

bioMérieux S.A.

Société anonyme au capital de 12 029 370 euros

Siège social : 69280 Marcy l'Etoile

673 620 399 RCS LYON

**REPORT OF THE BOARD OF DIRECTORS ABOUT THE TEXT OF RESOLUTIONS SUBMITTED
TO THE ANNUAL GENERAL MEETING ON MAY 23, 2023**

To the Shareholders,

We have called this Ordinary and Extraordinary Shareholders' Meeting in accordance with the Company's bylaws and the French Commercial Code (*Code de commerce*) to approve the resolutions presented below.

After presenting the situation of the Company and the Group in 2022 as well as the outlook and the events that have occurred since the end of the year, the following resolutions will be submitted for your approval during the **Ordinary General Meeting**:

- the parent company and consolidated financial statements for the year ended December 31, 2022 as approved by the Board of Directors on March 7, 2023;
- the appropriation of net income;
- the approval of the related-party agreement in respect of the addendum terminating by mutual agreement the framework sponsorship contract between bioMérieux and the Fondation Christophe et Rodolphe Mérieux;
- the approval of the related-party agreement consisting of a Restriction Agreement entered into by the Company with Institut Mérieux, relating to the Company's acquisition of US-based Specific Diagnostics;
- the renewal of the term of office of a director;
- the renewal of the term of office of a Statutory Auditor;
- the *ex-ante* say-on-pay vote on the compensation policy for corporate officers, the Chairman and Chief Executive Officer, the Chief Operating Officer and the directors in accordance with Article L.22-10-8 of the French Commercial Code;
- the *ex-post* say-on-pay vote on the compensation paid or allocated to the corporate officers, the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer in respect of the year ended December 31, 2022;
- lastly, a resolution to provide the Board of Directors with the required authorization to enable the Company to buy back its own shares.

During the **Extraordinary General Meeting**, the following resolution will be submitted for your approval:

- further to the authorization given to the Board of Directors to buy back Company shares, a resolution to authorize the Board of Directors to reduce the Company's share capital accordingly by canceling the treasury shares bought back;
- the approval of resolutions providing the Board of Directors with authorizations to carry out, where applicable, at its sole discretion, various financial transactions, in particular:

- granting share subscription and/or purchase options to employees and/or corporate officers of the Company and of French or foreign companies related to the Company, without pre-emptive subscription rights,
- carrying out a corresponding capital increase through the issue of ordinary shares reserved for employees participating in a company savings plan, without pre-emptive subscription;
- the ratification of the decision to cancel the planned conversion of the Company into a European Company (*Societas Europaea*).

The 2022 Universal Registration Document and other shareholder information are available on the Company's website.

1. MANAGEMENT REPORT ON THE TRANSACTIONS THAT OCCURRED DURING THE YEAR ENDED DECEMBER 31, 2022

As indicated in the concordance tables on pages 334 to 342 of the Universal Registration Document, the parent company and consolidated financial statements and the management report are set out in the Universal Registration Document (see Chapter 6, pages 212 *et seq.*), including the annual financial report.

2. THE BOARD OF DIRECTORS' REPORT ON THE ORDINARY AND EXTRAORDINARY RESOLUTIONS

A. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

1. Parent company and consolidated financial statements (resolutions 1 to 4)

The parent company and consolidated financial statements are set out in the management report, in Chapters 6.1.1 to 6.1.2 (pages 212 to 278) and Chapters 6.2.1 to 6.2.2 (pages 279 to 307) of the Universal Registration Document.

The appropriation of net income is set out in Chapter 6.2.3.2 (page 308).

2. Related-party agreement referred to in Articles L.225-38 *et seq.* of the French Commercial Code (resolutions 5 and 6)

The Statutory Auditors' special report describes the agreements duly authorized by the Board of Directors in 2022 and the agreements authorized in previous years that remained in force in 2022. The Universal Registration Document provides details on the related-party agreements and the third parties involved and sets out the Statutory Auditors' special report (see Chapter 4.4, pages 195 *et seq.*).

