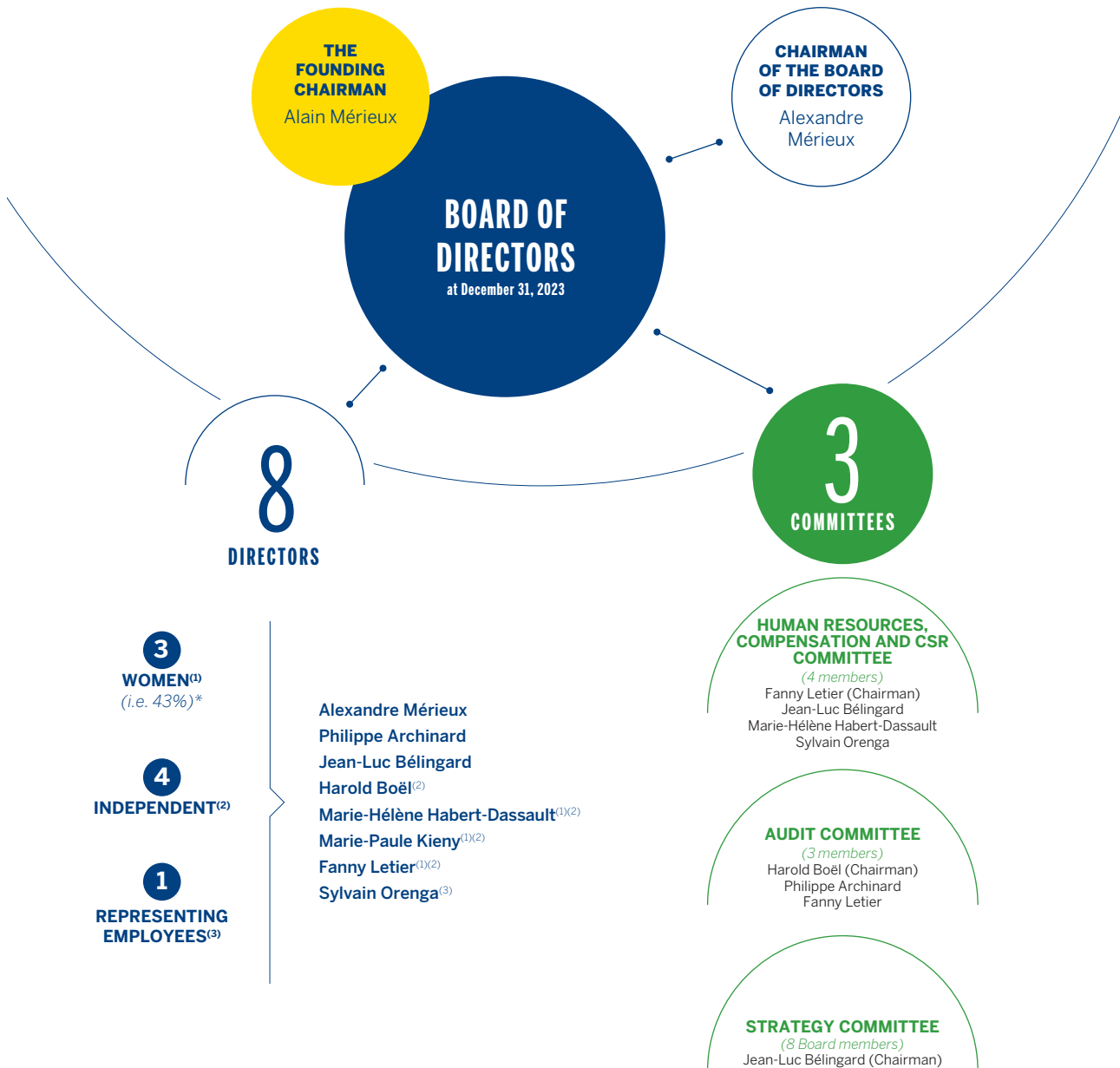


4.2.2 Board of Directors on December 31, 2023



* Pursuant to Article L. 225-27-1 of the French Commercial Code (Code de Commerce), the percentage of female directors is calculated without including the director representing employees.

