

**Notice of
general meeting**
May 23, 2024



PIONEERING DIAGNOSTICS

Welcome to the Annual General Meeting

May 23, 2024 – at 9.00 a.m

376, Chemin de l'Orme à Marcy l'Etoile (69280), France

CONTENTS

I. MESSAGE FROM THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER	4
II. HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING	8
1. Conditions for participating in the Annual General Meeting	8
2. Notification of the appointment or revocation of a proxy	9
3. Request for the inclusion of draft resolutions or items on the agenda	9
4. Written questions	10
5. Shareholders' right of communication	10
III. PRESENTATION OF THE BOARD OF DIRECTORS	11
IV. BRIEF SUMMARY OF THE COMPANY'S SITUATION DURING 2023 FISCAL YEAR.....	23
1. Situation and activity of the group	23
2. Presentation of the consolidated accounts; economical and financial results	26
3. Subsequent events and perspectives	27
4. Subsidiaries and equity investments	28
5. Financial datas	29
V. AGENDA.....	32
1. Resolutions submitted to the Ordinary General Meeting	32
2. Resolutions submitted to the Extraordinary General Meeting	32
VI. REPORT OF THE BOARD OF DIRECTORS	33
A. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING.....	33
B. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING	37
VII. TEXT OF THE DRAFT RESOLUTIONS	41
Resolutions submitted to the Ordinary General Meeting	41
Resolutions submitted to the Extraordinary General Meeting	45
ADDITIONAL DOCUMENTS REQUEST	49

All documents made available to shareholders can be consulted and downloaded from the company website at www.biomerieux.com (Investors > Shareholders Area > General Shareholders Meetings).

For any request, please contact bioMérieux at the following electronic address investor.relations@biomerieux.com.

I. MESSAGE FROM THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

“Today,
everyone
understands the
essential rôle of
diagnostics.”

SINCE JULY 1st, 2023, ALEXANDRE MÉRIEUX HAS BEEN CHAIRMAN OF THE BOARD OF DIRECTORS AND PIERRE BOULUD, CHIEF EXECUTIVE OFFICER. TOGETHER, THEY LOOK BACK AT THE MAJOR CHALLENGES FACING BIOMÉRIEUX AND THE *IN VITRO* DIAGNOSTICS SECTOR.

- JOINT INTERVIEW WITH ALEXANDRE MÉRIEUX, Chairman of the bioMérieux Board of Directors, and PIERRE BOULUD, Chief Executive Officer.

bioMérieux just celebrated its 60th anniversary, how can we define the company today?

Alexandre Mérieux (AM) — Since its creation in 1963, bioMérieux has the ambition to contribute to improving public health. Our purposes was clearly illustrated by COVID-19; the whole world has become aware of the importance of *in vitro* diagnostics in the face of this pandemic. This role will only strengthen in the coming years, as the emergence and spread of infectious diseases is intensified by climate change and globalization. Today, everyone understands the essential role of diagnostics.

Pierre Boulud (PB) — In such an uncertain context, bioMérieux can count on the commitment of the Mérieux family, which ensures stability in governance and promotes the long-term prosperity of the Company. Our organization is also characterized by its capacity for innovation, allowing us to imagine tomorrow’s diagnostics solutions, which will detect infectious diseases better and faster.

With the new governance, to what extent are your two respective roles complementary?

AM — Our environment is complex and constantly evolving, which is why we have chosen to split the governance. On one side, the Chairman focuses on the overall strategy, while participating in defining priorities in terms of innovation and Corporate Social Responsibility (CSR). At the same time, the Chief Executive Officer takes care of implementing the strategy and developing the activities.

PB — For a company, this is an opportunity to have a chairman focused on the medium and long term without being consumed by day-to-day management. Alexandre and the Mérieux family remain fully committed to the future of the Company and its team members. This mode of operation makes it easier to take a step back, while creating momentum at the head of the organization. There are now two of us to do the work that Alexandre previously did alone. We are going to make this a real opportunity!

What are the major challenges facing the field of clinical diagnostics?

AM — We need tests that provide increasingly fast and reliable results. This particularly true for patients suffering from sepsis, where time is of the essence. Decentralization is also a priority. More and more diagnostic tests must be carried out closer to the patient, outside of traditional laboratories.

PB — Today, hospitals and laboratories generate a large amount of data; managing and leveraging this data for the benefit of patients is another major challenge. We offer a wide range of software solutions capable of transforming this data into useful and actionable information, to facilitate diagnostic and clinical decision-making at all stages, from patient-centered care to public health monitoring.



PIERRE BOULUD,
Chief Executive Officer (left),
and **ALEXANDRE MÉRIEUX,**
Chairman of the Board of Directors
(right).

Do the same challenges apply to industrial diagnostics, for pharmaceutical and food quality control?

PB — Absolutely! In the industrial field, data bears significant importance for controlling the quality of the food production environment and anticipating possible contaminations - this is what augmented diagnostics is all about. Identical to what we see in the clinical field, manufacturers need to carry out quality tests directly on production lines.

AM — Current development in the pharmaceutical industry, around technologies such as messenger RNA vaccines or cell and gene therapies, is giving rise to new diagnostic needs. We support these innovative players with tailor-made solutions, for the quality control of their production, that guarantee patient safety.

How does the CSR ambition fit into bioMérieux’s overall strategy?

AM — Our activity inherently impacts public health, we have the duty to act as a responsible company. Just like the culture of quality or innovation, Corporate Social Responsibility is an integral part of bioMérieux’s strategy – it permeates all levels of the organization. Our action is based on five pillars: Health, Planet, Employees, Health Ecosystem, and Extended Company.

PB — Like all companies, we are particularly expected to reduce our environmental impact. bioMérieux is committed to reducing its direct greenhouse gas emissions by 50% (and in absolute terms) before 2030, compared to 2019. While at the same time, our sales are expected to show very strong growth. This goal that we have set for ourselves is quite ambitious, and we are really giving ourselves the means to achieve it.

Philanthropy is another strong focus for bioMérieux...

AM — We have always been actively engaged in supporting the most vulnerable populations locally, and taking part in initiatives linked to associations and NGOs. As part of our philanthropic operations, we also support the action of the Mérieux Foundation, which works in low- and middle-income countries to fight infectious diseases and improve the quality of life of populations, in particular by improving access to diagnostic solutions. We encourage our team members to get involved with organizations wherever we operate in the world. The bioMérieux Endowment Fund for education also

relies on bioMérieux teams to identify and monitor supported projects. It is a source of pride for our team members.

What rôle do team Members have in the Company’s success?

PB — Our people are our greatest strength. They show exceptional commitment. We strive to promote diversity within teams, to ensure that each person can develop, and to improve well-being at work. When we upgrade our International Distribution Center in Saint-Vulbas in France, or when we build a new site in Suzhou in China, we invest as much to support the growth of our Company as to improve the quality of life at work for our team members.



“Our activity inherently impacts public health, we have the duty to act as a responsible company.”

● ALEXANDRE MÉRIEUX

Why is the fight against antimicrobial resistance (AMR) a priority for bioMérieux?

AM — AMR is estimated to cause 1.27 million deaths worldwide each year⁽¹⁾. In addition to the human cost, it has an immense economic cost for healthcare systems. Such a “silent pandemic” is largely fueled by the overuse of antibiotics. Diagnostics plays a key role in Antimicrobial Stewardship (AMS) programs. We have also created AMS Centers of Excellence, in partnership with hospitals around the world, to demonstrate the value of diagnostics in combatting AMR.

PB — bioMérieux has the most comprehensive and advanced diagnostic offering in the field. Around 80% of our sales are linked to the fight against AMR. Furthermore, we continue to innovate on this topic by devoting to it 75% of our Research and Development budget. This is illustrated by the recent launches of the BIOFIRE® SPOTFIRE® molecular biology instrument, the VITEK® MS PRIME mass spectrometer, and the VITEK® REVEAL™ fast AST⁽²⁾ system. And we have more innovations coming!

How can we continue to be a pioneer in a Sector as dynamic and competitive as *in vitro* diagnostics?

AM — We must continue to focus on innovation, as we have done since the creation of the Company. bioMérieux devotes approximately 12% of its sales to Research and Development each year, while the average for medical technology market is around 8%.

