



**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 23 May 2019**  
**Preliminary notice**

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The shareholders of bioMérieux (the "**Company**") are hereby invited to attend the Annual Shareholders' Meeting to be held at 2:00 p.m. on 23 May 2019 at the Company's registered 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 parent company financial statements for the year ended 31 December 2018; 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 31 December 2018;
3. Granting of discharge to the directors;
4. Appropriation of profit for the year ended 31 December 2018;
5. Approval of the related-party agreement entered into by the Company with Silliker Group Corporation France regarding the making available of an employee as described in the Statutory Auditors' special report;
6. Approval of the related-party agreement entered into by the Company with Institut Mérieux regarding the creation of GNEH, and the increase of GNEH's capital by the transfer of bioMérieux and Institut Mérieux shares to GeNeuro, as described in the Statutory Auditors' special report;
7. Approval of the related-party agreement, as a rider, entered into by the Company with Institut Mérieux regarding the change in the services rendered and the implementation modalities, as described in the Statutory Auditors' special report;
8. Non-renewal of the term of office of Michele PALLADINO as director;
9. Renewal of the term of office of Philippe ARCHINARD as director;
10. Renewal of the term of office of Agnès LEMARCHAND as director;
11. Non-renewal of the term of office of Philippe GILLET as director;
12. 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*);

13. 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*);
14. Approval of the compensation and benefits components paid or due to Alexandre MERIEUX as Chairman and Chief Executive Officer for 2018;
15. 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

16. Authorisation given to the Board of Directors to reduce the Company's share capital by cancelling treasury shares;
17. Authorisation to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/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;
18. Authorisation to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/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;
19. Authorisation to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/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 Article L. 411-2 II of the French Monetary and Financial Code (*Code monétaire et financier*);
20. Authorisation to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the General Meeting;
21. Authorisation to be given to the Board of Directors to decide 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;
22. Authorisation to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/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;
23. Authorisation to be given to the Board of Directors to decide to increase the share capital through the capitalisation of additional paid-in capital, reserves, profits or other items;
24. Authorisation to be given to the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, shares resulting from the issue of securities, by subsidiaries of the Company, giving access to shares to be issued by the Company;
25. Authorisation to be given 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;
26. Cancellation of shareholders' pre-emptive subscription rights in favour of employees participating in an employee savings plan;
27. Overall limit on authorisations to issue shares;
28. Full powers granted to the bearer of an original 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 Annual Shareholders' Meeting of 23 May 2019**

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**I. Within the competence of the Ordinary Shareholders' Meeting**

**FIRST RESOLUTION**

*Approval of the parent company financial statements for the year ended 31 December 2018; 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 parent company financial statements for the year ended 31 December 2018, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended 31 December 2018, the General Meeting approves the annual financial statements for the year ended 31 December 2018 as submitted to them, showing profit of €75,140,870.01. 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 €433,203 for the year ended 31 December 2018, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e. €144,401. 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 31 December 2018*

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 31 December 2018, which show a consolidated net profit of €255,537,306, the General Meeting approves the consolidated financial statements for the year ended 31 December 2018 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 past year.

**FOURTH RESOLUTION***Appropriation of profit for the year ended 31 December 2018*

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 year ended 31 December 2018 shows a profit of €75,140,870.01 which, when increased by retained earnings of €106,787,075.90 results in a distributable profit of €181,927,945.91.

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 €735,000,000.28 to €795,000,000.28;
- €56,481.61 to be transferred to the "Special sponsorship reserve", increasing the balance from €879,137.36 to €935,618.97;
- €41,426,427 to be distributed as dividends;
- the remaining €80,445,037.30 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.35 per share.

This dividend would be paid at the latest on 6 June 2019.

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	Total dividend (in euros) <sup>(*)</sup>	Dividends paid per share (in euros)
31/12/2017	40,242,814.80	0.34
31/12/2016	39,453,740.00	1.00
31/12/2015	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".