Summary table of members of the Board of Directors at December 31, 2023

	Age (at 12/31/2023)	Gender	Nationality	Number of shares	Number of directorships in listed companies ^(a)	Inde- pen- dence	Initial appoint- ment date	Term expires	Number of years on Board (at 05/ 23/2023)	Participation in Board Committees
Alexandre Mérieux <i>Chairman of the Board of Directors</i>	49 years	M	French	60	2		04/16/2004	2026	19 years	Strategy Committee
Philippe Archinard <i>Non-independent director</i>	64 years	M	French	30	3		06/10/2010	2027	13 years	Audit Committee ^(c) Strategy Committee
Jean-Luc Bélingard <i>Non-independent director</i>	75 years	M	French	60,150	3		09/15/2006	2026	17 years	Strategy Committee (Chairman) HR, Compensation and CSR Committee ^{(b)(c)}
Harold Boël <i>Independent director</i>	59 years	M	Belgian	150	2	✓	05/30/2012	2024	11 years	Audit Committee (Chairman) Strategy Committee
Marie-Hélène Habert-Dassault <i>Independent director</i>	58 years	F	French	57	4	✓	05/30/2012	2024	11 years	Strategy Committee HR, Compensation and CSR Committee ^(b)
Marie-Paule Kieny <i>Independent director</i>	68 years	F	French and Swiss	180	1	✓	08/28/2017	2025	6 years	Strategy Committee HR, Compensation and CSR Committee ^(d)
Fanny Letier <i>Independent director</i>	44 years	F	French	30	2	✓	05/30/2017	2025	6 years	HR, Compensation and CSR Committee ^(b) (Chair) Audit Committee (since 05/23/2023), Strategy Committee
Sylvain Orenga <i>Director representing employees</i>	58 years	M	French	N/A	N/A		05/23/2022	2026	1 year	HR, Compensation and CSR Committee ^(b) as of March 2023, Strategy Committee

(a) Including the position held at bioMérieux.

(b) Human Resources, Compensation and CSR Committee

(c) Until May 23, 2024.

(d) As of May 23, 2024.

4.2.3 Members of the Board of Directors

The Board of Directors is composed of at least three members and up to the maximum number permitted by law.

The directors

The Annual General Meeting of May 23, 2023 renewed Philippe Archinard's term of office until the close of the Annual General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026. Agnès Lemarchand's term of office ended during the Annual General Meeting of May 23, 2023.

As of the Annual General Meeting of May 23, 2023, the Board of Directors is comprised of eight directors, including four independent directors and one director representing employees.

Two directors' terms of office will expire at the end of the 2024 Annual General Meeting: Marie-Hélène Habert-Dassault and

Harold Boël. At its meeting on March 13, 2024, the Board of Directors, on the recommendation of the Human Resources, Compensation and CSR Committee, will submit resolutions to the 2024 Annual General Meeting regarding the reappointment of Harold Boël as well as the appointment of the two directors whose biographies appear below. In addition, at the end of the 2024 Annual General Meeting, and provided that the various resolutions are approved, the Board of Directors will be composed of nine directors, including three independent directors and one director representing employees.

Biography of the director whose reappointment will be submitted by the Board of Directors to the 2024 Annual General Meeting

Harold Boël

Aged 59, Harold Boël holds a Bachelor of Science degree in chemistry from Brown University (United States) and a diploma in Materials Science from the *École Polytechnique Fédérale de Lausanne*. He has held various managerial positions in the steel industry within the Corus group. He has been the Chief Executive Officer of Sofina (Belgium – listed company) since 2008.

A description of her directorships and positions is included in Section 4.2.4.

Since 2012, he has been a director of bioMérieux, Chairman of the Audit Committee and a member of the Strategy Committee.

The Board of Directors recommends that the Annual General Meeting renew the directorship of Harold Boël for the following reasons:

- having been a Company director for over 11 years, he has in-depth knowledge of the Company and its issues, and brings his expertise as Chairman of the Audit Committee;
- he has experience as an investor in growth companies;
- he represents Sofina, one of the Company's main shareholders (see Section 7.3.2).

Following the 2024 Annual General Meeting, and provided that his reappointment is approved, Harold Boël will no longer be considered an independent director due to the length of service of his directorship, which will be over 12 years.

Biography of the directors whose appointment is proposed by the Board of Directors to the 2024 Annual General Meeting

Groupe Industriel Marcel Dassault

Société par actions simplifiée (French simplified joint stock company)

RCS PARIS 400 628 079

Headquarters: 9, rond point des Champs-Élysées Marcel Dassault - 75008 PARIS - France

The appointment, for a duration of four years, of the Groupe Industriel Marcel Dassault, as a director will be submitted to a shareholders' vote at the 2024 Annual General Meeting.

The Groupe Industriel Marcel Dassault is a French industrial group that designs and manufactures military airplanes, commercial airplanes and space systems. It will be represented on the Board of Directors by Marie-Hélène Habert-Dassault.

Marie-Hélène Habert-Dassault

Marie-Hélène Habert-Dassault, 58, holds a post-graduate diploma in Business Law and Taxation, a degree in Business Law from the University Paris 2 Panthéon-Assas (1988), and a Master's degree in Strategy and Marketing from Sciences Po (1989). She began her career at DDB Advertising in London as a media planning consultant. She joined the Dassault Group in 1991 as Deputy Communications Director. Since 1998, she has been

Director of Communications and Corporate Sponsorship of the Dassault Group.

A description of her directorships and positions is included in Section 4.2.4.

She has been a director of bioMérieux since 2012. She is a member of the Human Resources, Compensation and CSR Committee and the Strategy Committee.