PB — We also remain focused on all new emerging technologies,



“Around 80% of our sales are linked to the fight against AMR. Furthermore, we continue to innovate on this topic by devoting to it 75% of our Research & Development budget.”

● PIERRE BOULUD

and on the players who develop them. As such, we recently invested in Oxford Nanopore, a major innovative company in the field of high-throughput sequencing, which opens up new perspectives. Innovating means preparing for the future. ●

(1) *Global burden of bacterial antimicrobial resistance in 2019: a systematic analysis, The Lancet 2022; S0140-6736(21)02724-0.*

(2) *AMS : Antimicrobial Stewardship - Bon usage des antibiotiques.*

II. HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

1. CONDITIONS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

All shareholders have the right to attend the Annual General Meeting, irrespective of the number of shares they hold.

In accordance with Article R.22-10-28 of the French Commercial Code (*Code de Commerce*), shareholders must provide proof of ownership of their shares by the second business day preceding the Annual General Meeting, i.e., 00:00 a.m. (CEST) on the morning of May 21, 2024, either in the registered share accounts kept on the Company's behalf by its authorized agent, UPTEVIA, or in the bearer share accounts held by an authorized intermediary.

Shareholders may participate in the Annual General Meeting:

- (i) by attending in person;
- (ii) by voting by post;
- (iii) by giving a proxy to the Chairman of the Meeting, to their spouse or the partner with whom they have entered into a civil union, to another shareholder, to any other individual or legal entity of their choice under the conditions provided for in Article L.22-10-39 of the French Commercial Code, or without indicating a proxy; it is specified that for any proxy given by a shareholder without indicating a name, the Chairman of the Meeting will vote to adopt the proposed resolutions presented or supported by the Board of Directors and vote against all other proposed resolutions; or
- (iv) by voting on the Internet via the VOTACCESS secure platform.

In accordance with the provisions of Article R.22-10-28 of the French Commercial Code, any shareholder who has already cast a postal vote, sent a proxy form or requested an admission card or a share ownership certificate to attend the Annual General Meeting may no longer choose another means of participating in the Annual General Meeting. However, they may sell all or some of their shares.

1. Shareholders wishing to attend the Annual General Meeting in person may request an admission card by post or online:

For holders of registered shares:

- either contact UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France;
- or apply online on the secure VOTACCESS platform accessible via the Planetshares website at the following address: <https://planetshares.uptevia.pro.fr>.

Holders of pure registered shares should log on to the Planetshares website using their usual access codes. Holders of shares registered in administered registered form should log on to the Planetshares website using their identifier number, which can be found in the top right-hand corner of the paper voting form. Shareholders who have forgotten their login and/or password may call 0 826 109 119 from France or +33 1 55 77 40 57 from abroad.

After logging on, registered shareholders should follow the instructions on the screen to access the VOTACCESS site and request an admission card;

- or, on the day of the Meeting, go directly to the counter specially provided for this purpose with an identity document.

For holders of bearer shares:

- either ask the intermediary who manages your shares to send you an admission card;
- or, if the authorized intermediary who manages your account is connected to the VOTACCESS website, request an admittance card electronically as follows: after logging on to the intermediary's Internet portal with your usual access codes, click on the icon appearing on the line corresponding to your bioMérieux shares and follow the instructions on the screen to access the VOTACCESS site and request an admission card.

2. Shareholders not attending the Annual General Meeting in person and who wish to vote by post or by proxy under the legal and regulatory conditions, in particular those provided for in Articles L.225-106 and L.22-10-39 of the French Commercial Code, may:

For holders of registered shares: return the single postal voting form or proxy form, which will be sent with the notice of meeting, unless you have requested to receive the notice by electronic means, to the following address: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

For holders of bearer shares: request the single postal voting form or proxy form from the intermediary who manages your shares as of the date the Annual General Meeting is convened; this single form must be accompanied by a share ownership certificate issued by the financial

intermediary and sent to: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

To be taken into account, the voting form and the share ownership certificate must be received by bioMérieux or UPTEVIA no later than three calendar days preceding the date of the Annual General Meeting, i.e., 11:59 p.m. (CEST) on May 19, 2024.

3. Shareholders will be able to vote online via the secure VOTACCESS website, which will be open from April 29, 2024 to May 22, 2024 at 3:00 p.m. (CEST).

For holders of registered shares:

- log on to VOTACCESS via the Planetshares website: <https://planetshares.uptevia.pro.fr>;
- holders of pure registered shares should log on to the Planetshares website using their usual access codes. Holders of administered registered shares should log on to the Planetshares website using their login number, which can be found in the top right-hand corner of the printed voting form. Shareholders who have forgotten their login and/or password may call 0 826 109 119 from France or +33 1 55 77 40 57 from abroad.

After logging on, shareholders must follow the instructions on the screen to access the VOTACCESS site and vote.

For holders of bearer shares:

- log on to the portal of the company that holds your account with your usual access codes and click on the icon appearing on the line corresponding to your bioMérieux shares to access the VOTACCESS site;
- follow the procedure indicated on the screen. Only holders of bearer shares whose account-holding institution has joined the VOTACCESS website may vote online. If the holder of your securities account has not joined VOTACCESS or subjects access to the site to conditions of use, it must tell shareholders how to proceed.

Shareholders are advised not to wait until the last few days to vote, in order to avoid possible congestion in Internet communications.

2. NOTIFICATION OF THE APPOINTMENT OR REVOCATION OF A PROXY

To be valid, appointments or revocations of proxies other than the Chairman of the Meeting must be received no later than the third day preceding the date of the Meeting when submitted by post, i.e., May 20, 2024, or no later than the day before the Meeting when submitted electronically, i.e., 3:00 p.m. (CEST) on May 22, 2024, in one of the following ways:

- either via VOTACCESS, as described above;
- or by post to the following address: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France;
- or by email to: paris.cts.france.mandats@uptevia.com. This email must contain the following information: the name of the company concerned (bioMérieux), the date of the meeting (May 23, 2023), your last name, first name, address and bank details, and the last name, first name and, if possible, address of the proxy you wish to appoint. If you are a bearer shareholder, you must ask the financial intermediary who manages your securities account to send written confirmation to the following address: UPTEVIA – CTO Assemblées Générales – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

Only notice of the appointment or revocation of proxies may be sent to this email address; requests or notices relating to any other matters will not be processed and/or taken into account.

3. REQUEST FOR THE INCLUSION OF DRAFT RESOLUTIONS OR ITEMS ON THE AGENDA

One or more shareholders representing at least the fraction of the capital provided for by the applicable legal and regulatory provisions may request the inclusion of items on the agenda or draft resolutions under the conditions provided for in Articles L.225-105 and R.225-71 to R.225-73 and R.22-10-22 of the French Commercial Code.

In accordance with the conditions set out in Article R.225-73 of the French Commercial Code, requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the legal requirements must reach the Company's registered office by registered letter with acknowledgment of receipt no later than the twenty-fifth calendar day preceding the date of the Annual General Meeting, which may not be sent more than 20 days after the date of publication of this notice.

They must be accompanied by a certificate of account registration proving that the authors of the request hold or represent the fraction of the capital required by the aforementioned Article R.225-71. The request for the inclusion of draft resolutions must also be accompanied by the text of the draft resolutions, and the request for the inclusion of items on the agenda must be accompanied by a short explanatory statement.

Items or draft resolutions submitted by shareholders in accordance with the law will be reviewed at the Annual General Meeting provided such shareholders have submitted a new certificate proving registration of their shares in the account under the same conditions no later than the second business day preceding the date of the Annual General Meeting.

These new items or draft resolutions will be placed on the agenda of the Meeting and brought to the attention of the shareholders under the conditions determined by the regulations in force.

4. WRITTEN QUESTIONS

In accordance with Article R.225-84 of the French Commercial Code, all shareholders may submit questions in writing to the Chairman of the Board of Directors upon receipt of this notice. Any questions must be sent to the Chairman of the Board of Directors at the following email address investor.relations@biomerieux.com, no later than the fourth business day preceding the date of the Annual General Meeting, i.e., May 17, 2024, accompanied by a share ownership certificate.

All written questions and answers will be published on the Company's website at www.biomerieux.com (Investors > Shareholder Area > General Shareholders' Meeting) within the time limits imposed by the regulations.

5. SHAREHOLDERS' RIGHT OF COMMUNICATION

Shareholders may obtain the documents referred to in Articles R.225-81 and R.225-83 of the French Commercial Code by sending a simple request by email to investor.relations@biomerieux.com or to UPTEVIA.