The following agreements were authorized in 2022:

- a Restriction Agreement relating to the acquisition of US-based Specific Diagnostics LLC:
 - the Restriction Agreement relating to the Specific Diagnostics LLC acquisition provides for certain restrictions on the bioMérieux shares held by the Contributor as part of the Contribution, including a one-year lock-up requirement on the Contributor's shares, subject to the usual exceptions (in particular in the event of transfer to subsidiaries or pledging of the shares as collateral for the Contributor's loans), a two-year standstill requirement, and other transfer restrictions customary for this type of non-controlling interest.

The Restriction Agreement falls within the scope of Article L.225-38 of the French Commercial Code insofar as it was entered into by the Contributor, as a minority shareholder of the Company, and Institut Mérieux, as a majority shareholder of the Company;

- o the addendum terminating by mutual agreement the framework sponsorship contract between bioMérieux and the Fondation Christophe et Rodolphe Mérieux:
 - on December 14, 2022, the Board of Directors of bioMérieux decided to approve the termination by mutual agreement of the sponsorship agreement between bioMérieux and Fondation Christophe et Rodolphe Mérieux.

3. Renewal of the term of office of a director (resolution 7)

The shareholders are called to vote on the renewal of the term of office of a director.

The Board of Directors recommends that you reappoint Philippe Archinard for a further period of four years, i.e., until the Annual General Meeting called in 2027 to approve the financial statements for the year ending December 31, 2026.

The renewal of his term of office is proposed for the reasons outlined below.

Philippe Archinard

Philippe Archinard, a French national, was born on November 21, 1959. He was Chief Executive Officer of Innogenetics until 2004. He began his professional career at bioMérieux in 1985 in various positions in France and the United States, including managing the US-based subsidiary, bioMérieux Inc. He was appointed Chairman and Chief Executive Officer of Transgene in 2010, where he had been Chief Executive Officer since 2004. Since 2014, Philippe Archinard has been Chairman of the BIOASTER scientific cooperation foundation, a technology research institute focusing on infectious diseases and microbiology. With a degree in chemical engineering, he holds a PhD in biochemistry from the University of Lyon and has also completed the PMD management program at the Harvard Business School. He chaired the Lyon competitiveness cluster, Lyon Biopôle, for 11 years. He is a director of Erytech Pharma SA and of the Ecole Supérieure de Chimie Physique Electronique de Lyon (CPE) representing the Fondation pour l'Université de Lyon (FPUL). He has been a director of bioMérieux since 2010.

Philippe Archinard is not an independent director.

4. Renewal of the term of office of Grant Thornton as Statutory Auditor (resolution 8)

The term of one of the Statutory Auditors, Grant Thornton, will expire at the 2023 Annual General Meeting.

On the recommendation of the Audit Committee, the Board of Directors recommends that you reappoint Grant Thornton, 44 quai Charles de Gaulle, 69006 Lyon, for a further period of six years, i.e., until the end of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2028.

Subject to the approval of the eighth resolution, the Company will continue to have two Statutory Auditors and no deputy Statutory Auditor.

5. Ex-ante say-on-pay vote – 2023 compensation policy (resolutions 9 to 12)

In accordance with Article L.22-10-8 of the French Commercial Code, the Board of Directors submits the compensation policy for corporate officers, the Chairman and Chief Executive Officer, the Chief Operating Officer(s) and the directors to the Annual General Meeting for approval.

The policy is set by the Board of Directors based on a recommendation of the Human Resources, Compensation and CSR Committee and is presented in the report required under the aforementioned article and included in Chapter 4.3.1 of the Universal Registration Document.

In accordance with Article L.22-10-8 of the French Commercial Code, the amounts resulting from the implementation of the policy will be submitted for shareholder approval at the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023.

The compensation policy for corporate officers (Chairman and Chief Executive Officer, Chief Operating Officer and members of the Board of Directors) for 2023 (as described in Chapter 4.3.1 of the Universal Registration Document) is subject to an overall vote, which has no impact on the outcome of the individual votes on the application of the policy to the Chairman and Chief Executive Officer, the Chief Operating Officer and the members of the Board of Directors.

We recommend that you approve the compensation policy as set out in the Universal Registration Document.