The Board of Directors recommends that the Annual General Meeting appoint the Groupe Industriel Marcel Dassault, represented by Marie-Hélène Habert-Dassault, for the following reasons:

- Marie-Hélène Habert Dassault has been a Company director for over 11 years; she has in-depth knowledge of the Company and its issues;
- Marie-Hélène Habert Dassault has experience in large French industrial groups;
- Groupe Industriel Marcel Dassault is one of the Company's main shareholders (see Section 7.3.2).

Marie-Hélène Habert Dassault's detailed biography, especially the list of her directorships, appears in Section 4.2.4.

Viviane Monges

She is an independent director and member of the Audit Committee and the Strategy Committee.

Born October 15, 1963 and of French nationality.

Main expertise: governance, international experience, management of large groups and/or listed companies, strategy & M/A, finance/audit, health sector, R&D and innovation, CSR.

Viviane Monges has an MBA from the Ecole Supérieure de Commerce de Paris and has more than 30 years of experience as a Financial Director, mainly in the pharmaceutical industry, as well as holding several administrative positions. She has held a number of regional and international positions at Wyeth/Pfizer, Novartis OTC and Galderma, in Europe and the United States. Throughout her career, she has concentrated on business growth, operational efficiency, external acquisitions and licenses. Since 2017, she has focused on board work and serves on the Boards of Directors of Novo Holdings, Ferring Pharmaceuticals, ADC Therapeutics and Pharvaris.

In 2021, she took charge of the constitution of the Board of Directors of Euroapi, a company arising from the split from Sanofi, specialized in the production of active pharmaceutical

ingredients and CDMO services, of which she has been the Chairman of the Board of Directors since its listing on the Euronext regulated market in May 2022.

List of directorships and positions held at 12/31/2023 (all companies):

- Novo Holdings: director;
- ADC Therapeutics⁽¹⁾: Director, Chairman of the Audit Committee and a member of the Nomination and Corporate Governance Committee⁽¹⁾ at Pharvaris;
- Pharvaris⁽¹⁾: Director and Chairman of the Audit Committee;
- Euroapi⁽¹⁾: Chairman of the Board of Directors;
- Ferring Pharmaceuticals: Director and Chairman of the Audit Committee.

Furthermore, Viviane Monges' status as an independent director was reviewed by the Human Resources, Compensation and CSR Committee prior to her proposed appointment. This committee concluded that the candidate meets all of the independence criteria defined by the AFEP-MEDEF Corporate Governance Code, allowing her to be qualified as an independent director. This analyses was then presented to the Board of Directors, who confirmed the conclusions.

The director representing employees

Sylvain Orenge was appointed director representing employees on April 29, 2022, replacing Frédéric Besème with effect from May 23, 2022, for a period of four years, i.e. until 2026.

Sylvain Orenge is a member of the Human Resources, Compensation and CSR Committee and the Strategy Committee.

The Founding Chairman

Alain Mérieux was appointed Founding Chairman by the Board of Directors in 2017. The Annual General Meeting of May 20, 2021 reappointed him for a period of four years until the close of the Annual General Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024. The articles of association enable the Board of Directors to appoint an honorary Founding Chairman, an individual, selected from among the former Chairpersons of the Company. Alain Mérieux is a former Chairman of the Company.

The Founding Chairman is eligible indefinitely. He is invited to all Board meetings and attends in an advisory role. He must nevertheless comply with the internal rules of the Board of Directors. His right to information and communication is identical to that of the members of the Board of Directors.

Advisory Board member

Under the terms of Article 12 IV of the articles of association, the Board of Directors may be assisted by between one and three advisory Board members appointed by the Ordinary Annual General Meeting upon recommendation from the Chairman of the Board and subject to prior approval from the Board itself. advisory Board members are appointed for a period of three years. The appointment of Benoît Ribadeau-Dumas as an advisory Board members of the Board of Directors will be submitted for approval to the Ordinary Annual General Meeting of May 23, 2024.

(1) Listed companies.

Representatives of the Central Social and Economic Committee (CSEC)

There are four representatives who are convened to each meeting of the Board of Directors.

Changes in the composition of the Board of Directors and its committees during fiscal year 2023

Situation as at December 31, 2023

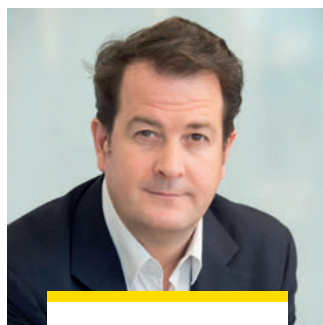
	Departure	Appointment	Renewal
Board of Directors	Agnès Lemarchand May 23, 2023		Philippe Archinard May 23, 2023
Audit Committee	N/A	Fanny Letier since May 2023	N/A
Human Resources, Compensation and CSR Committee	N/A	Sylvain Orega since March 2023	
Strategy Committee	N/A	N/A	

Summary of the staggering of directors' terms of office

Director	2024 Meeting	2025 Meeting	2026 Meeting	2027 Meeting
Alexandre Mérieux			•	
Philippe Archinard				•
Jean-Luc Bélingard			•	
Harold Boël	•			
Marie-Hélène Habert-Dassault	•			
Marie-Paule Kieny		•		
Fanny Letier		•		
Sylvain Orega (director representing employees)			•	

4.2.4 Biographies of directors (at 12/31/2023)

The table below presents all of the directorships and positions held in other companies by each of the Company's corporate officers based on the information they have submitted.