The documents that must be made available to the shareholders in connection with the Meeting will be made available at the Company's registered office within the legal time limits.

The documents and information referred to in Article R.22-10-23 of the French Commercial Code that are to be presented at the Meeting will be made available on the Company's website at www.biomerieux.com (Investors > Shareholder Area > General Shareholders' Meeting), no later than from the twenty-first day preceding the date of the Annual General Meeting, i.e., May 2, 2024.

III. PRESENTATION OF THE BOARD OF DIRECTORS





* 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 THE BOARD OF DIRECTORS IN 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 Orega <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
<p><i>(a) Including the position held at bioMérieux.</i> <i>(b) Human Resources, Compensation and CSR Committee</i> <i>(c) Until May 23, 2024.</i> <i>(d) As of May 23, 2024.</i></p>										


DIRECTORS BIOGRAPHIES


	<p>Alexandre Mérieux</p> <p>Chairman of the Board of Directors</p> <p>Member of the Strategy Committee.</p> <p>Non-independent director</p>
<p>Born on 01/15/1974 (aged 49)</p> <p>Nationality: French</p> <p>First appointed on: 04/16/2004</p> <p>Term expires: 2026</p> <p>Number of shares in the Company: 60</p>	<p>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.</p> <p>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.</p> <p>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.</p>
<p>MAIN EXPERTISE:</p> <p>Executive management of major groups/listed companies</p> <p>International environment</p> <p>Strategy and M&A</p> <p>Health sector</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>Within the Group^(a):</p> <ul style="list-style-type: none"> ● 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 <p>Outside the Group^(a):</p> <ul style="list-style-type: none"> ● 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 <p>Directorships and positions that have expired in the past five years</p> <p>Within the Group^(a):</p> <p>N/A</p> <p>Outside the Group^(a):</p> <p>N/A</p>
<p><i>(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.</i></p>	


	<p>Philippe Archinard</p> <p>Member of the Audit Committee <i>(until May 23, 2024)</i></p> <p>Member of the Strategy Committee</p> <p>Non-independent director</p>
<p>Born on 11/21/1959 (aged 64)</p> <p>Nationality: French</p> <p>First appointed on: 06/10/2010</p> <p>Term expires: 2027</p> <p>Number of shares in the Company: 30</p>	<p>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.</p>
<p>MAIN EXPERTISE:</p> <p>International environment</p> <p>Executive management of major groups/listed companies</p> <p>Scientific expertise</p> <p>Strategy and M&A</p> <p>Finance/audit</p> <p>Health sector</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>Within the Group^(a):</p> <ul style="list-style-type: none"> ● Chief Operating Officer of Institut Mérieux (France) ● Director of Transgene SA (France – listed company) ● Director of ABL Inc. (USA) <p>Outside the Group^(a):</p> <ul style="list-style-type: none"> ● 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) <hr/> <p>Directorships and positions that have expired in the past five years</p> <p>Within the Group^(a):</p> <ul style="list-style-type: none"> ● Chief Executive Officer of TSGH (France) ● Chairman and Chief Executive Officer of Transgene SA (France – Listed company – term expired: 2020) <p>Outside the Group^(a):</p> <ul style="list-style-type: none"> ● Director of CPE Lyon – Representative of FPUL (term expired: 2020)
<p><i>(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.</i></p>	

	<p>Jean-Luc Bélingard</p> <p>Chairman of the Strategy Committee</p> <p>Member of the Human Resources, Compensation and CSR Committee <i>(until May 23, 2024)</i></p> <p>Non-independent director</p>
<p>Born on 10/28/1948 (aged 75)</p> <p>Nationality: French</p> <p>First appointed on: 09/15/2006</p> <p>Term expires: 2026</p> <p>Number of shares in the Company: 60,150</p>	<p>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 bioMerieux-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 bioMerieux between 2011 and 2017.</p>
<p>MAIN EXPERTISE:</p> <p>Executive management of major groups/listed companies</p> <p>International environment</p> <p>Strategy and M&A</p> <p>Health sector</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>Within the Group^(a):</p> <ul style="list-style-type: none"> ● Director and Vice-Chairman of Institut Mérieux (France) ● Director of Transgene SA (France – listed company) <p>Outside the Group^(a):</p> <ul style="list-style-type: none"> ● Director of LabCorp of America (United States – listed company) ● Director of Lupin (India – listed company) <hr/> <p>Directorships and positions that have expired in the past five years</p> <p>Within the Group^(a):</p> <ul style="list-style-type: none"> ● Director of ABL Inc. (term expired: 2018) <p>Outside the Group^(a):</p> <ul style="list-style-type: none"> ● Director of Starllergenes Greer (UK – listed company – term expired: 2019) ● Director of Pierre Fabre SA (France) (term expired: 2022)
<p><i>(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.</i></p>	

	<p>Harold Boël</p> <p>Chairman of the Audit Committee</p> <p>Member of the Strategy Committee</p> <p>Independent director^(a)</p>
<p>Born on 08/27/1964 (aged 59)</p> <p>Nationality: Belgian</p> <p>First appointed on: 05/30/2012</p> <p>Term expires: 2024</p> <p>Number of shares in the Company: 150</p>	<p>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.</p>
<p>MAIN EXPERTISE:</p> <p>International environment Strategy & M&A Finance/Audit Digitalization and new economy</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>Within the Group^(b):</p> <ul style="list-style-type: none"> ● Director of Mérieux NutriSciences Corporation (United States) <p>Outside the Group^(b):</p> <ul style="list-style-type: none"> ● Deputy director of Sofina SA (Belgium – listed company) ● Director of Cognita (UK) ● Deputy director of Société de Participations Industrielles (Belgium) ● Chairman of Domanoy (Belgium)
	<p>Directorships and positions that have expired in the past five years</p> <p>Within the Group^(b):</p> <p>N/A</p> <p>Outside the Group^(b):</p> <ul style="list-style-type: none"> ● Director of SODAVI (Belgium – term expired: 2020)
<p><i>(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).</i></p> <p><i>(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.</i></p>	

	<p>Marie-Hélène Habert Dassault</p> <p>Member of the Human Resources, Compensation and CSR Committee</p> <p>Member of the Strategy Committee</p> <p>Independent director^(a)</p>
<p>Born on 04/04/1965 (aged 58)</p> <p>Nationality: French</p> <p>First appointed on: 05/30/2012</p> <p>Term expires: 2024</p> <p>Number of shares in the Company: 57</p>	<p>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.</p>
<p>MAIN EXPERTISE:</p> <p>Executive management of major groups/listed companies</p> <p>Health sector</p> <p>CSR</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>Within the Group^(b):</p> <p>N/A</p> <p>Outside the Group^(b):</p> <ul style="list-style-type: none"> ● 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) <p>Directorships and positions that have expired in the past five years</p> <p>Within the Group^(b):</p> <p>N/A</p> <p>Outside the Group^(b):</p> <ul style="list-style-type: none"> ● 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
<p><i>(a) Independent director according to the assessment made by the Board of Directors until the next renewal, or at the end of the 2024 Annual General Meeting (see Section 4.2.5).</i></p> <p><i>(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.</i></p> <p><i>(c) Companies controlled by GIMD within the meaning of Article L. 233-16 of the French Commercial Code.</i></p>	

	<p>Marie-Paule Kieny</p> <p>Member of the Human Resources, Compensation and CSR Committee (as of May 23, 2024),</p> <p>Member of the Strategy Committee</p> <p>Independent director^(a)</p>
<p>Born on 04/24/1955 (aged 68)</p> <p>Nationalities: French and Swiss</p> <p>First appointed on: 08/28/2017</p> <p>Term expires: 2025</p> <p>Number of shares in the Company: 180</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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 Mériex Foundation Scientific Advisory Board.</p> <p>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.</p>
<p>MAIN EXPERTISE:</p> <p>Strategy and M&A</p> <p>CSR</p> <p>Health sector (global health, low-income countries, research and development)</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>Within the Group^(b):</p> <ul style="list-style-type: none"> ● Director of Mériex Foundation <p>Outside the Group^(b):</p> <p>N/A</p> <hr/> <p>Directorships and positions that have expired in the past five years</p> <p>N/A</p>
<p><i>(a) Independent director according to the assessment made by the Board of Directors (see Section 4.2.5).</i></p> <p><i>(b) Any company controlled by Compagnie Mériex Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.</i></p>	