Based on the French tax law which is currently applicable:

- individuals domiciled in France for tax purposes are subject to, in the year in which they are received, except in specific cases, the mandatory, non-discharging flat-rate levy of 12.8% for income tax (on the gross amount of dividends received) in application of Article 117 quarter of the French Tax Code (*Code général des impôts*), and social security withholdings;
- these dividends grant entitlement to the 40% reduction provided for in Article 158.3, 2nd paragraph of the French Tax Code (*Code général des impôts*) in the event of a global option determined according to the progressive scale for income tax. This reduction is not applicable to dividends subject to the single flat tax of 12.8%.

#### **FIFTH RESOLUTION**

*Approval of the related-party agreement entered into by the Company with Silliker Group Corporation France regarding the making available of an employee 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 (*Code de Commerce*), on the agreements referred to in Articles L. 225-38 et seq. of said Code, the shareholders approve the agreement entered into with Silliker Group Corporation France, namely under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

#### **SIXTH RESOLUTION**

*Approval of the related-party agreement entered into by the Company with Institut Mérieux regarding the creation of a company, GNEH, and the capital increase of GNEH by the transfer of shares of bioMérieux and Institut Mérieux to GeNeuro 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 (*Code de Commerce*), on the agreements referred to in Articles L. 225-38 et seq. of said Code, the General Meeting approves the agreement entered into with Institut Mérieux in particular, under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

#### **SEVENTH RESOLUTION**

*Approval of the related-party agreement, as a rider, entered into by the Company with Institut Mérieux regarding the change in the services rendered and the implementing rules, 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 (*Code de Commerce*), on the agreements referred to in Articles L. 225-38 et seq. of said Code, the General Meeting approves the agreement entered into with Institut Mérieux in particular, under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

#### **EIGHTH RESOLUTION**

*Non-renewal of the term of office of Michele PALLADINO as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, noting that the term of office of Michele Palladino will expire at the next General Meeting, the shareholders resolve, on the recommendation of the Board of Directors, not to renew the term of office of Michele Palladino as director and not to proceed with his replacement.

### **NINTH RESOLUTION**

*Renewal of the term of office of Philippe ARCHINARD 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 General Meeting resolves to renew the term of office of Philippe ARCHINARD as a director, for a period of four years, i.e. until the General Meeting called to approve the financial statements for the year ending 31 December 2022.

### **TENTH RESOLUTION**

*Renewal of the term of office of Agnès LEMARCHAND 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 General Meeting resolves to renew the term of office of Agnès LEMARCHAND as a director, for a period of four years, i.e. until the General Meeting called to approve the financial statements for the year ending 31 December 2022.

### **ELEVENTH RESOLUTION**

*Non-renewal of the term of office of Philippe GILLET as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, noting that the term of office of Philippe GILLET will expire at the next General Meeting, the General Meeting resolves, on the recommendation of the Board of Directors, not to renew the term of office of Philippe GILLET as director and not to proceed with his replacement.

### **TWELFTH RESOLUTION**

*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*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the report provided for in Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), the General Meeting approves 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 presented in the previously-mentioned report and due to the Chairman and Chief Executive Officer, as described in Chapter 4.3.2.1 of the Registration Document.

### **THIRTEENTH RESOLUTION**

*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*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the report provided for in Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), the General Meeting approves 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 presented in the previously-mentioned report and due to one or more Chief Operating Officers, as described in Chapter 4.3.2.1 of the Registration Document.

#### **FOURTEENTH RESOLUTION**

*Approval of the compensation and benefits in kind paid or due to Alexandre MERIEUX as Chairman and Chief Executive Officer for the year ended 31 December 2018*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the General Meeting approves the components of compensation paid or due to Alexandre MERIEUX as Chairman and Chief Executive Officer for the year ended 31 December 2018, as described in Chapter 4.3.2.2 of the Registration Document.

#### **FIFTEENTH 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, 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 market practices permitted by the French Financial Markets Authority;
- ensure the hedging of stock option plans and/or free share plans (or equivalent plans) or share purchase 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 or offering comparable economic benefits) 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: €150 excluding acquisition-related costs;
- the maximum theoretical amount set aside in connection with this program is €1,775,418,300 (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 Annual General Meeting called to approve the financial statements for the year ending 31 December 2019 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 Ordinary Shareholders' Meeting on transactions performed pursuant to this authorisation.

## **II. Within the competence of the Extraordinary Shareholders' Meeting**

### **SIXTEENTH RESOLUTION**

*Authorisation given 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 15th resolution of this Meeting, the General 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 15th 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.