6. 2022 ex-post say-on-pay vote (resolutions 13 to 15)

In accordance with Article L.22-10-34 of the French Commercial Code, the Board of Directors submits the components of compensation paid or allocated to the corporate officers, Alexandre Mérieux, Chairman and Chief Executive Officer, Pierre Boulud, Chief Operating Officer, and the directors for the year ended December 31, 2022, as described in Chapter 4.3.2 of the Universal Registration Document, to the Annual General Meeting for approval.

We recommend that you approve the 2022 compensation components as set out in the Universal Registration Document.

7. Authorization to be given to the Company to buy back of its own shares (resolution 16)

We request that you authorize the Board of Directors, which may delegate or subdelegate its powers in accordance with the regulatory provisions applicable at the time of such buybacks, to purchase, on the Company's behalf, on one or more occasions, whenever it deems appropriate, a number of the Company's own shares, within the legal limit.

For several years now, the Company has been implementing the share buyback programs approved by successive Annual General Meetings, in order to allocate shares to employees under free share plans and employee savings plans and in connection with liquidity agreements.

Once again this year, we are requesting that you authorize the Board of Directors, which may delegate its powers, to purchase shares, on the Company's behalf.

This authorization is given to enable the Company, in order of priority, to:

- maintain a liquid secondary market for bioMérieux's shares through market-making transactions carried out by an independent investment services provider under a liquidity agreement that complies with the regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF);
- deliver shares under stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, allocate shares under a Company or Group employee savings plan (or similar plan) in connection with Company profit-sharing and/or allocate shares under any other share allocations to employees and/or corporate officers of the Group;
- reduce the Company's share capital by canceling shares within the legal limits;
- hold shares for their subsequent delivery in payment or exchange for external growth transactions;
- implement any market practices permitted or that may be permitted by the market authorities.

Under this authorization, the Company may buy back its own shares within the limits set out below (which may be adjusted in connection with transactions affecting the Company's share capital):

- the maximum purchase price per share may not exceed €250 excluding acquisition-related fees;
- the maximum theoretical amount set aside for this program is €2,959,030,500 (maximum theoretical amount excluding treasury shares). However, the Board of Directors, which may delegate its powers in accordance with the law, may adjust the aforementioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves and the granting of free shares, stock splits or reverse splits, capital redemptions or reductions, the distribution of reserves or other assets and any other transactions affecting equity, in order to take into account the impact of such transactions on the value of the shares.

The Board of Directors will report to the Annual General Meeting on the transactions carried out pursuant to this authorization.

In particular, a summary of the transactions carried out in 2022 is provided in Chapter 7.4.3.1 of the Universal Registration Document.

B. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

The Statutory Auditors have drawn up reports on the financial delegations, in accordance with applicable law.

1. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares (resolution 17)

Provided the resolution to buy back shares is approved (resolution 16), we request that you authorize the Board of Directors, in accordance with Article L.22-10-62 of the French Commercial Code, to reduce the Company's share capital by canceling all or some of the shares bought back by the Company under the share buyback program authorized in the sixteenth resolution of this Meeting, at its sole discretion, on one or more occasions, within the limit of 10% of the share capital over a period of 24 months from the date of this Meeting, and reducing the share capital by the same amount. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to reflect capital transactions carried out subsequent to this Meeting.

Accordingly, the shareholders would authorize the Board of Directors to offset any excess of the purchase price of canceled shares over their par value against existing paid-in capital or available reserve accounts, and grant full powers to the Board of Directors, which may be delegated under the conditions set by law, for the purpose of carrying out any and all formalities and making any and all filings necessary to finalize the capital reductions under this authorization, and to amend the bylaws accordingly.

This authorization would be 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 would supersede any other prior authorization for the same purpose.

2. Authorizations given to the Board of Directors (resolutions 18 to 29)

We recommend that you renew certain financial delegations to the Board of Directors in order to give the Company the means to act in the best interests of the Company, in particular by enabling the Company to strengthen its financial structure and develop its organic and external growth as well as employee profit-sharing.

