

4.4.5 Statutory Auditors' special report on regulated agreements

This is a free translation into English of the Statutory Auditors' special report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

At the bioMérieux Annual General Meeting,

In our capacity as Statutory Auditors of bioMérieux, we hereby present our report on regulated agreements to you.

It is our responsibility to report to you, based on the information provided to us, the principal features, terms and conditions of the agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under Article R. 225-31 of the French Commercial Code, it is your responsibility to determine whether the agreements are appropriate and should be approved.

Where applicable, it is our responsibility to provide you with the information required by Article R. 225-31 of the French Commercial Code in relation to the implementation during the previous fiscal year of agreements already approved by the Annual General Meeting.

We have performed the procedures that we deemed necessary in accordance with the professional standards of the Compagnie Nationale des Commissaires aux Comptes (CNCC) relating to this engagement. These procedures consisted of verifying that the information provided to us is consistent with the underlying documents.

Agreements submitted for the approval of the Annual General Meeting

Agreements authorized and entered into during the previous fiscal year

Pursuant to Article L. 225-40 of the French Commercial Code, we have been advised of the following agreements entered into during the previous fiscal year that were subject to the prior authorization of your Board of Directors.

Stock restriction agreement related to the acquisition of US company Specific Diagnostics LLC

People concerned

Alexandre Mérieux, Chairman and Chief Executive Officer.

Nature and purpose

A Stock Restriction Agreement was authorized by the Board of Directors on May 18, 2022.

Terms and conditions

This agreement stipulates that in the acquisition of Specific Diagnostics LLC, certain restrictions relating to the shares of your company held by the Contributor in connection with the Contribution be provided for and especially an obligation of non-transferability of the shares of the Contributor for a period of one year subject to certain usual exceptions (in particular, in the event of transfer to affiliates or in the event of pledging of the shares in guarantee of the loans of the Contributor), a standstill obligation and other usual transfer restrictions for this type of non-controlling interest.

Grounds justifying the interest of the agreement for the company

Your Board justifies this agreement as follows: the agreement falls within the scope of Article L. 225-38 of the French Commercial Code insofar as it must be entered into by the Contributor, as a minority shareholder of your company, and Institut Mérieux, as the majority shareholder of your company, in the presence of your company. The agreement specifies that your company shall therefore be a signatory to the Stock Restriction Agreement but may not make any commitments whatsoever to the parties to the Stock Restriction Agreement.

Agreements authorized and entered into since year end

We have been advised of the following agreements, which have been authorized and entered into since the close of the previous fiscal year and which were previously authorized by your Board of Directors.

With the Fondation Christophe et Rodolphe Mérieux

People concerned

Alexandre Mérieux, Chairman and Chief Executive Officer.

Termination addendum to the master sponsorship agreement by mutual agreement

Nature and purpose

At its meeting of December 16, 2021, the Board of Directors authorized the amendment of the sponsorship agreement with Fondation Christophe et Rodolphe Mérieux, under which your company provides financial support to the foundation. Your company makes donations to the Fondation Christophe and Rodolphe Mérieux as part of its corporate sponsorship strategy.

Terms and conditions

Sponsorship with the Fondation Christophe et Rodolphe Mérieux had been increased in 2017 from €1,325,000 to €2,000,000 and your company's annual contribution had remained unchanged from the previous agreement. The total amount of these donations is determined and voted on each year by the Board of Directors, and your company's Board of Directors confirms the contribution for the following year in December.

Therefore, in the year ended December 31, 2022, your company reported total liabilities of €2,000,000 in relation to donations to the Fondation Christophe and Rodolphe Mérieux.

However, your company now wishes to allocate the amount of the budget granted under this agreement to the Fondation Mérieux and consequently terminate by mutual agreement, in accordance with the addendum signed on February 16, 2023, the agreement entered into with the Fondation Christophe et Rodolphe Mérieux, as from 2023.

Grounds justifying the interest of the agreement for the company

Your Board justifies this agreement as follows: it will increase the flexibility and operational abilities of its sponsorship activities.

Agreements already approved by the Annual General Meeting

Pursuant to Article R. 225-30 of the French Commercial Code, we were informed of the following agreements approved by the Annual General Meeting in prior years, which remained in place during the previous fiscal year.

With the Fondation Mérieux**People concerned**

Alexandre Mérieux, Chairman and Chief Executive Officer.