### **SEVENTEENTH RESOLUTION**

*Authorisation to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/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*

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, in accordance with Articles L. 225-129-2 and L. 228-91 et seq. of the French Commercial Code (*Code de Commerce*), the General Meeting:

- authorises the Board of Directors to decide to carry out a capital increase on one or several occasions with pre-emptive subscription rights for existing shareholders, in the amount and time it sees fit, through the issue (including through the free allocation of subscription warrants), in France and/or abroad and in euros:

- (i) of Company shares, or
- (ii) of securities, giving access by any means, immediately and/or in the future, to shares to be issued:
  - (a) of the Company, and/or
  - (b) of a company in which it directly or indirectly owns more than half of its share capital and/or
  - (b) of a company in which it directly or indirectly owns more than half of its share capital, subject, in the latter two cases, to the authorisation of the extraordinary shareholders' meeting called to issue these shares and/or securities and of the company in which the rights are exercised.

These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;

These shares or securities may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge;

- resolves that this authorisation shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolves that this authorisation shall not include any issue of preference shares or securities giving access to preference shares;
- resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed €4,210,280, i.e. approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall limit I** provided for under the 27<sup>th</sup> resolution ("Overall limit I"), to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- resolves, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision. This amount shall be included in **Overall limit II** provided for under the 27<sup>th</sup> resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L. 228-92, paragraph 3, of the French Commercial Code (*Code de Commerce*), the issuance of which is decided or authorised by the Board of Directors in accordance with Article L. 228-4 of the French Commercial Code (*Code de Commerce*) or the bylaws;

- resolves that the shareholders shall have irrevocable pre-emptive subscription rights, in proportion to the number of shares they hold, to securities issued under this resolution and resolve that the Board of Directors may introduce a right to subscribe for excess shares;
- notes that this authorisation shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately or in the future, in favour of the holders of said securities;
- resolves that if the irrevocable subscription rights and, where applicable, the rights to subscribe for excess shares do not cover the entire share or security issue as defined above, the Board may, under the conditions provided for under Article L. 225-134 of the French Commercial Code (*Code de Commerce*), at its discretion, limit the issue to the amount of subscriptions received, provided that this reaches at least three quarters of the decided issue, and allocate at its own initiative, and/or offer to the public all or part of the unsubscribed shares;
- resolves that the Board of Directors, in case of treasury shares, may not take into account these shares when determining the pre-emptive subscription rights attached to other shares;
- resolves that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L. 225-135-1 of the French Commercial Code (*Code de commerce*) and within the limit of Overall limit I and Overall limit II provided for under the 27<sup>th</sup> resolution, subject to the adoption of the 21<sup>st</sup> resolution;
- resolves that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolves that the Board of Directors will have full powers, in accordance with the law, which may be subdelegated under the conditions set by law, to implement this authorisation and in particular to set the conditions of the issue, subscription and payment of shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for under this resolution and amend the Company's bylaws to reflect the new capital;
- notes that this authorisation supersedes any other prior authorisation for the same purpose.

## EIGHTEENTH RESOLUTION

*Authorisation to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/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*

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, in accordance with Articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 et seq. of the French Commercial Code (*Code de Commerce*), the shareholders:

- authorises the Board of Directors to decide to carry out a capital increase on one or several occasions, in the amount and at the time it sees fit, through the issue, in France and/or abroad and in euros, by way of a public offer:

- (i) of Company shares, or
- (ii) of securities, giving access by any means, immediately and/or in the future, to shares to be issued:
  - (a) of the Company, and/or
  - (b) of a company which directly or indirectly owns more than half of its share capital, and/or
  - (c) of a company in which it directly or indirectly owns more than half of the share capital, subject, in the latter two cases, to the authorisation of the extraordinary shareholders' meeting called to issue these shares and/or securities and of the company in which the rights are exercised.

These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies.

These shares or securities may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge.