	<p>Fanny Letier</p> <p>Chair of the Human Resources, Compensation and CSR Committee</p> <p>Member of the Audit Committee <i>(since May 2023)</i></p> <p>Member of the Strategy Committee</p> <p>Independent director^(a)</p>
<p>Born on 03/15/1979 (aged 45)</p> <p>Nationality: French</p> <p>First appointed on: 05/30/2017</p> <p>Term expires: 2025</p> <p>Number of shares in the Company: 30</p>	<p>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.</p> <p>She co-founded the asset management company, GENE Capital Entrepreneur, and the investment company, GENE Capital, in 2019, and is a director of Aéroports de Paris.</p>
<p>MAIN EXPERTISE:</p> <p>International environment</p> <p>Executive management of major groups/listed companies</p> <p>Strategy and M&A</p> <p>Finance/audit</p> <p>CSR</p> <p>Digitalization</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>Within the Group^(b):</p> <p>N/A</p> <p>Outside the Group^(b):</p> <ul style="list-style-type: none"> ● Director of Aéroports de Paris (France – listed company) <p>Directorships and positions that have expired in the past five years</p> <p>Within the Group^(b):</p> <p>N/A</p> <p>Outside the Group^(b):</p> <ul style="list-style-type: none"> ● Director of Nexans (listed company – end: 2020) ● Director of the Institut français des administrateurs (IFA - French Institute of Directors) – (term expired: 2021)
<p><i>(a) Independent director according to the assessment made by the Board of Directors (see Section 4.2.5).</i></p> <p><i>(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.</i></p>	

	<p>Sylvain Orenga</p> <p>Member of the Human Resources, Compensation and CSR Committee <i>(since March 2023)</i>,</p> <p>Member of the Strategy Committee</p> <p>Director representing employees</p>
<p>Born on 05/31/1965 (aged 58)</p> <p>Nationality: French</p> <p>First appointed on: 05/23/2022</p> <p>Term expires: 2026</p> <p>Number of shares in the Company: N/A</p>	<p>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.</p>
<p>MAIN EXPERTISE:</p> <p>Health sector</p> <p>Clinical Microbiology</p> <p>CSR</p>	<p>Other directorships and positions held at 12/31/2023 (all companies)</p> <p>N/A</p> <hr/> <p>Directorships and positions that have expired in the past five years</p> <p>N/A</p>

Biography of the director whose renewal is submitted by the Board of Directors for approval at the 2024 Annual General Meeting

Harold Boël

All the information is set out above in this notice of meeting brochure.

Biographies of directors whose appointment is submitted by the Board of Directors for approval at the 2024 Annual General Meeting

Groupe Industriel Marcel Dassault

Simplified joint stock company
RCS PARIS 400 628 079
Registered office: 9, rond point des Champs-Élysées Marcel Dassault
75008 Paris – France

The appointment of Groupe Industriel Marcel Dassault as a Director for a four-year term, will be submitted for approval by the shareholders at the 2024 Annual General Meeting.

Groupe Industriel Marcel Dassault is a French industrial group that designs and manufactures military aircraft, business jets 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, aged 58, holds a post-graduate diploma (DESS) in Business Law and Taxation, a degree in Business Law from the Université Paris 2 Panthéon-Assas (1988), and a Master's degree in Strategy and Marketing from Sciences-Po (1989). She began her career at DDB Publicité 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 for the Dassault Group.

She has been a director of bioMérieux since 2012. She is a member of the Human Resources, Compensation and CSR Committee and of the Strategy Committee. The Board of Directors recommends the appointment of Groupe Industriel Marcel Dassault, represented by Marie-Hélène Habert Dassault, for the following reasons:

- Marie-Hélène Habert-Dassault has been a director of the Company for over 11 years, and has in-depth knowledge of the Company and its challenges;
- Marie-Hélène Habert-Dassault has experience at major French industrial groups;
- Groupe Industriel Marcel Dassault is one of the Company's main shareholders.

Viviane Monges

Independent director, member of the Audit and Strategy Committees.

Born on October 15, 1963, French nationality.

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

Viviane Monges, who holds an MBA from the *Ecole Supérieure de Commerce de Paris*, has over 30 years' experience as Chief Financial Officer, mainly in the pharmaceutical industry, and holds several directorships. She has held a number of positions of regional and international scope in Europe and the United States, at Wyeth/Pfizer, Novartis OTC and Galderma. Throughout her career, she has focused on business growth, operational efficiency, external acquisitions and licensing. Since 2017, she has dedicated herself to Board assignments and sits on the Boards of Novo Holdings, Ferring Pharmaceuticals, ADC Therapeutics as well as Pharvaris.

In 2021, she took on the task of forming the Board of Directors of Euroapi, a company created by the demerger of Sanofi, specializing in the manufacturing of active pharmaceutical ingredients and CDMO services, of which she has been Chairwoman since its listing on the Euronext regulated market in May 2022.

List of directorships and positions held at December 31, 2023:

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

Prior to her proposed appointment, Viviane Monges' status as an independent director was reviewed by the Human Resources, Compensation and CSR Committee, which concluded that she meets all the independence criteria defined by the AFEP-MEDEF Code as described above, enabling her to be qualified as an independent director. This analysis was then presented to the Board of Directors, who confirmed its conclusions.

(1) Listed companies

Biography of the Advisory Board member whose appointment is submitted by the Board of Directors for approval at the 2024 Annual General Meeting

Under the terms of Article 12 IV of the articles of association, the Board of Directors may be assisted in its work by one to three Advisory Board members appointed by the Ordinary Shareholders' Meeting, on the recommendation of the Chairman of the Board of Directors and following the approval of the Board of Directors. The Advisory Board member is appointed for a three-year term. The appointment of Benoît Ribadeau-Dumas as Advisory Board member (*censeur*) of the Board of Directors will be submitted for approval at the Ordinary Shareholders' Meeting of May 23, 2024.

Born in France in 1972, Benoît Ribadeau-Dumas is a graduate of *École Polytechnique* and the *École Nationale d'Administration* (ENA). After starting his career in 1997 at the *Conseil d'État*, he joined Thales, the French leader in cutting-edge technologies specializing in aerospace and defense, as Director, Corporate Development. He held various positions within the company until 2009, when he was appointed CEO of Thales Underwater Systems.

Benoît Ribadeau-Dumas then joined CGG, a world leader in Earth Sciences, as Senior Executive Vice President, before joining Zodiac Aerospace as a member of the Executive Management Board and CEO of Aerosystems Branch. In 2017, he was appointed Chief of Staff to the French Prime Minister. He is currently Managing Director of Exor.

Other directorships and positions held at May 23, 2024 (all companies):

Within the bioMérieux Group:

- Director of Institut Mérieux,
- Director of Mérieux NutriSciences;

Outside the bioMérieux Group:

- Non-executive director of Stellantis ⁽¹⁾,
- Non-executive director of Welltec,
- Non-executive director of Iveco ⁽¹⁾,
- Non-executive director of Galileo Global Education,
- Non-executive director Cerba,
- Non-executive director Tag Energy;
- CEO, sole partner of BRD Conseil.

(1) *Listed companies*

IV. BRIEF SUMMARY OF THE COMPANY'S SITUATION DURING 2023 FISCAL YEAR

1. SITUATION AND ACTIVITY OF THE GROUP

The year ended 31 December 2023 was marked by the following main events.

1.1. ACTIVITY

Unless otherwise stated, sales growth is expressed at constant exchange rates and scope of consolidation (like-for-like).

Consolidated sales amounted to €3,675 million in 2023, up 6.6% like-for-like from €3,589 million in the prior-year period. Reported growth stood at 2.4% for the period. The appreciation of the Euro versus most currencies in 2023, and specifically the US dollar, the Chinese yuan and the Argentinian peso, had a negative impact of €141 million on sales over the year.

Evolution of sales

In € millions

SALES – TWELVE MONTHS ENDED DECEMBER 31, 2022	3,589	
Currency effect	-141	-3.9%
Changes in scope of consolidation & Hyperinflation	-10	-0.3%
Organic growth (at constant exchange rates and scope of consolidation)	+236	+6.6%
SALES – TWELVE MONTHS ENDED DECEMBER 31, 2023	3,675	+2.4%

NB: A definition of the currency effect and of changes in the scope of consolidation is provided at the end of this press release.