Alexandre Mérieux

Chairman of the Board of Directors
Member of the Strategy Committee.

Non-independent director

Born on **01/15/1974**
(aged 49)

Nationality: **French**

First appointed on:
04/16/2004

Term expires: **2026**

Number of shares
in the Company: **60**

MAIN EXPERTISE:

Executive management
of major groups/listed
companies

International
environment

Strategy and M&A

Health sector

Alexandre Mérieux holds a degree in biology from Lyon I University and is a graduate of HEC Montréal Business School. He worked for Silliker Group Corporation from 1999 to 2004. During this period, he held marketing positions in the United States and Europe before becoming Marketing and Business Unit Director in France.

He joined the bioMérieux Group in 2005 as Executive Vice President, Industrial Microbiology. Then, from 2011 to 2014, Mr. Mérieux was Corporate Vice President of the Microbiology and Industrial Operations unit. He became Chief Operating Officer in April 2014 and led bioMérieux's Executive Committee. He was appointed Chairman and Chief Executive Officer by the Board of Directors on December 15, 2017. Alexandre Mérieux has been Vice-Chairman of Institut Mérieux since December 2008. In 2009, he took over the chairmanship of Mérieux Développement and has chaired the Board of Directors of Mérieux NutriSciences since 2013.

During its meeting on June 13, 2023, the Board of Directors decided to proceed with the separation of duties between the Chairman of the Board of Directors and the Chief Executive Officer and to appoint Alexandre Mérieux as Chairman of the Board of Directors.

Other directorships and positions held at 12/31/2023 (all companies)

Within the Group^(a):

- Chief Operating Officer, Director and Vice-Chairman of Institut Mérieux
- Chairman of Mérieux Développement SAS, Mérieux NutriSciences Corp. (Chairman) (United States)
- CEO of Compagnie Mérieux Alliance
- Manager of SCI ACCRA
- Director of Fondation Christophe et Rodolphe Mérieux
- Director of Mérieux Foundation
- Director of Mérieux Equity Partners SAS
- Representative of bioMérieux SA as the Chairman of the Board of the bioMérieux Endowment Fund

Outside the Group^(a):

- Director of Plastic Omnium (France – listed company)
- Permanent representative of Mérieux Participations 2, director of Financière Senior Cinqus SAS (France) (formerly Financière Senior Mendel SAS France)
- Director of the Fondation Jacques Chirac

Directorships and positions that have expired in the past five years

Within the Group^(a):

N/A

Outside the Group^(a):

N/A

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Philippe Archinard

Member of the Audit Committee (until May 23, 2024)

Member of the Strategy Committee

Non-independent director

Born on **11/21/1959**
(aged 64)

Nationality: **French**

First appointed on:
06/10/2010

Term expires: **2027**

Number of shares
in the Company: **30**

MAIN EXPERTISE:

International
environment

Executive management
of major groups/listed
companies

Scientific expertise

Strategy and M&A

Finance/audit

Health sector

Philippe Archinard is a graduate of the École Nationale Supérieure de Chimie in Montpellier and holds a PhD in biochemistry from the University of Lyon. He has also completed the PMD management program from the Harvard Business School. He was the Chief Executive Officer of Innogenetics (Belgium) from 2000 to 2004.

He was appointed Chief Executive Officer of Transgene in 2004 and Chairman and Chief Executive Officer in 2010. Since 2014, Philippe Archinard has been Chairman of BIOASTER (Foundation for scientific cooperation), a technology research institute focusing on infectious diseases and microbiology. He chaired the Lyon competitiveness cluster, Lyon Biopôle, for 11 years. He has terminated his operational functions at Transgene while continuing to be a director of this company. He has also been Chief Operating Officer of Institut Mérieux since 2021.