- decides that these shares or securities may be issued as consideration for securities that may be contributed to the Company as part of a public exchange offer performed in France or abroad according to local regulations, involving securities that fulfil the conditions set out in Article L. 225-148 of the French Commercial Code (*Code de Commerce*);
- resolves that this authorisation shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolves to cancel the shareholders' pre-emptive subscription right to these shares or securities and to grant the Board of Directors the power to establish a priority right for shareholders to subscribe for these shares and securities as of right or for excess shares and securities, in accordance with the provisions of Article L. 225-135 of the French Commercial Code (*Code de Commerce*), it being specified that unsubscribed shares shall be offered to the public and/or privately in France and/or abroad;
- resolves that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, will be at least equal to the minimum price set out in the legal or regulatory texts applicable at the date of issue;
- resolves that this authorisation shall not include any issue of preference shares or securities giving access to preference shares;
- resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed €4,210,280, i.e. approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall limit I**

provided for under the 27<sup>th</sup> resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;

- resolves, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision. This amount shall be included in **Overall limit II** provided for under the 27<sup>th</sup> resolution, it being specified that this amount<sup>is</sup> independent of and separate from the amount of debt securities provided for by Articles L. 228-40 and L. 228-92, paragraph 3, of the French Commercial Code (*Code de Commerce*), the issuance of which is decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code (*Code de Commerce*) or the bylaws;
- notes that this authorisation shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately or in the future, in favour of the holders of said securities;
- resolves that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L. 225-135-1 of the French Commercial Code (*Code de commerce*) and within the limit of **Overall limit I** and **Overall limit II** provided for under the 27<sup>th</sup> resolution, subject to the adoption of the 21<sup>st</sup> resolution;
- resolves that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolves that the Board of Directors will have full powers, in accordance with the law, which may be subdelegated under the conditions set by law, to implement this authorisation and in particular to set the conditions of the issue, subscription and payment of shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for under this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorisation supersedes any other prior authorisation for the same purpose.

### **NINETEENTH RESOLUTION**

*Authorisation to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/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 Article L. 411-2 II of the French Monetary and Financial Code (Code monétaire et financier)*

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, in accordance with Articles L. 225-129-2, L. 225-135, L. 225-136, and L. 228-91 et seq. of the French Commercial Code (*Code de Commerce*), as well as Article L. 411-2 II of the French Monetary and Financial Code (*Code monétaire et financier*), the General Meeting:

- authorises the Board of Directors to decide to carry out a capital increase on one or several occasions, in the amount and at the time it sees fit, through the issue, in France and/or abroad and in euros, by way of an offer referred to under paragraph II of Article L. 411-2 II of the French Monetary and Financial Code (*Code monétaire et financier*), of shares in the Company or any securities giving access by any means, immediately and/or in the future, to existing shares or shares to be issued by the Company or a company in which it directly or indirectly owns more than half of the share capital, subject to the authorisation of the extraordinary shareholders' meeting of the Company called to issue these shares and/or securities and by that of the Company in which the rights are exercised without pre-emptive subscription rights, which may be subscribed for either in cash or by offsetting receivables. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolves that this authorisation shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolves to cancel the shareholders' pre-emptive subscription right to these shares or securities;
- resolves that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, will be at least equal to the minimum price set out in the legal or regulatory texts applicable at the date of issue;
- resolves that this authorisation shall not include any issue of preference shares or securities giving access to preference shares;
- resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed 20% of the share capital per year, it being specified that (i) this limit of 20% may be calculated at any time in view of the fact that it applies to the share capital adjusted in light of transactions impacting it subsequent to this Meeting and taking into account the nominal amount of capital increases that may take place by exercising the rights and securities already issued, the exercise of which has been deferred, and that (ii) the amount of capital increases provided for in this resolution will be included in **Overall limit I** provided for under the 27<sup>th</sup> resolution;
- resolves, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision. This amount shall be included in **Overall limit II** provided for under the 27<sup>th</sup> resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L. 228-40 and L. 228-92, paragraph 3, of the French Commercial Code (*Code de Commerce*), the issuance of which is decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code (*Code de Commerce*) or the bylaws;
- notes that this authorisation shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately or in the future, in favour of the holders of said securities;

- resolves that the exchange, reimbursement or, more generally, the conversion of securities giving access to the share capital into shares, will take place, taking into account the par value of said securities, for a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for share issues under this resolution;
- resolves that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L. 225-135-1 of the French Commercial Code (*Code de Commerce*) and within the limit of **Overall limit I** and **Overall limit II** provided for under the 27<sup>th</sup> resolution, subject to the adoption of the 21<sup>st</sup> resolution;
- resolves that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolves that the Board of Directors will have full powers, in accordance with the law, which may be subdelegated under the conditions set by law, to implement this authorisation and in particular to set the conditions of the issue, subscription and payment of shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for under this resolution and amend the Company's bylaws to reflect the new capital;
- notes that this authorisation supersedes any other prior authorisation for the same purpose.