The year-on-year change in sales by application is summarized as follows:

Sales by Application	12 months ended Dec. 31, 2023	12 months ended Dec. 31, 2022	% change as reported	% change at constant exchange rates and scope of consolidation
In € millions				
Clinical Applications	3,099.3	3,040.1	+1.9%	+6.1%
Molecular biology	1,417.3	1,415.8	+0.1%	+3.0%
Microbiology	1,266.7	1,163.8	+8.8%	+13.7%
Immunoassays	373.0	404.1	-7.7%	-3.0%
Other lines ⁽¹⁾	42.4	56.4	-24.9%	-4.9%
Industrial Applications⁽²⁾	575.4	549.0	+4.8%	+9.0%
TOTAL SALES	3,674.7	3,589.1	+2.4%	+6.6%

(1) Including BioFire Defense, R&D-related revenue arising on clinical applications and Applied Maths

(2) Including R&D-related revenue arising on industrial applications.

- **Clinical applications** sales, (84% of 2023 bioMérieux's total sales), rose by nearly 2% in the fourth quarter to €854 million and reached €3,099 million for the full year.
 - In **molecular biology**, the BIOFIRE® non-respiratory panels sales achieved a remarkable growth at +20% in the fourth quarter of 2023 while the BIOFIRE® respiratory panels sales stepped back -18% compared to a very high base of comparison in the fourth quarter of 2022 which was marked by a very high respiratory season. Over the full year 2023, BIOFIRE® non-respiratory panels grew +24% thanks to successful cross-selling, while BIOFIRE® respiratory panels sales decreased only 8% despite a very high base of comparison. The BIOFIRE® FILMARRAY® installed base grew by 600 additional instruments in the quarter, reaching a total of 25.400 units. During the same period, the BIOFIRE® SPOTFIRE® expanded by 400 new instruments, leading to a cumulated installed base of close to 800 units at the end of 2023.
 - In **microbiology**, the business kept delivering a remarkable performance, with sales growing +14% in Q4 compared with the same period of 2022, driven by a double-digit growth in both reagents and instrument sales. Full-year sales stood 14% above 2022 thanks to approximately +4% price increase and strong volumes growth, stressing the importance of the blood culture BACT/ALERT® and VITEK® automated ID/AST solutions in the fight against antimicrobial resistance (AMR).
 - In the immunoassays product line, the sales of VIDAS® routine tests were stable compare to the same quarter in 2022, whereas the procalcitonin determination assays (PCT) and Hybiome sales declined. For the full year, the launch of VIDAS® KUBE® new platform was promising with close to 380 installed instruments. On the reagents side, the mid-single digit growth in VIDAS® routine tests over 2023 has been offset by the continuous decrease in PCT assays sales.

- **Industrial applications** sales (16% of 2023 bioMérieux's total sales) enjoyed a very dynamic performance for the last three months of 2023 at +11%, exceeding the €150M quarterly mark for the first time. Growth was well balanced between the food and pharma segments and fueled by both reagents and equipment sales. For the entire year 2023, sales came in at €575 million, a dynamic + 9% versus the previous year, notably driven by strong price increases above +6%.

The year-on-year change in sales by geographic region is summarized as follows:

Sales by Region	12 months ended Dec. 31, 2023	12 months ended Dec. 31, 2022	% change as reported	% change at constant exchange rates and scope of consolidation
In € millions				
Americas	1,846.5	1,842.0	+0.2%	+4.5%
North America	1,618.6	1,630.7	-0.7%	+2.1%
Latin America	227.9	211.3	+7.9%	+23.5%
EMEA ⁽¹⁾	1,190.8	1,122.6	+6.1%	+8.5%
Asia Pacific	637.4	624.5	+2.1%	+9.2%
TOTAL SALES	3,674.7	3,589.1	+2.4%	+6.6%

(1) Europe, Middle East and Africa.

Sales in the **Americas** (50% of total annual sales) reached €523 million in fourth-quarter 2023, up 1% versus the same period in 2022. Sales for the full year 2023 came to €1,847 million, a robust growth of 5% year-on-year.

- In **North America** (44% of the total annual sales), the microbiology quarterly sales grew double-digit as well as BIOFIRE® non-respiratory panels and Industrial Applications reagents. These positive trends were more than compensated by lower sales of BIOFIRE® respiratory panels in Q4 2023 vs Q4 2022 due to the base effect of the very strong respiratory season last year.
- **Latin America** recorded a remarkable performance (+28%) in Q4 2023, thanks to high equipment sales in both applications and a double-digit growth in reagents sales, especially in microbiology, BIOFIRE® non-respiratory panels and Industrial Applications, including price increases to offset part of local devaluations.

Sales in **Europe – Middle East – Africa** region (32% of the total annual sales) came to €327 million for the fourth quarter, up 7% compared with the same period of 2022, and to €1,191 million for the full year, up 9% year-on-year. The sustained very strong quarterly dynamic in BIOFIRE® non-respiratory panels combined with high single-digit growth in microbiology and double-digit growth in Industrial Applications led this remarkable performance.

Sales in the **Asia-Pacific** region (17% of the total annual sales) reached €156 million in the last quarter of 2023, up 2% compared with the same period in 2022. The mid-teens growth in microbiology segment in most countries of the region, including China, and the continued sales growth of the BIOFIRE® non-respiratory panels were partially offset by the lesser demand in respiratory panels in Japan, as a result of the ending of the COVID pandemic.

1.2. PARTNERSHIPS, ACQUISITIONS AND STRATEGIC AGREEMENTS

○ Launch of a new industrial chair, in Lyon on viral respiratory infections

On October 11, 2023, the REVIDA Industrial Chair for Respiratory Infectious Diseases, led by researcher Sophie Trouillet-Assant (UCBL / HCL), was officially launched by Claude Bernard Lyon 1 University, Hospices Civils de Lyon, and bioMérieux, with the support of the Agence nationale de la recherche (National research agency, in France). The new program is expected to strengthen the capacity of the health systems to deal with the emergence of new respiratory diseases.

○ Oxford Nanopore and bioMérieux to enter into a strategic partnership agreement

On April 14, 2023, Oxford Nanopore Technologies plc ("Oxford Nanopore"), the company delivering a new generation of nanopore-based molecular sensing technology, and bioMérieux SA, a world leader in the field of *in vitro* diagnostics, announced that they have teamed up to improve health outcomes globally by exploring selected opportunities to bring nanopore sequencing to the infectious disease diagnostics market.

1.3. NEW PRODUCTS / CERTIFICATIONS

➤ **MAESTRIA™, a new generation microbiology middleware developed by bioMérieux**

bioMérieux launches MAESTRIA™. This new generation middleware for the microbiology laboratory aims at providing a central software tool for the workflow management of all routine activities.

➤ **US FDA 510(k) Clearance and CLIA-waiver for the fast and innovative BIOFIRE® SPOTFIRE® system**

bioMérieux, a world leader in the field of *in vitro* diagnostics, has received U.S. Food and Drug Administration (FDA) 510(k) clearance and Clinical Laboratory Improvement Amendments (CLIA) waiver for the fast and innovative BIOFIRE® SPOTFIRE® System and its BIOFIRE® SPOTFIRE® Respiratory (R) Panel. bioMérieux also announces that it will be submitting a 510(k) for the BIOFIRE® SPOTFIRE® Respiratory (R) Panel Mini.

➤ **bioMérieux launches BIOFIRE® FIREWORKS™, a cutting-edge, data-driven software solution**

bioMérieux launches BIOFIRE® FIREWORKS™, an innovative and integrated software solution for BIOFIRE® Systems optimizing laboratory services and supporting data-driven decisions. This software is the newest addition to the BIOMÉRIEUX VISION SUITE – the company's portfolio of Data and IT Solutions supporting increased efficiency and productivity in laboratories worldwide.

➤ **bioMérieux receives US FDA 510(k) clearance for the BIOFIRE® SPOTFIRE® Respiratory (R) Panel Mini**

bioMérieux has received U.S. Food and Drug Administration (FDA) 510(k) clearance for the fast and accurate multiplex PCR-based BIOFIRE® SPOTFIRE® Respiratory (R) Panel Mini. bioMérieux will immediately apply for Clinical Laboratory Improvement Amendments (CLIA) waiver for the test.