Accordingly, we submit the following authorizations for approval:

Authorization 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 (resolution 18)

We therefore request that you:

- authorize the Board of Directors to decide to carry out one or more capital increases, with pre-emptive subscription rights, in the amounts and at the times it sees fit, through the issue (including through the free allocation of subscription warrants), in France and/or abroad and in euros, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
 - i. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting 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;
 - ii. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. 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;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve 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 twenty-ninth 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;
- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the twenty-ninth 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, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the bylaws;
- resolve 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;
- note that this authorization 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 and/or in the future, in favor of the holders of said securities;
- resolve 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 in Article L.225-134 of the French Commercial Code, at its

discretion, limit the issue to the amount of subscriptions received, provided that said amount equals 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;

- resolve 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 and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the twenty-ninth resolution;
- resolve 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 to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the 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 in this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization 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, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code (resolution 19)

We therefore request that you:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the time it sees fit, through the issue, in France and/or abroad and in euros, by way of an offer governed by paragraph II of Article L. 411-2 1° of the French Monetary and Financial Code, of shares in the Company or securities giving access by any means, immediately and/or in the future, to existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject to the authorization 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;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities;
- resolve 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, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve 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 as adjusted in light of capital transactions carried out subsequent to this Meeting and taking into

account the nominal amount of capital increases that may take place through the exercise of 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 shall be included in **Overall Limit I** provided for under the twenty-ninth resolution;

- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the twenty-ninth 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, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the bylaws;
- note that this authorization 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 and/or in the future, in favor of the holders of said securities;
- resolve that the exchange, reimbursement or, more generally, conversion of securities giving access to the share capital into shares shall 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 in this resolution;
- resolve 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 and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the twenty-ninth resolution, subject to the adoption of the twenty-second resolution;
- resolve 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 by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the 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 in this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization 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, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer (resolution 20)

We therefore request that you:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:

- i. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting 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;
 - ii. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. 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;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
 - resolve 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 on an irrevocable basis and, where so decided, for excess shares and securities, in accordance with Articles L.225-135 and L.22-10-51 of the French Commercial Code, it being specified that unsubscribed shares shall be offered to the public in France and/or other countries and/or on the international market;
 - resolve 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, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
 - resolve that the exchange, reimbursement or, more generally, conversion of securities giving access to the share capital into shares shall 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 in this resolution;
 - resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
 - resolve, in the event of an issue of securities offered in payment for securities tendered in a public exchange offer, that the Board of Directors shall have, in accordance with Article L.22-10-54 of the French Commercial Code and within the aforementioned limits, the necessary powers to define the list of securities tendered in the exchange, the terms of the issue, the exchange ratio, the balance to be settled in cash, where applicable, and the conditions of the issue;
 - resolve 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 twenty-ninth 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;
 - resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the twenty-ninth 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, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the bylaws;

- note that this authorization 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 and/or in the future, in favor of the holders of said securities;
- resolve 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 and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the twenty-ninth resolution, subject to the adoption of the twenty-second resolution;
- resolve 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 to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issue, subscription and payment of the 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 in this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization 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 Annual General Meeting (resolution 21)

We request that you authorize the Board of Directors, which may delegate its powers to the Chief Executive Officer, for each of the issues decided under the authorizations granted in the nineteenth and twentieth resolutions, and within the annual limit of 10% of the share capital per year 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 as adjusted in light of capital transactions carried out subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred), to derogate from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the ordinary shares and/or other securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company in one of the following ways:

- a) the issue price of the shares shall be at least equal to the weighted average of the closing prices on the Euronext Paris regulated market on the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) 2017/1129 of June 14, 2017, less, where so decided, a maximum discount of 10%;
- b) the issue price of securities giving immediate and/or future access to shares in the Company shall be set to ensure that the amount received immediately by the Company, increased, where applicable, by the amount to be received at a later date, shall, for each share issued as a result of the securities issued, be at least equal to the amount mentioned in paragraph a) above.

The amount of the capital increases carried out pursuant to this resolution shall be included in **Overall Limit I** and **Overall Limit II** provided for under the twenty-ninth resolution.

This authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting.

Authorization 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 (resolution 22)

We request that you authorize the Board of Directors, subject to the adoption of the eighteenth to twentieth resolutions, for a period of 26 months from the date of this Meeting, to increase, in accordance with Article R.225-118 of the French Commercial Code 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 twenty-ninth 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 and/or securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights, decided in accordance with the eighteenth to twentieth resolutions.

