China Limited Ltd	700	1 employee
		bioMérieux Diagnostik AS	500	2 employees
		bioMérieux Moyen-Orient Fz-LLC	225	1 employee
		bioMérieux Deutschland GmbH	150	1 employee
		bioMérieux Hellas SA	962	1 employee
		bioMérieux Inc.	20,632	41 employees
		bioMérieux India Pvt Ltd	2,250	9 employees
		bioMérieux Italia spA	350	1 employee
		bioMérieux Japan Ltd	700	1 employee
		bioMérieux Korea Co, Ltd	225	1 employee
		Malaysia Sdn. Bhd	150	1 employee
		bioMérieux Mexico SA de CV	150	1 employee
		bioMérieux Polska Sp Zoo	150	1 employee
		bioMérieux Portugal Lda	350	1 employee
		bioMérieux Russia LLC	350	1 employee
		bioMérieux SA	60,318	101 employees
		bioMérieux Shanghai Biotech Co.	500	2 employees
		bioMérieux Singapore Ltd	1,500	4 employees
		bioMérieux EspanaSA	1,500	4 employees
		bioMérieux SSC Europe SpZoo	700	1 employee
		bioMérieux UK Ltd.	350	1 employee
September 4, 2018		bioMérieux Shanghai co. Ltd	4,149	9 employees
TOTAL GLOBAL LEADER (B) 2018 PLAN	74.80		105,273	211 employees
		BioFire Diagnostics LLC	6,250	35 employees
		bioMérieux Diagnostik AS	150	1 employee
		bioMérieux Inc.	350	1 employee
		bioMérieux SA	962	1 employee
December 20, 2018		Suzhu Hybiome Biomedical Co. Ltd	700	1 employee
TOTAL GLOBAL LEADER (B) 2018 PLAN	55.80		8,412	39 employees
GRAND TOTAL			169,685	509



Vesting period

In the 2018 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 and (ii) subject to continuous employment and performance conditions.

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.

Lock-up period

2018 share grant plans have no lock-up period.

Beneficiaries' rights

If the shares are not 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.