➤ **bioMérieux receives US FDA CLIA-waiver for the BIOFIRE® SPOTFIRE® Respiratory (R) Panel Mini**

bioMérieux has received U.S. Food and Drug Administration (FDA) Clinical Laboratory Improvement Amendments (CLIA) waiver for the fast and accurate multiplex PCR-based BIOFIRE® SPOTFIRE® Respiratory (R) Panel Mini. This waiver comes in addition to the 510(k) clearance obtained last April.

➤ **bioMérieux announces CE-marking of VIDAS® TBI (GFAP, UCH-L1)**

bioMérieux, a world leader in the field of *in vitro* diagnostics, announces the CE-marking of VIDAS® TBI (GFAP, UCH-L1), a blood test to support assessment of patients with mild traumatic brain injury (mTBI), based on a unique combination of brain biomarkers: GFAP and UCH-L1. This accurate and objective tool can help reduce the number of unnecessary head Computed Tomography (CT) scans performed for mTBI patients and to decrease Emergency Department (ED) overcrowding by predicting the absence of acute intracranial lesions (ICL) following a head trauma.

1.4. OTHER INFORMATION

Human Resources

As of December 31, 2023, the Group had around 14,600 employees, compared with around 13,800 one year earlier.

2. PRESENTATION OF THE CONSOLIDATED ACCOUNTS; ECONOMICAL AND FINANCIAL RESULTS

2.1. THE ACCOUNTS

2.1.1 Consolidated income statement

- **Contributive operating income before non-recurring items**

Contributive operating income reached €610 million (16.6% of sales) up +2% at constant exchange rate and scope, a solid performance in the high end of the guidance before higher than expected negative forex exchange headwinds (-€55million).

- **Gross profit** for the year stood at €2,057 million, or 56% of sales, +0,5pp versus 2022 at constant rate and perimeter of consolidation mainly thanks to the increase in sales prices and the favorable evolution of transportation costs that have compensated costs inflation and salary increases.
- **Selling, general and administrative expenses** amounted to €1,021 million, or 27.8% of sales, a like for like increase of 10% reflecting the normalization of the sales and marketing activities following the end of the COVID pandemic, the impact of the increase in salaries and the one-off impact of the employee share ownership plan (MyShare) for €10 million.
- **R&D expenses** stood at €460 million, or 12.5% of sales. The like-for-like increase of 3% reflected the increase in salaries and a focused investment on microbiology solutions.
- **Other operating income** amounted to around €33 million for the year, down from €56 million in 2022 mainly due to capital gains on the disposal of two buildings in the US last year and lower R&D tax credits this year.

- **Operating income**

The amortization and impairment of acquisition-related to intangible assets amounted to €171 million, up from the €77 million in 2022, mostly coming from an impairment recognized on the Hybiome acquisition goodwill and technology as the activity of this Chinese immunoassays entity did not recover as expected post COVID in a very competitive local market.
As a result, the Group ended the year 2023 with an **operating income** of €439 million, down -25% compared to 2022.

- **Net income of consolidated companies**

Net financial expense amounted to -€2 million over the period, up from the -€7 million recorded in 2022 mainly thanks to lower hedging costs while the cost of net debt remained stable.

The Group's **effective tax rate** stood at 26.2% on December 31, 2022, versus 24.1% in 2022, mainly explained by the impact of the Hybiome impairment. Excluding this one off, the 2023 effective tax rate would stand at 23.4%.

Net income, Group share reached €358 million in 2023 in comparison to €452 million in 2022.

2.1.2. Cash management and finance

- **Free cash-flow**

EBITDA¹ came to €827 million, or 22.5% of sales, down -4% from the €864 million recorded in 2022, in line with the evolution of the contributive operating income.

Income tax paid represented €204 million, a decrease from the €224 million paid in 2022, due to tax disputes payments in 2022.

Working capital requirement rose by €205 million in 2023, primarily coming from inventory increase:

- inventories rose by €193 million during the period, mainly due to inventory rebuilding for BIOFIRE® respiratory panels and the buildup of inventories to secure the availability of new products and raw materials on some other ranges.
- trade receivables were slightly up by €14 million, notably thanks to an improvement in the cash collection in the US.
- trade payables were up by €3 million
- other working capital requirement were flat.

Capital expenditures represented around 9% of sales or €338 million in 2023, versus €287 million in 2022. Main capital expenditures were related to placed instruments and additional manufacturing capacities in the US.

¹ EBITDA corresponds to the aggregate of contributive operating income before non-recurring items, and operating depreciation and amortization.

Considering the above, **free cash flow** came in at €115 million in 2023, compared to €195 million in 2022.

- **Business development operations**

In October 2023, bioMérieux acquired 6,9% ownership of Oxford Nanopore Technology, for a total amount of €158 million.

- **Change in net debt**

Dividend of €100 million has been paid in 2023, to be compared with €101 million in 2022.

As a result, consolidated **net cash** came to -€166 million at December 31, 2023, versus a net cash position of +€47 million as of December 31, 2022. This net debt includes the discounted liability related to leases (IFRS16) amounting to €131 million.

2.2. THE DIVIDENDS

The Board of Directors recommended that shareholders at the Annual General Meeting on May 23rd 2024, approve a stable dividend of **€0.85 per share**, representing a payout ratio of 28% of net income, group share, above standard levels since the 2023 net income has been negatively impacted by the impairment recognized on the Hybiome acquisition goodwill and technology.

3. SUBSEQUENT EVENTS AND PERSPECTIVES

3.1. SUBSEQUENT EVENTS

➤ **bioMérieux announces nomination of two new Executive Committee members to lead Medical Affairs and R&D**

On January 16th, 2024 bioMérieux announced the appointment of two new Executive Committee members:

- Dr. Charles K. Cooper as Executive Vice President, Chief Medical Officer, effective January 2nd, 2024;
- Céline Roger-Dalbert as Executive Vice President Research and Development, effective March 1st, 2024.

➤ **bioMérieux acquires a minority stake in SpinChip Diagnostics ASA**

On March 7th, 2024, bioMérieux signed an agreement for a minority investment with SpinChip Diagnostics ASA, a company based in Oslo, Norway, which focuses on developing an immunoassay system for point-of-care testing with high sensitivity performance capabilities and particularly a high sensitivity cardiac troponin assay. Closing of this transaction is expected to occur before end of March 2024. As a result of this transaction and depending on the outcome of further fund raising activities undertaken by SpinChip Diagnostics ASA, bioMérieux will hold from 17 to 20% of the share capital of SpinChip Diagnostics.

3.2. 2024 OBJECTIVES

In 2024, sales growth is expected to reach +6% to +8% on a like for like basis, driven by a solid growth of BIOFIRE® non-respiratory panels, BIOFIRE® SPOTFIRE® as well as Microbiology and Industrial applications :

- Sales of non-respiratory BIOFIRE® panels are expected to continue to grow rapidly around mid-teens in 2024 leveraging the large installed base of BIOFIRE® instruments.
- Sales of BIOFIRE® SPOTFIRE® in 2024 should reach approximately €80m.
- Microbiology sales are expected to grow approximately +8%, driven by the increased need for efficient solutions to fight against the antimicrobial resistance, while Immunoassays sales should remain flat.
- BIOFIRE® respiratory panels sales are foreseen to slightly slow down, assuming a medium flu season in Q4 2024.

Contributive operating income is expected to grow by at least +10% at constant exchange rates and scope, driven by a stable gross margin rate and a disciplined growth of operating expenses leading to at least a +50bps improvement in CEBIT margin at constant exchange rates. Exchange rates would have a negative impact of between -€40 million to -€50 million on contributive operating income.

4. SUBSIDIARIES AND EQUITY INVESTMENTS

4.1. EQUITY INVESTMENTS TAKEN AND DISPOSED OF DURING THE 2023 FINANCIAL YEAR

➤ **bioMérieux makes strategic investment in Oxford Nanopore**

Oxford Nanopore Technologies plc (LSE: ONT) (“Oxford Nanopore”), the company delivering a new generation of nanopore-based molecular sensing technology, and bioMérieux announced on October 19th, 2023 that bioMérieux made an immediate £69m investment in Oxford Nanopore through the subscription of ordinary shares (which equates to 3.5% of Oxford Nanopore's voting rights as of October 13th 2023). In addition, on October 19th, 2023, bioMérieux completed the acquisition of a further 3.4% of Oxford Nanopore's shares on the secondary market for a total consideration of £68m.