Other directorships and positions held at 12/31/2023 (all companies)

Within the Group^(a):

- Chief Operating Officer of Institut Mérieux (France)
- Director of Transgene SA (France – listed company)
- Director of ABL Inc. (USA)

Outside the Group^(a):

- Director of Erytech Pharma SA (France – listed company)
- Chairman of BIOASTER (Foundation for scientific cooperation)
- Director of NH Theraguix (France)
- Chairman of the Supervisory Board of Fabentech
- Director of Geneuro (France – listed company)

Directorships and positions that have expired in the past five years

Within the Group^(a):

- Chief Executive Officer of TSGH (France)
- Chairman and Chief Executive Officer of Transgene SA (France – Listed company – term expired: 2020)

Outside the Group^(a):

- Director of CPE Lyon – Representative of FPUL (term expired: 2020)

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Jean-Luc Bélingard

Chairman of the Strategy Committee
Member of the Human Resources, Compensation and CSR Committee

(until May 23, 2024)

Non-independent director

Born on **10/28/1948**
 (aged 75)

Nationality: **French**

First appointed on:
09/15/2006

Term expires: **2026**

Number of shares
 in the Company: **60,150**

MAIN EXPERTISE:

Executive management
 of major groups/listed
 companies

International
 environment

Strategy and M&A

Health sector

Jean-Luc Bélingard is a graduate of HEC Paris and holds an MBA from Cornell University (United States). He was CEO of Roche Diagnostic and a Member of the Executive Committee of Roche Group from 1990 to 1999. He was also a member of the Management Board and Chairman and Chief Executive Officer of bioMérieux-Pierre Fabre between 1999 and 2001. He then became Chairman and Chief Executive Officer of IPSEN from 2001 to 2010, and Chairman and Chief Executive Officer of bioMérieux between 2011 and 2017.

Other directorships and positions held at 12/31/2023 (all companies)

Within the Group^(a):

- Director and Vice-Chairman of Institut Mérieux (France)
- Director of Transgene SA (France – listed company)

Outside the Group^(a):

- Director of LabCorp of America (United States – listed company)
- Director of Lupin (India – listed company)

Directorships and positions that have expired in the past five years

Within the Group^(a):

- Director of ABL Inc. (term expired: 2018)

Outside the Group^(a):

- Director of Starllergenes Greer (UK – listed company – term expired: 2019)
- Director of Pierre Fabre SA (France) (term expired: 2022)

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Harold Boël

Chairman of the Audit Committee
Member of the Strategy Committee

Independent director^(a)

Born on **08/27/1964**
(aged 59)

Nationality: **Belgian**

First appointed on:
05/30/2012

Term expires: **2024**

Number of shares
in the Company: **150**

MAIN EXPERTISE:

International
environment

Strategy & M&A

Finance/Audit

Digitalization and new
economy

Harold Boël holds a Bachelor of Science degree in chemistry from Brown University (United States) and a diploma in Materials Science from the *École Polytechnique Fédérale de Lausanne*. He has held various managerial positions in the steel industry within the Corus group. He has been the Chief Executive Officer of Sofina (Belgium – listed company) since 2008.

Other directorships and positions held at 12/31/2023 (all companies)

Within the Group^(b):

- Director of Mérieux NutriSciences Corporation (United States)

Outside the Group^(b):

- Deputy director of Sofina SA (Belgium – listed company)
- Director of Cognita (UK)
- Deputy director of Société de Participations Industrielles (Belgium)
- Chairman of Domanoy (Belgium)

Directorships and positions that have expired in the past five years

Within the Group^(b):

N/A

Outside the Group^(b):

- Director of SODAVI (Belgium – term expired: 2020)

(a) Independent director according to the assessment made by the Board of Directors until the next renewal, or following the 2024 Annual General Meeting (see Section 4.2.5).

(b) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.



Marie-Hélène Habert-Dassault

Member of the Human Resources, Compensation and CSR Committee
Member of the Strategy Committee

Independent director^(a)

Born on **04/04/1965**
 (aged 58)

Nationality: **French**

First appointed on:
05/30/2012

Term expires: **2024**

Number of shares
 in the Company: **57**

MAIN EXPERTISE:

Executive management
 of major groups/listed
 companies

Health sector

CSR

Marie-Hélène Habert-Dassault holds a post-graduate diploma in Business Law and Taxation, a degree in Business Law from the University Paris 2 Panthéon-Assas (1988), and a Master's degree in Strategy and Marketing from Sciences Po (1989). She began her career at DDB Advertising in London as a media planning consultant. She joined the Dassault Group in 1991 as Deputy Communications Director. Since 1998, she has been Director of Communications and Corporate Sponsorship of the Dassault Group.