1) Addendum to the sponsorship agreement concluded on March 8, 2011**Nature and purpose**

Fondation Mérieux's sponsorship agreement concluded on March 8, 2011, was approved by the Board of Directors on December 18, 2014 and took effect on January 1, 2015 for an indefinite period.

Your company donates cash and assigns some of its employees to initiatives carried out on behalf of the Fondation Mérieux, as part of your corporate sponsorship strategy. The total amount represented by these donations and by the employees made available is determined and voted on each year by the Board of Directors.

This sponsorship agreement is in line with your company's general sponsorship policy and is driven by your company's support of the humanitarian activities and goals of the foundations over the long term, in the field of public health, which is your company's area of operation.

Terms and conditions

During the fiscal year ended December 31, 2022, your company recorded an expense of a total amount of €648,732 in donations to Fondation Mérieux.

2) Addendum to the service agreement dated January 1, 2011**Nature and purpose**

The agreement covering services provided to Fondation Mérieux by your company, was approved by the Board of Directors on December 18, 2014 and took effect on January 1, 2015 for an indefinite length of time.

Your company provides the Fondation Mérieux with human resources by assigning some of its employees to carry out Fondation work in biology, and by supplying administrative support and IT staff. These services are compensated in accordance with the regulation applicable to intragroup transfer prices, with an 8% margin added for the reimbursement of service costs, excluding biology services (categorized as research and development under the terms of the regulation on transfer prices), and a 10% margin added for the reimbursement of biology service costs.

Terms and conditions

In the year ended December 31, 2022, your company reported profits of €106,428.

With Institut Mérieux

People concerned

Alexandre Mérieux (Chairman and Chief Executive Officer) and Jean-Luc Bélingard (director).

Nature and purpose

An addendum to the service agreement provided by Institut Mérieux signed on April 23, 2015 was authorized by the Board of Directors on February 25, 2020 and signed on March 1, 2021.

This addendum to the service agreement between your company and its parent company, the purpose of which is to modify the allocation key used only for re-invoicing internal audit services. The contract provides for an allocation key for the current service costs to all companies in the Institut Mérieux Group based on three criteria: payroll, revenue and fixed assets of each company. This allocation key remains applicable except for internal audit services, which will be invoiced as follows under the addendum:

- costs corresponding to specific missions of an exceptional nature to one of the companies in the Institut Mérieux Group, as soon as they exceed a certain materiality threshold, will be invoiced directly to the company concerned, without any breakdown; and
- all the other costs corresponding to the other missions performed by Institut Mérieux for its subsidiaries will be assigned to each company of the Institut Mérieux Group based on two criteria: headcount and number of countries in which the company records more than €2 million of revenue.

An initial addendum had been authorized by the Board of Directors on December 20, 2018, the purpose of which was to amend the list of services rendered and the rules for re-invoicing your company for services rendered by Institut Mérieux in its capacity as the holding company of the Institut Mérieux Group.

Terms and conditions

For the year ended December 31, 2022, your company recorded liabilities of €13,096,778 and earnings of €9,151,334, of which €4,881,411 was from BioFire Diagnostics and €4,269,923 from bioMérieux Inc.

With Institut Mérieux, Mérieux NutriSciences, Transgène, ABL, Thera Conseil, Mérieux Développement and Fondation Mérieux, companies belonging to the Mérieux Group

People concerned

Alexandre Mérieux (Chairman and Chief Executive Officer), Harold Boël (independent director), Jean-Luc Bélingard and Philippe Archinard (directors).

Nature and purpose

An agreement on managing the mobility of employees within the Mérieux Group, was approved by the Board of Directors on February 28, 2017 and took effect on January 1, 2017 for an indefinite length of time.

Terms and conditions

This agreement provides that severance payments for employment contracts and/or the retirement of employees who have worked for Group companies, whose seniority was made retroactive without compensation, be divided equitably between the parties. This division is prorated according to compensation paid by each Mérieux Group company having benefited from the employees' services, except for compensation that constituted the basis for a previous severance payment.

Terms and conditions

For the year ended December 31, 2022, your company recorded earnings in the aggregate amount of €395,571, of which €206,162 was from ABL, €128,659 from Institut Mérieux, and €60,570 from Mérieux NutriSciences.

Lyon, March 17, 2023

The Statutory Auditors

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