#### **TWENTIETH RESOLUTION**

*Authorisation to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the General Meeting*

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' report, in accordance with the provisions of paragraph 2 of Article L. 225-136 1 of the French Commercial Code (*Code de Commerce*), and within the annual limit of 10% of the share capital at the time of the issue (it being specified that this limit of 10% may be calculated at any time in view of the fact that it applies to the share capital adjusted in light of transactions impacting it subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place by exercising the rights and securities already issued, the exercise of which has been deferred), the General Meeting:

- authorises the Board of Directors, with the possibility of subdelegation in accordance with the law, to set the issue price of the ordinary shares or any securities giving access by any means, immediately and/or in the future, to ordinary shares in the Company or in a company in which it directly or indirectly owns more than half of the share capital, having examined market opportunities, at a price at least equal to the volume-weighted average (in the main backlog and excluding off-market block transactions) of the closing prices of the Company's share on Euronext Paris for the last three trading sessions prior to the setting of the issue price, it being specified that this average price may be corrected to take into account differences in the date of entitlement to dividends and possibly decreased by a maximum discount of 15%;

- states that, as required, the last three trading sessions referred to above will be those immediately preceding the setting of the issue price, which shall be set, where appropriate, at the end of the period in which investors make firm or indicative subscription orders (the "book building" period) and based on the prices featured in these orders;
- resolves that this authorisation shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- notes that the Board of Directors may apply this resolution in the context of the 18<sup>th</sup>, 19<sup>th</sup> and 24<sup>th</sup> resolutions; and
- notes that, in the event that the Board of Directors should use the authorisation given under this resolution, the Board must draw up an additional report certified by the Statutory Auditors describing the final conditions of the transaction and assessing the effective impact on the shareholders' situation.

### **TWENTY-FIRST RESOLUTION**

*Authorisation to be given to the Board of Directors to decide to increase the number of shares and/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*

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' report, in accordance with Article L. 225-135-1 of the French Commercial Code (*Code de Commerce*), the shareholders authorise the Board of Directors, subject to the adoption of the 17<sup>th</sup> to 19<sup>th</sup> resolutions, for a period of twenty-six months from the date of this Meeting, to increase, in accordance with Article R. 225-118 of the French Commercial Code (*Code de Commerce*) or any other applicable legal provisions, at its sole discretion and within the limit provided for under the resolution pursuant to which the initial issue is decided and within the limit of **Overall limit I** and **Overall limit II** provided for under the 27<sup>th</sup> resolution, within 30 days of the close of subscriptions to the initial issue and within the limit of 15% of the initial issue and at the same price as that used for the initial issue, the number of shares or securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights, decided in accordance with 17<sup>th</sup> to 19<sup>th</sup> resolutions.

The shareholders note that the limit provided for in the first paragraph of Article L. 225-134 I of the French Commercial Code (*Code de Commerce*), will be increased in the same proportions.

The shareholders also note that this authorisation supersedes any other prior authorisation for the same purpose.

## TWENTY-SECOND RESOLUTION

*Authorisation to be given to the Board of Directors to decide 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*

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' report, in accordance with paragraph 6 of Article L. 225-147 of the French Commercial Code (Code de Commerce), the General Meeting:

- authorises the Board of Directors to decide, based on the Appraiser's report referred to in paragraphs 1 and 2 of the abovementioned Article L. 225-147, to issue ordinary shares in the Company or securities giving access by any means, either immediately and/or in the future, to ordinary shares in the Company as consideration for contributions in kind granted to the Company and comprising shares or securities giving access to the share capital, where the provisions of Article L. 225-148 of the French Commercial Code (*Code de Commerce*) are not applicable;
- resolves that this authorisation shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed 10% of the share capital, it being specified that (i) this limit of 10% may be calculated at any time in view of the fact that it applies to the share capital adjusted in light of transactions impacting it subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place by exercising the rights and securities already issued, the exercise of which has been deferred, and (ii) the amount of capital increases provided for in this resolution will be included in Overall limit I provided for under the 27<sup>th</sup> resolution;
- resolves that the total nominal amount of debt securities giving access by all means to the share capital, that may be issued through this authorisation, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in case of issuance in another currency or in units of account set by reference to several currencies. This amount shall be included in **Overall limit II** provided for under the 27<sup>th</sup> resolution;
- resolves to cancel, where appropriate, the shareholders' pre-emptive right to subscribe for ordinary shares and securities issued under this resolution, in favour of the holders of the contributed shares and securities, and note that this authorisation entails the waiver of the shareholders' pre-emptive right to subscribe for the ordinary shares in the Company to which the securities issued under this resolution may grant access;
- resolves that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated under the conditions set down by law, to implement this authorisation and in particular to decide on the evaluation of the contributions and the granting of special benefits, record the completion of the capital increases carried out pursuant to this resolution, amend the bylaws accordingly, carry out all formalities and declarations and request all authorisations necessary to carry out these contributions;



- note that this authorisation supersedes any other prior authorisation for the same purpose.

### **TWENTY-THIRD RESOLUTION**

*Authorisation to be given to the Board of Directors to decide to increase the share capital through the capitalisation of additional paid-in capital, reserves, profits or other items*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and having noted that the share capital has been fully paid up, in accordance with Articles L. 225-129-2 and L. 225-130 of the French Commercial Code (*Code de Commerce*), the General Meeting:

- authorises the Board of Directors to decide to carry out one or more capital increases, in the amount and at the time it sees fit, through the successive or simultaneous capitalisation of additional paid-in capital, reserves, profits or other items that are eligible for capitalisation by virtue of the law or the bylaws, in the form of free share grants or an increase in the par value of existing shares or a combination of both;
- resolves that this authorisation shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed €4,210,280, i.e. approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall limit I** provided for under the 27<sup>th</sup> resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- in the event that the Board of Directors uses this authorisation, resolves that in accordance with the provisions of Article L. 225-130 of the French Commercial Code (*Code de Commerce*), fractional share rights may not be negotiable and that the corresponding securities will be sold; the proceeds from the sale will be allocated to the holders of the rights within the period provided for by law;
- resolves that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against one or several available reserve accounts and deduct the amount required to increase the statutory reserve;
- resolves that the Board of Directors shall have full powers, in accordance with the law, which may be delegated under the conditions set by law, to implement this authorisation and in particular to set the conditions of the issues provided for under this resolution, record the completion of these issues and amend the Company's bylaws accordingly;
- notes that this authorisation supersedes any other prior authorisation for the same purpose.

## TWENTY-FOURTH RESOLUTION

*Authorisation to be given to the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company*

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. 225-129-2 and L. 228-93 of the French Commercial Code (*Code de Commerce*), the General Meeting:

- authorises the Board of Directors to decide to issue shares and/or other securities of the Company to which securities issued by one or more companies in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or a company which directly or indirectly owns more than half of the Company's share capital (the "parent company") grant access.

These securities may only be issued by the Subsidiaries and/or the parent company with the approval of the Company's Board of Directors and may, in accordance with Article L. 228-93 of the French Commercial Code (*Code de Commerce*), give access by any means, immediately and/or in the future, to the Company's shares. They may be issued on one or more occasions, in France or abroad;

- resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in the **Overall limit I** provided for under the 27<sup>th</sup> resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- resolves, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision. This amount shall be included in the Overall limit II provided for under the 27<sup>th</sup> resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L. 228-92, paragraph 3, of the French Commercial Code (*Code de Commerce*), the issuance of which is decided or authorised by the Board of Directors in accordance with Article L. 228-4 of the French Commercial Code (*Code de Commerce*) or the bylaws;
- resolves, in any event, that the amount paid at the time of the issue or subsequently paid to the Company for each share issued pursuant to the issue of these securities must be at least equal to the minimum price set out by legal and regulatory provisions and the Company's bylaws. This price shall be adjusted, where appropriate, to take into account differences in the dates of entitlement to dividends;
- decides to waive the pre-emptive subscription rights on the aforementioned securities issued by Subsidiaries and/or the parent company, held by the Company's shareholders;
- notes that this authorisation entails the waiver by the shareholders of their pre-emptive right to subscribe for the shares in the Company to which the securities issued under this resolution may grant access;
- resolves that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, will be at

least equal to the minimum price set out in the legal or regulatory texts applicable at the date of issue;