Other directorships and positions held at 12/31/2023 (all companies)

Within the Group^(b):

N/A

Outside the Group^(b):

- Member of the Supervisory Board of GIMD
- Director of Dassault Aviation SA^(c) (France – listed company) since 2014, Dassault Systèmes SA^(c) (France – listed company) since 2014, and Artcurial SA^(c)
- Director and Chair of the Serge Dassault Foundation
- Vice-Chair on the Supervisory Board of Immobilière Dassault SA^(c) (France – listed company)
- Chair of the Supervisory Board of Rond-Point Immobilier (SA)
- Manager of H Investissements SARL and HDH Immobilière
- Director of SIPAREX
- Director of Fondation Fondamental
- Director of Fondation Gustave Roussy
- Manager of SCI Duquesne
- Chair and member of the Strategy Committee of HDF (SAS)

Directorships and positions that have expired in the past five years

Within the Group^(b):

N/A

Outside the Group^(b):

- Chair of the Supervisory Board of GIMD
- Member of the Supervisory Board of Rond-Point Immobilier (SA)
- Vice Chair of the Serge Dassault Foundation
- Vice Chair and member of the Strategy Committee of HDF (SAS)
- Manager of HDH

(a) Independent director according to the assessment made by the Board of Directors until the next renewal, or following the 2024 Annual General Meeting (see Section 4.2.5).

(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.

(c) Companies controlled by GIMD within the meaning of Article L. 233-16 of the French Commercial Code.



Marie-Paule Kieny

Member of the Human Resources, Compensation and CSR Committee

(as of May 23, 2024)

Member of the Strategy Committee

Independent director^(a)

Born on **04/24/1955**
(aged 68)

Nationalities: **French
and Swiss**

First appointed on:
08/28/2017

Term expires: **2025**

Number of shares
in the Company: **180**

MAIN EXPERTISE:

Strategy and M&A

CSR

Health sector (global
health, low-income
countries, research
and development)

Marie-Paule Kieny obtained her doctorate in microbiology at the University of Montpellier (France). She has published more than 350 articles and reviews, mainly in the fields of infectious diseases, immunology, vaccinology and healthcare systems.

Until June 2017, she occupied the position of Assistant Director General responsible for health systems and innovation at the World Health Organization (WHO). She notably coordinated the WHO's R&D work during the Ebola epidemic in West Africa from 2014 to 2016. She also designed the WHO's master plan for R&D (global preparedness plan against emerging diseases epidemics). Before joining the WHO, Ms. Kieny occupied first-rate research positions in the public and private sectors in France. Until May 1, 2022, she was Research Director at INSERM (Paris, France), in charge of the priority research program on antimicrobial resistance initiated by France in 2019 under the Future Investments program.

Between March and July 2020, she was a member of the Research and Expertise Analysis Committee (CARE), created by President Macron, to advise the government on COVID-19 treatments, vaccines and tests. Between June 2020 and October 2022, she was Chair of the French Scientific Committee for the COVID-19 vaccine.

She is Chair of the Board of Directors of the Drugs for Neglected Diseases initiative (DNDi, Geneva, Switzerland) and the Medicines Patent Pool Foundation (MPPF, Geneva, Switzerland). She sits on the scientific advisory boards of several organizations that are active in the healthcare field. She is a director and Chair of the Mérieux Foundation Scientific Advisory Board.

She received the title of Officer in the Ordre National du Mérite in France in 2021 and Chevalier in the Ordre National d'Honneur in France in 2016. She received an honorary doctorate from the Autonomous University of Barcelona (Spain) in 2019 and won the INSERM International Prize in 2017, the Prix Génération 2000-Impact Médecin in 1994, and the Prix Innovation Rhône-Poulenc in 1991.

Other directorships and positions held at 12/31/2023 (all companies)

Within the Group^(b):

- Director of Mérieux Foundation

Outside the Group^(b):

N/A

Directorships and positions that have expired in the past five years

N/A

(a) Independent director according to the assessment made by the Board of Directors (see Section 4.2.5).

(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Fanny Letier

Chair of the Human Resources, Compensation and CSR Committee

Member of the Audit Committee (since May 2023)

Member of the Strategy Committee

Independent director^(a)

Born on **03/15/1979**
(aged 45)

Nationality: **French**

First appointed on:
05/30/2017

Term expires: **2025**

Number of shares
in the Company: **30**

MAIN EXPERTISE:

International
environment

Executive management
of major groups/listed
companies

Strategy and M&A

Finance/audit

CSR

Digitalization

Fanny Letier is a graduate of Sciences Politiques Paris, the ENA, and the *Institut Français des Administrateurs* (IFA). She was a senior civil servant in the French Treasury Department (Ministry of Finance) from 2004 to 2012, Secretary General of the Inter-Ministry Committee on Industrial Restructuring (CIRI) from 2009 to 2012, Deputy Director of the Office of the Minister of Industrial Recovery from 2012 to 2013, and Director, then Executive Investment Director of SME funds for Bpifrance from 2013 to 2018.

She co-founded the asset management company, GENE0 Capital Entrepreneur, and the investment company, GENE0 Capital, in 2019, and is a director of *Aéroports de Paris*.

Other directorships and positions held at 12/31/2023 (all companies)

Within the Group^(b):

N/A

Outside the Group^(b):

- Director of Aéroports de Paris (France – listed company)

Directorships and positions that have expired in the past five years

Within the Group^(b):

N/A

Outside the Group^(b):

- Director of Nexans (listed company – end: 2020)
- Director of the Institut français des administrateurs (IFA - French Institute of Directors) – (term expired: 2021)

(a) Independent director according to the assessment made by the Board of Directors (see Section 4.2.5).