We request that you:

- note that the limit provided for in the first paragraph of Article L.225-134 I of the French Commercial Code will be increased in the same proportions;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization 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 (resolution 23)

We therefore request that you:

- authorize the Board of Directors to decide, based on the appraiser's report referred to in Articles L.225-147 (paragraphs 1 and 2) and L.22-10-53 of the French Commercial Code, 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 made to the Company and comprising shares or securities giving access to the share capital, where the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve 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 as adjusted in light of capital transactions carried out subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of 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 shall be included in **Overall Limit I** provided for under the twenty-ninth resolution;
- resolve that the total nominal amount of debt securities giving access by any means to the share capital or to debt securities, that may be issued under this authorization, 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 twenty-ninth resolution;
- resolve to cancel, where appropriate, the shareholders' pre-emptive right to subscribe for ordinary shares and securities issued under this resolution, in favor of the holders of the contributed shares and securities, and note that this authorization 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;

- resolve 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 to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to decide on the evaluation of the contributions and the granting of special benefits, place on record the completion of the capital increases carried out pursuant to this resolution, amend the bylaws accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these contributions;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to decide to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items (resolution 24)

We therefore request that you:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the successive or simultaneous capitalization of additional paid-in capital, reserves, profits or other items that are eligible for capitalization 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;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve 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 twenty-ninth 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 authorization, resolve that, in accordance with Articles L.225-130 and L.22-10-50 of the French Commercial Code, fractional share rights may not be negotiable and that the corresponding securities shall be sold; the proceeds from the sale will be allocated to the holders of the rights within the time limit provided for by law;
- resolve 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; resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and, in particular, to set the conditions of the issues provided for in this resolution, place on record the completion of these issues and amend the Company's bylaws accordingly;
- note that this authorization supersedes any other prior authorization for the same purpose.

Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights, 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 (resolution 25)

We therefore request that you:

- authorize 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;
- resolve that these securities may only be issued by the Subsidiaries with the approval of the Company’s Board of Directors and may, in accordance with Article L.228-93 of the French Commercial Code, give access by any means, immediately and/or in the future, to shares in the Company. They may be issued on one or more occasions, in France or abroad;
- resolve 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 twenty-ninth resolution;
- resolve that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the twenty-ninth 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, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the bylaws;
- resolve that, in any event, 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 provided for in the 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;
- resolve to cancel the pre-emptive subscription right of the Company’s shareholders to the abovementioned securities issued by the Subsidiaries and/or the parent company;
- resolve 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, shall be at least equal to the minimum price provided for in the legal or regulatory provisions applicable at the date of issue;
- resolve that the Board of Directors may not use this authorization 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 authorized to do so by the Annual General Meeting;
- resolve that the Board of Directors shall 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 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,
 - take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with legal and regulatory provisions and, where applicable, the contractual terms and conditions providing for other adjustments,
 - offset, where applicable, the cost of the capital increases against the amount of the corresponding issue premiums and, if deemed appropriate, deduct 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,
- place on record the completion of the capital increases carried out pursuant to this resolution and amend the bylaws accordingly, carry out all formalities and filings and request all authorizations necessary to carry out these issues.

Authorization to be given to the Board of Directors to grant share subscription or purchase options, without pre-emptive subscription rights (resolution 26)

We therefore request that you:

1. authorize the Board of Directors to grant, during periods authorized by the law, on one or more occasions, options giving the right to subscribe for new shares to be issued through an increase in the Company's share capital or to purchase existing shares in the Company, for the benefit of the persons of its choice that it shall determine from among the employees and corporate officers of the Company and companies or groups that are related to the Company under the conditions provided for in Article L.225-180 of the French Commercial Code, under the following conditions:
 - 1.1. the total number of options that may be granted by the Board of Directors under this authorization (i) may not give the right to subscribe for or purchase a number of shares exceeding 10% of the share capital on the grant date and (ii) must be within the legal limit set by Articles L.225-182 and R.225-143 of the French Commercial Code. This limit may be increased by the number of shares to be issued, where applicable, in respect of any adjustments made to preserve, in accordance with the law, the rights of the beneficiaries of the options,
 - 1.2. the number of options granted to corporate officers may not represent more than 0.1% of the total grants made by the Board of Directors pursuant to this resolution,
 - 1.3. each option shall give the right to subscribe for or purchase one Company share,
 - 1.4. the options shall be granted to employees and/or corporate officers (or certain of them) of the Company and companies or economic interest groups related to the Company under the conditions provided for in Article L.225-180 of the French Commercial Code, it being specified that, for as long as the shares of the Company are admitted to a regulated market, in order to grant stock subscription or purchase options to Company executives referred to in paragraph 4 of Article L.225-185 of the French Commercial Code, the Board of Directors must comply with the provisions of Article L.225-186-1 of the French Commercial Code,
 - 1.5. the total number of options granted shall give the right to subscribe for or purchase a total number of shares representing a maximum nominal amount of €1,202,937, i.e., a maximum of 11,836,122 shares, it being specified that the amount of capital increases resulting from the exercise of stock subscription options granted pursuant to this authorization shall not be deducted from the overall limit provided for in the twenty-ninth resolution,
 - 1.6. the exercise price of the options shall be set by the Board of Directors on the grant date. The price may not be lower than 80% of the average listed price during the 20 trading days preceding the grant date, as no options may be granted less than 20 trading days after the ex-dividend date of shares entitling the holder to a dividend or a capital increase,
 - 1.7. each option must be exercised no later than four years from the grant date, after which it will lapse. In the case of grants to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors shall either (i) decide that the shares resulting from the exercise of the options may not be sold by the persons concerned

until they cease to hold office or their office is renewed, or (ii) set the number of shares resulting from the exercise of the options that must be held in registered form until they cease to hold office or their office is renewed,

- 1.8. the grants made pursuant to this resolution may be subject to the achievement of one or several performance criteria that shall be defined by the Board of Directors and assessed over a three-year period;
2. grant, consequently, full powers to the Board of Directors to implement this authorization, including, but not limited to:
 - 2.1. determine the list of beneficiaries and the number of options granted to each one, subject to the above limits,
 - 2.2. determine the type of options (share subscription or purchase options),
 - 2.3. set the terms and conditions of the options and finalize the plan rules, including, if applicable, any performance criteria and the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may bring forward the exercise dates or periods of the options, maintain the exercisable nature of the options or amend the dates on or periods during which the shares resulting from the exercise of the options may not be transferred or converted into bearer shares, and determine any clauses prohibiting the immediate resale of all or some of the shares,
 - 2.4. take all necessary measures to protect the interests of the beneficiaries in light of any financial transactions that may take place before the options are exercised,
 - 2.5. if applicable, limit, suspend, restrict or prohibit the exercise of the options or the conversion to bearer form of the shares resulting from the exercise of the options during certain periods or after certain events, with such decision covering all or some of the options or shares or concerning all or some of the beneficiaries,
 - 2.6. set the exercise periods for the options granted, it being stipulated that the term of the options may not exceed four years from the grant date,
 - 2.7. provide for the option to temporarily suspend the right to grant options, under the conditions provided for by the applicable laws and regulations;
 - 2.8. place on record the completion of the capital increases for the amount of shares that will be actually subscribed through the exercise of stock options, amend the bylaws accordingly, complete the subsequent formalities, and, at its sole discretion, if deemed appropriate, make any deductions from additional paid-in capital of the costs incurred by the completion of the issues and deduct from this amount the sums required to increase the statutory reserve,
 - 2.9. take all measures and carry out all formalities required for the listing of the newly issued shares.

This authorization entails the express waiver by the shareholders of their pre-emptive subscription right to subscribe for the shares issued as and when the options are exercised, in favor of the beneficiaries of the options.

The capital increase resulting from the exercise of the options shall be definitively completed by the declaration of the exercise of the option, accompanied by the subscription note and the payment of the full amount, either in cash or by offsetting against Company receivables.

Every year, the Board of Directors shall report to the Ordinary Shareholders' Meeting on the transactions carried out pursuant to this resolution, in accordance with Article L.225-184 of the French Commercial Code.