➤ **bioMérieux acquires LUMED to reinforce its software portfolio in the fight against antimicrobial resistance**

On January 8th, 2024, bioMérieux announced the acquisition of LUMED, a software company that has developed a clinical decision support system to help hospitals optimize antimicrobial prescriptions and monitor healthcare-associated infections. bioMérieux has acquired the entire share capital of LUMED increasing its stake from 16% to 100%. The acquisition of 84% of the capital represents an investment close to 9 million euros.

➤ **bioMérieux holds 87% of the equity share of Hybiome,**

In January 2024, bioMérieux bought out some of Hybiome minority shareholders, based on put and call options agreed in 2018, leading to the acquisition of an extra 16% of Hybiome's equity for a total consideration of €29m.

➤ **bioMérieux acquires a minority stake in SpinChip Diagnostics ASA**

On March 7th, 2024, bioMérieux signed an agreement for a minority investment with SpinChip Diagnostics ASA, a company based in Oslo, Norway, which focuses on developing an immunoassay system for point-of-care testing with high sensitivity performance capabilities and particularly a high sensitivity cardiac troponin assay. Closing of this transaction is expected to occur before end of March 2024. As a result of this transaction and depending on the outcome of further fund raising activities undertaken by SpinChip Diagnostics ASA, bioMérieux will hold from 17 to 20% of the share capital of SpinChip Diagnostics.

4.2. NEW SUBSIDIARIES

A new subsidiary was created in Kazakhstan during 2023.

4.3. BRANCHES AND REPRESENTATIVE OFFICES

bioMérieux does not hold any branches directly. bioMérieux has a representative office in Saudi Arabia.

5. FINANCIAL DATAS

5.1. CONSOLIDATED INCOME STATEMENT

<i>In millions of euros</i>	2023	2022
NET SALES	3,674.7	3,589.1
Cost of sales	-1,617.4	-1,580.4
GROSS PROFIT	2,057.3	2,008.7
<i>GROSS PROFIT (in % of net sales)</i>	<i>56.0%</i>	<i>56.0%</i>
OTHER OPERATING INCOME	33.0	56.4
Selling and marketing expenses	-725.5	-701.5
General and administrative expenses	-295.0	-253.2
Research and development expenses	-460.1	-446.6
TOTAL OPERATING EXPENSES	-1,480.7	-1,401.3
CONTRIBUTIVE OPERATING INCOME	609.6	663.8
<i>CONTRIBUTIVE OPERATING INCOME (in % of net sales)</i>	<i>16.6%</i>	<i>18.5%</i>
Amortization and impairment of acquisition-related intangible assets and acquisition costs (a)	-170.6	-76.6
OPERATING INCOME BEFORE NON-RECURRING ITEMS	439.0	587.2
Other non-recurring income (expenses)	0.0	0.0
OPERATING INCOME	439.0	587.2
Cost of net financial debt	1.4	2.0
Other financial items	-3.1	-8.6
Income tax	-114.5	-140.1
Share of net income of associates	0.0	0.0
NET INCOME OF CONSOLIDATED COMPANIES	322.8	440.5
Attributable to the minority interests	-34.8	-11.8
ATTRIBUTABLE TO THE PARENT COMPANY	357.6	452.4
Basic net income per share	3.03 €	3.84 €
Diluted net income per share	3.01 €	3.82 €

5.2. CONSOLIDATED BALANCE SHEET

ASSETS

<i>(in millions of euros)</i>	12/31/2023	12/31/2022
Goodwill	698.8	812.5
Others intangible assets	528.6	625.0
Property, plant and equipment	1,357.1	1,250.3
Right of use	148.9	119.6
Financial assets	219.4	90.1
Investments in associates	0.8	0.9
Other non-current assets	7.7	12.9
Deferred tax assets	92.7	58.7
NON-CURRENT ASSETS	3,054.0	2,969.9
Inventories and work in progress	908.5	737.2
Accounts receivable	728.6	740.1
Other operating receivables	171.7	152.6
Tax receivable	29.7	17.9
Non-operating receivables	14.3	16.3
Cash and cash equivalents	352.4	552.6
CURRENT ASSETS	2,205.2	2,216.7
ASSETS HELD FOR SALE	0.0	0.0
TOTAL ASSETS	5,259.2	5,186.6

LIABILITIES AND SHAREHOLDERS' EQUITY

<i>(in millions of euros)</i>	12/31/2023	12/31/2022
Share capital	12.0	12.0
Additional paid-in capital & Reserves	3,382.6	3,139.8
Net income for the year	357.6	452.4
SHAREHOLDERS' EQUITY	3,752.2	3,604.2
MINORITY INTERESTS	0.0	38.7
TOTAL EQUITY	3,752.2	3,642.9
Net financial debt - long-term	355.4	318.4
Deferred tax liabilities	11.1	53.0
Provisions	53.3	41.1
NON-CURRENT LIABILITIES	419.7	412.5
Net financial debt - short-term	163.4	187.0
Provisions	41.6	42.1
Accounts payable	265.1	269.4
Other operating liabilities	495.9	507.9
Tax liabilities	52.8	49.0
Non-operating liabilities	68.5	75.8
CURRENT LIABILITIES	1,087.3	1,131.1
LIABILITIES RELATED TO ASSETS HELD FOR SALE	0.0	0.0
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	5,259.2	5,186.6

5.3. CONSOLIDATED CASH FLOW STATEMENT

<i>In millions euros</i>	2023	2022
Net income of consolidated companies	322.8	440.5
- Investments in associates	0.0	0.0
- Cost of net financial debt	-1.4	-2.0
- Other net financial income and expenses	3.1	8.6
- Income tax expense	114.5	140.1
- Net additions to operational depreciation - non-current provisions	218.4	210.0
- Amortization and impairment of acquisition-related intangible assets	170.1	67.0
EBITDA (before non-recurring items)	827.4	864.2
Other operating non-recurring income (expenses) excluding non-recurring provisions for impairment and capital gains (losses) on disposals of fixed assets	0.0	0.0
Other financial income and expenses (excluding provisions and disposals of non-current financial assets)	0.4	-8.6
Net additions to operating provisions for contingencies and losses	5.8	-17.0
Fair value gains (losses) on financial instruments	-2.0	0.9
Share-based payments	19.7	13.0
Elimination of other non-cash or non-operating income and expenses	24.0	-11.6
Change in inventories	-192.6	-92.1
Change in trade receivables	-13.7	-145.6
Change in trade payables	3.4	9.9
Change in other operating working capital	-1.6	57.9
Change in operating working capital requirement (a)	-204.5	-169.9
Other non-operating working capital	0.7	13.5
Change in non-current non-financial assets and liabilities	0.5	0.5
Change in working capital requirement	-203.3	-155.9
Income tax paid	-204.1	-223.5
Cost of net financial debt	1.4	2.0
NET CASH FROM OPERATING ACTIVITIES	445.4	475.1
Purchases of property, plant and equipment and intangible assets	-338.3	-286.7
Proceeds from disposals of property, plant and equipment and intangible assets	6.4	17.4
Purchases from other non-current financial assets	1.8	-10.5
FREE CASH FLOW (b)	115.3	195.3
Disbursement related to taking non-controlling interests	-158.7	-43.3
Impact of changes in Group structure	0.0	-205.0
NET CASH USED IN INVESTING ACTIVITIES	-488.8	-528.1
Purchases and sales of treasury shares (d)	12.7	-157.2
Dividends paid to owners	-100.2	-101.2
Cash flow from new borrowings	38.9	67.7
Cash flows from loan repayments	-73.7	-53.4
NET CASH USED IN FINANCING ACTIVITIES	-122.3	-244.2
NET CHANGE IN CASH AND CASH EQUIVALENTS	-165.7	-297.2
NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	528.7	787.3
Impact of currency changes on net cash and cash equivalents	-29.7	38.7
NET CASH AND CASH EQUIVALENTS AT END OF YEAR	333.4	528.7

^(a) Including allocations (reversals) of short term provisions.

^(b) Free cash flow is defined as the sum of flows related to the activity and those related to investments excluding the net cash of the impact of changes in the scope of consolidation.

^(c) In 2022, bioMérieux bought back treasury shares for 111 million euros, mainly relating to the current share buyback program in connection with the dilution of bioMérieux shareholders of around 1% of its share capital following the acquisition of Specific Diagnostics.