(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Sylvain Orenga

Member of the Human Resources, Compensation and CSR Committee

(since March 2023)

Member of the Strategy Committee

Director representing employees

Born on **05/31/1965**
(aged 58)

Nationality: **French**

First appointed on:
05/23/2022

Term expires: **2026**

Number of shares
in the Company: N/A

MAIN EXPERTISE:

Health sector

Clinical Microbiology

CSR

Sylvain Orenga holds a biochemical engineering degree from the *Institut National des Sciences Appliquées* of Lyon and a post-graduate degree in microbial ecology from Université Claude Bernard (Lyon) from 1989 to 1990. He joined bioMérieux in 1990, as an R&D researcher. He has held various positions as a personnel representative on institutional and corporate boards of governors. As of 2023, he is Vice President – R&D Microbiology Expert Unit. Since becoming a director representing employees in 2022, in accordance with the law, he has abandoned all personnel representation functions within bioMérieux. To perform his role as a director, he completed a training course at the *Institut Français des Administrateurs* (IFA) in 2022.

Other directorships and positions held at 12/31/2023 (all companies)

N/A

Directorships and positions that have expired in the past five years

N/A

Professional address of directors

The members of the Board of Directors can be contacted at the Company's headquarters in Marcy-l'Étoile, France (Rhône).

Limit on directorships

The applicable rules at the Company regarding limits on directorships are the current legal rules.

Corporate officers' interests in the company and the Group

In accordance with Delegated Regulation (EU) 2019/980 of March 14, 2019, it is noted that Alexandre Mérieux is one of the main shareholders of the Compagnie Mérieux Alliance, which itself holds 96% at December 31, 2023 of the Institut Mérieux holding company, the Company's majority shareholder with 58.90% of the Company's share capital and 73.02% of its voting rights as at December 31, 2023 (see Sections 7.3.2 and 7.4.1).

4.2.5 Independent directors, conflicts of interest and other declarations

Evaluation of the independence of directors at March 13, 2024

	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8
Alexandre Mérieux			✓	✓	✓			
Philippe Archinard		✓	✓	✓	✓	✓	✓	✓
Jean-Luc Bélingard			✓	✓	✓		✓	✓
Harold Boël ⁽¹⁾		✓	✓	✓	✓	✓ ⁽¹⁾	✓	✓
Marie-Hélène Habert-Dassault ⁽¹⁾	✓	✓	✓	✓	✓	✓ ⁽¹⁾	✓	✓
Marie-Paule Kieny	✓	✓	✓	✓	✓	✓	✓	✓
Fanny Letier	✓	✓	✓	✓	✓	✓	✓	✓
Sylvain Orenga			✓	✓	✓	✓		✓

(1) Until the end of the 2024 Annual General Meeting, see criterion 6 below.

Table prepared based on the information provided by the relevant party.

Criterion 1: Employee corporate officer during the five preceding years

Not being or having been during the preceding five years:

- an employee or executive corporate officer of the Company;
- an employee, executive corporate officer, or director of a company that the Company consolidates;
- an employee or executive corporate officer or director of the parent company of the Company or of a company consolidated by this parent company.

Criterion 2: Cross-directorships

Not being an executive corporate officer of a company in which the Company directly or indirectly holds a director seat or within which an employee designated as such or an executive corporate officer of the Company (current or having been one within the last five years) holds the position of director.

Criterion 3: Material business relationships

Not being a customer, supplier, Corporate banker, investment banker, consultant:

- in a significant capacity for the Company or its group;
- or for whom the Company or its group represents a material share of business.

The assessment of the materiality or immateriality of the relationship between the Company or its group is discussed by the Board of Directors and the quantitative and qualitative criteria underlying this assessment (continuity, economic dependence, exclusivity, etc.) are explained in the annual report.

Criterion 4: Family ties

Not having any close family ties with a corporate officer.

Criterion 5: Statutory Auditor

Not having been a Statutory Auditor of the Company during the five preceding years.

Criterion 6: Being a director for more than 12 years

Not having been a director of the Company for over 12 years. The loss of status as an independent director occurs on the anniversary date of the 12 years.

Criterion 7: Status of non-executive corporate officer

Non-executive corporate officers cannot be considered as being independent if they receive variable compensation in cash, or securities, or any type of compensation linked to the Company's or the Group's performance.

Criterion 8: Status of major shareholder

Directors representing major shareholders of the Company or the parent company may be considered independent as long as these shareholders do not participate in the control of the Company. However, beyond a threshold of 10% of the share capital or the voting rights, the Board, based on a report from the Appointment Committee, systematically evaluates the independence of the director, based on the composition of the Company's share capital and the existence of a potential conflict of interest.