- resolves that the Board of Directors may not use this authorisation from the date of the filing of a public offer for the Company's shares by a third party until the end of the offer period unless previously authorised to do so by the Shareholders' Meeting;
- resolve that the Board of Directors will have full powers to implement this resolution, subject to the approval of the Board of Directors, the Management Board or other competent executive or managerial bodies of the Subsidiaries and/or of the parent company issuing the securities referred to in this resolution, and in particular to:
  - set the amounts to be issued,
  - set the issue prices;
  - set the other terms and conditions of the issue and the characteristics of the securities that may be issued pursuant to this resolution;
  - set the date of entitlement to dividends, including retroactively, of the securities to be created,
  - 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;
  - offset, where applicable, the cost of capital increases against the amount of issue premiums corresponding to these increases and, if deemed appropriate, deducts from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each issue;
  - take all necessary measures and enter into all agreements to successfully carry out the planned issues, in accordance with the applicable French laws and regulations and, where appropriate, any applicable foreign laws and regulations,
  - list for trading on a stock exchange, where applicable, securities to be issued or shares issued by exercising securities giving access to Company shares to be issued;
  - report the completion of the capital increases carried out pursuant to this resolution and amends the bylaws accordingly, carries out all formalities and declarations and requests all authorisations necessary to carry out these issues.

#### **TWENTY-FIFTH RESOLUTION**

*Authorisation to be given to the Board of Directors to carry out a capital increase reserved for employees participating in a Company 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. authorises the Board of Directors 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 a company savings plan in France or in 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 Articles L. 3344-1 and L. 3344-2 of the French Labour Code (*Code du travail*), 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 **Overall limit I** provided for under the 27<sup>th</sup> resolution;

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. note 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. 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, 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.

#### **TWENTY-SIXTH RESOLUTION**

*Cancellation of shareholders' pre-emptive subscription rights in favour of employees participating in an 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 25<sup>th</sup> 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 23<sup>rd</sup> resolution instead of the discount or as the employer's matching contribution.

## **TWENTY-SEVENTH RESOLUTION**

### *Overall limit on authorisations to issue 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 and having noted that the share capital has been fully paid up, in accordance with the provisions of Article L. 225-129-2 of the French Commercial Code (*Code de Commerce*), the General Meeting:

- resolves that the total amount of capital increases that may be carried out immediately and/or in the future, pursuant to resolutions 17 to 25 proposed for approval before this Meeting, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares ("**Overall limit I**");
- resolves, in addition, that the total nominal amount of debt securities giving access by any means, immediately or in the future, to the share capital that may be issued pursuant to resolutions 17 to 25 of this Meeting shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision ("**Overall limit II**").

These limits may be increased, where applicable, by the nominal amount of the shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities or other rights giving access to the Company's share capital, issued by a Subsidiary and/or a parent company in accordance with the authorisations granted to the Board of Directors.

## **TWENTY-EIGHTH 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.

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### **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. 20 May 2019. They must be 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 (*Code de Commerce*) 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 Shareholders' Meeting, i.e., 29 April 2019, 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 General Meeting**

All shareholders have the right to attend the General 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 General Meeting if the shares are registered in an account 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 21 May 2019 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 General 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 General Meeting in person may either send a request for an admittance card to BNP Paribas Securities Services, CTO, Service Assemblées, 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 General 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 General 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., 21 May 2019.

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, 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 from the Company's Registered office or from BNP Paribas Securities Services or on request by registered letter with acknowledgement of receipt as of the date that the 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 General Meeting, i.e., 20 May 2019.

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](mailto: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](mailto: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, 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., 21 May 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 twenty-one days before the General Meeting, i.e. 2 May 2019, 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)).



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