This authorization to grant stock options is given to the Board of Directors for a period of 38 months from the date of this Meeting.

Authorization to be given to the Board of Directors to carry out a capital increase reserved for employees participating in a company savings plan (resolution 27)

We therefore request that you:

1. authorize 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 Company's share capital reserved for employees participating in a company savings plan in France or in foreign companies related to the Company under the conditions provided for in Article L.225-180 of the French Commercial Code and Articles L.3344-1 and L.3344-2 of the French Labor Code, 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 Labor Code), it being specified that this amount shall be included in **Overall Limit I** provided for under the twenty-ninth resolution;
2. resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
3. resolve that the characteristics of the securities giving access to the Company's share capital shall be decided by the Board of Directors in accordance with the law;
4. resolve that the subscription price of the securities issued under this authorization shall be set by the Board of Directors and determined in accordance with the conditions provided for in Article L.3332-19 of the French Labor Code;
5. note that the Board of Directors may decide to issue shares or securities giving access to the Company's share capital 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. resolve that the Board of Directors shall have full powers, which may be delegated under the conditions set by law, to implement this authorization within the limits and under the conditions set out above, and in particular:
 - 6.1. set the characteristics of the securities to be issued and the amounts to be offered for subscription, and, in particular, set the issue price, and, where applicable, the discount provided for in Article L.3332-19 of the French Labor Code, 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. set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or purchase, 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 authorization,
 - 6.3. set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,
 - 6.4. take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with legal and regulatory provisions and, where applicable, the contractual terms and conditions providing for other adjustments,
 - 6.5. place on record the capital increases in the amount of shares actually subscribed or other securities issued pursuant to this authorization,
 - 6.6. offset, where applicable, the cost of capital increases against the amount of shares which are actually subscribed or other securities issued pursuant to this authorization 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, offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, place on record the capital increases carried out pursuant to this authorization 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 the 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, listing and financial management of the securities issued pursuant to this authorization, as well as the exercise of the related rights;
7. resolve that this authorization is given to the Board of Directors for a period of 26 months from the date of this Meeting and supersedes any other prior authorization for the same purpose.

Cancellation of shareholders' pre-emptive subscription rights in favor of employees participating in a company savings plan (resolution 28)

We request that you resolve to cancel the shareholders' pre-emptive subscription right to these shares, including shares resulting from the issue pursuant to the twenty-seventh resolution of securities giving access to the share capital either immediately and/or in the future, in favor of employees, retired former employees and eligible corporate officers within the meaning of the law, participating in a company savings plan; said shareholders would waive any right to shares or securities which may be granted under this resolution, including any portion of reserves, profits or additional paid-in capital incorporated into the share capital in connection with the grant of free shares and securities issued pursuant to the twenty-seventh resolution instead of the discount or as the employer's matching contribution.

Overall limit on authorizations to issue shares (resolution 29)

We therefore request that you:

- resolve that the total amount of capital increases that may be carried out, immediately and/or in the future, pursuant to the eighteenth, nineteenth, twentieth, twenty-second, twenty-third, twenty-fourth, twenty-fifth and twenty-seventh resolutions of 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**");
- resolve, in addition, that the total nominal amount of debt securities giving access by any means, immediately and/or in the future, to the share capital that may be issued pursuant to the eighteenth, nineteenth, twentieth, twenty-second, twenty-third, twenty-fourth, twenty-fifth and twenty-seventh resolutions of this Meeting, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, 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 authorizations granted to the Board of Directors.

3. Ratification of the decision to cancel the planned conversion of the Company into a European Company (*Societas Europaea*) and the terms of the proposed conversion (resolution 30)

We request that you grant full powers to the Board of Directors, which may delegate those powers, to (i) take note of the completion of negotiations relating to the conversion of the Company into a European Company and (ii) the non-registration of the Company in its new form and, more generally, to (iii) take all necessary steps to place on record the definitive cancellation of the conversion.

4. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities (resolution 31)

The shareholders are invited to grant full powers to the bearer of an original copy of the minutes of this Annual General Meeting, or of a copy or extract thereof, for the purpose of completing all necessary formalities.

On the basis of the foregoing, we request that you approve the proposed resolutions.

The Board of Directors