The Board of Directors, during its meeting of March 13, 2024, was able to review the analysis of the Human Resources, Compensation and CSR Committee regarding the independence of directors, according to the criteria of the AFEP-MEDEF Corporate Governance Code. After discussion, the Board of Directors confirmed the independence of the following four directors: Harold Boël, Marie-Hélène Habert-Dassault, Marie-Paule Kieny, and Fanny Letier. Harold Boël and Marie-Hélène Habert-Dassault will no longer be independent directors following the 2024 Annual General Meeting due to the length of service of their directorship, which will be over 12 years.

In particular, the Board of Directors deemed Marie-Paule Kieny, a director of the Mérieux Foundation, to be independent (see Section 4.1 and the section below).

Likewise, after having read the analysis of the Human Resources, Compensation and CSR Committee conducted according to the AFEP-MEDEF Corporate Governance Code and concerning the independence of Viviane Monges, whose appointment is to be submitted for approval to the 2024 Annual General Meeting, the Board of Directors confirmed the independence of Viviane Monges.

Evaluation of conflicts of interest

The Board of Directors meeting of March 13, 2024 assessed the business ties and potential conflicts of interest that could arise from the terms of office of some of its directors.

Although Harold Boël is a director of Mérieux NutriSciences Corporation, the Board of Directors did not consider there to be a conflict of interest. The quantitative and qualitative criteria that allowed the Board of Directors to arrive at this assessment

are the following: absence of economic dependence and exclusivity. The two companies are independent and each operates in different areas. Transactions with related parties are described in this document in Section 6.1.2 (Note 30.2) and Section 6.2.2 (Note 21.3). Existing relationships are not material in terms of sales. They accounted for less than 3% of the sales of Mérieux NutriSciences Corporation in 2023 and as such do not call into question Harold Boël's independence.

Nevertheless, Harold Boël will abstain from discussion and votes held by the Board of Directors regarding any circumstances relating to Mérieux NutriSciences Corporation.

Marie-Paule Kieny is a Director of the Mérieux Foundation. The Board of Directors also decided that there was no conflict of interest that would call her independence into question. This is because the Mérieux Foundation is an independent foundation with public interest status and specifically receives grants from

the Company. Accordingly, Marie-Paule Kieny will abstain from discussions and votes held by the Board of Directors regarding any circumstances relating to the Mérieux Foundation.

Other than Harold Boël and Marie-Paule Kieny, since the independent directors have no relationship of any kind with the Company, the Group or the Management, there is no conflict of interest which the Board of Directors could be required to discuss.

Other declarations

To the best of the Company's knowledge:

- no member of the Board of Directors of the Company has been convicted of fraud in the past five years;
- no member of the Board of Directors has been involved, in the past five years, in any bankruptcy, court-ordered receivership or liquidation, in their capacity as member of an administrative, management or supervisory body or as Chief Executive Officer;
- no sentence has been pronounced in the past five years against any member of the Board of Directors of the Company barring them from serving on an issuer's administrative, management or supervisory body or from participating in the management or conduct of the affairs of an issuer;

- no member of the Board of Directors of the Company has been charged with an offense or had any official public disciplinary action taken against them by a statutory or regulatory authority (including recognized professional bodies).

To the best of the Company's knowledge, there is no potential conflict of interest between the duties to the Company of any member of the Board of Directors, and their private and/or other interests. The agreements involving certain directors are subject to the procedures concerning related-party agreements and are described in Section 4.4.

To the best of the Company's knowledge, no commitments have been undertaken by members of the Board of Directors that restrict their freedom to dispose of their bioMérieux shares, other than the rules on insider trading and closed periods.

4.2.6 Practices and work of the Board of Directors and its committees

4.2.6.1 Directors' attendance at Board of Directors and committee meetings in 2023

Directors	Board of Directors		Audit Committee		Human Resources, Compensation and CSR Committee		Strategy Committee	
	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings
Alexandre Mérieux	100%	6/6	-	-	-	-	100%	1/1
Philippe Archinard	100%	6/6	100%	6/6	-	-	100%	1/1
Jean-Luc Bélingard	100%	6/6	-	-	100%	5/5	100%	1/1
Harold Boël	83%	5/6	100%	6/6	-	-	100%	1/1
Marie-Hélène Habert-Dassault	83%	5/6	-	-	80%	4/5	100%	1/1
Marie-Paule Kieny	100%	6/6	-	-	-	-	100%	1/1
Agnès Lemarchand ^(a)	100%	2/2	100%	3/3	-	-	-	-
Fanny Letier	100%	6/6	67%	2/3	100%	5/5	100%	1/1
Sylvain Orega	100%	6/6	-	-	100%	5/5	100%	1/1
AVERAGE PARTICIPATION RATE	96%		92%		95%		100%	

(a) From 01/01/2023 to 05/23/2023