V. AGENDA

1. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

1. Approval of the parent company financial statements for the year ended December 31, 2023; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code
2. Approval of the consolidated financial statements for the year ended December 31, 2023
3. Granting of discharge to the directors
4. Appropriation of net income for the year ended December 31, 2023
5. Renewal of the term of office of Harold Boël as director
6. Appointment of Groupe Industriel Marcel Dassault as director
7. Renewal of the term of office of Viviane Monges as director
8. Appointment of Benoît Ribadeau-Dumas as an Advisory Board member (*censeur*)
9. Renewal of the term of office of Ernst & Young et Autres as Statutory Auditor
10. Appointment of Ernst & Young et Autres as Statutory Auditor responsible for certifying sustainability information
11. Determination of the total annual compensation for directors
12. Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code
13. Approval of the compensation policy for the Chairman of the Board of Directors in accordance with Article L.22-10-8 of the French Commercial Code
14. Approval of the compensation policy for the Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code
15. Approval of the compensation policy for directors in accordance with Article L.22-10-8 of the French Commercial Code
16. Approval of the information concerning compensation for corporate officers referred to in Article L.22-10-9 I of the French Commercial Code
17. Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Alexandre Mérieux for 2023
18. Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Pierre Boulud for 2023
19. Approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chairman on March 23, 2023
20. Authorization given to the Board of Directors to enable the Company to buy back its own shares

2. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

21. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares
22. Authorization to be given to the Board of Directors for a period of thirty-eight months to grant free shares, existing or to be issued, without pre-emptive subscription rights
23. Authorization to be given to the Board of Directors to carry out a capital increase reserved for employees participating in a company savings plan
24. Cancellation of shareholders' pre-emptive subscription rights in favor of employees participating in a company savings plan
25. Overall limit on authorizations to issue shares
26. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities

VI. REPORT OF THE BOARD OF DIRECTORS

To the Shareholders,

We have called this Ordinary and Extraordinary Shareholders' Meeting in accordance with the Company's articles of association 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 2023 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, 2023 as approved by the Board of Directors on March 13, 2024;
- the appropriation of net income;
- the renewal of the term of office of a director;
- the appointment of two directors;
- the appointment of an advisory Board member;
- the renewal of the term of office of a Statutory Auditor;
- the appointment of a Statutory Auditor responsible for certifying sustainability information;
- setting of the total annual compensation of directors;
- the *ex-ante* say-on-pay vote on the compensation policy for corporate officers, the Chairman of the Board of Directors, Chief Executive 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 directors, the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer in respect of the first half of the year and the Chairman of the Board of Directors and to the Chief Executive Officer for the second half of the year ended December 31, 2023;
- approval of the regulations of the modified share purchase plan for beneficiaries located in the State of California (United States), as adopted by the Chairman on March 23, 2023;
- 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:
 - o 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,
 - o granting free shares, existing or to be issued, without pre-emptive subscription rights;
 - o 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 2023 Universal Registration Document and other shareholder information are available on the Company's website.

A. MANAGEMENT REPORT ON THE TRANSACTIONS THAT OCCURRED DURING THE YEAR ENDED DECEMBER 31, 2023

As indicated in the concordance tables on pages 330 to 338 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 214 *et seq.*), including the annual financial report.

B. 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, appropriation of net income (first to fourth resolutions)

- (i) The parent company and consolidated financial statements are set out in the management report, in Chapter 6, sections 6.1 and 6.2, of the Universal Registration Document, respectively.
- (ii) The appropriation of net income is set out in section 6.2.3.3 of the URD.

2. Renewal of the term of office of a director (fifth resolution)

The shareholders are invited to vote on the renewal of the term of office of a director on May 23, 2024. The Board of Directors recommends that you reappoint Harold Boël for a further period of four years, i.e., until the Annual General Meeting called in 2028 to approve the financial statements for the year ending December 31, 2027.

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

Harold Boël

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

A description of his offices and functions is given in section 4.2.4 of the Universal Registration Document.

He has been a director of bioMérieux since 2012.

The Board of Directors recommends that you renew the directorship of Harold Boël for the following reasons:

- a director of the Company for over 11 years, he has in-depth knowledge of the Company and its challenges, and employs his expertise in his capacity as Chairman of the Audit Committee;
- his experience as an investor in growth companies;
- in his capacity as representative of Sofina, one of the Company's main shareholders (see section 7.3.2 of the Universal Registration Document).

At the close of the 2024 Annual General Meeting, and subject to the approval of his reappointment, Harold Boël will no longer be considered an independent director, given that he has been a director for more than 12 years.

3. Appointment of two directors (sixth and seventh resolutions)

Appointment of Groupe Industriel Marcel Dassault as a director (sixth resolution)

The appointment of Groupe Industriel Marcel Dassault – represented by Marie-Hélène Habert-Dassault – as a director for a four-year term, will be submitted for approval by the shareholders at the 2024 Annual General Meeting.

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

Groupe Industriel Marcel Dassault

French simplified joint-stock company (*société par actions simplifiée*)

Registered with the Paris Trade and Companies Registry under number 400 628 079

Registered office: 9, rond-point des Champs-Élysées Marcel Dassault - 75008 Paris - France

Marie-Hélène Habert-Dassault

Marie-Hélène Habert-Dassault, aged 58, holds a post-graduate diploma (DESS) in Business Law and Taxation, a degree in Business Law from the *Université 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 for the Dassault Group.

A description of her directorships and positions is given in section 4.2.4 of the Universal Registration Document.

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

The Board of Directors recommends the appointment of Groupe Industriel Marcel Dassault, represented by Marie-Hélène Habert-Dassault, for the following reasons:

- Marie-Hélène Habert-Dassault has been a director of the Company for over 11 years, and has in-depth knowledge of the Company and its challenges;
- Marie-Hélène Habert-Dassault has experience at major French industrial groups;
- Groupe Industriel Marcel Dassault is one of the Company's main shareholders (see § 7.3.2 of the Universal Registration Document).

Appointment of Viviane Monges as a director (seventh resolution)

Independent director, member of the Audit and Strategy Committees.

Born on October 15, 1963, French nationality.

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

Viviane Monges, who holds an MBA from the *Ecole Supérieure de Commerce de Paris*, has over 30 years' experience as Chief Financial Officer, mainly in the pharmaceutical industry, and holds several directorships. She has held a number of positions of regional and international scope in Europe and the United States, at Wyeth/Pfizer, Novartis OTC and Galderma. Throughout her career, she has focused on business growth,

operational efficiency, external acquisitions and licensing. Since 2017, she has dedicated herself to Board assignments and sits on the Boards of Novo Holdings, Ferring Pharmaceuticals, ADC Therapeutics as well as Pharvaris.

In 2021, she took on the task of forming the Board of Directors of Euroapi, a company created by the demerger of Sanofi, specializing in the manufacturing of active pharmaceutical ingredients and CDMO services, of which she has been Chairwoman since its listing on the Euronext regulated market in May 2022.

List of directorships and positions held at December 31, 2023:

- Novo Holdings: Director
- ADC Therapeutics (*): Director, Chairwoman of the Audit Committee and member of the Nomination & Corporate Governance Committee of Pharvaris (*);
- Pharvaris (*): Director and Chairwoman of the Audit Committee;
- Euroapi (*): Chairwoman of the Board of Directors;
- Ferring Pharmaceuticals: Director and Chairwoman of the Audit Committee

* Listed Company

Prior to her proposed appointment, Viviane Monges' status as an independent director was reviewed by the Human Resources, Compensation and CSR Committee, which concluded that she meets all the independence criteria defined by the AFEP-MEDEF Code as described above, enabling her to be qualified as an independent director. This analysis was then presented to the Board of Directors, who confirmed its conclusions.

4. Appointment of Benoît Ribadeau-Dumas as an advisory Board member (eighth resolution)

The Board of Directors, on the recommendation of the Chairman of the Board of Directors, and after the approval of the Board of Directors, decides, in accordance with article 12-IV of the Company's articles of association, to appoint Benoît Ribadeau-Dumas as an advisory Board member (*censeur*) for a three-year term expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2026.

The proposed appointment of an advisory Board member is intended to provide the Board with complementary knowledge and skills, which will enrich and enlighten the Board on matters of interest to the Company.

Born in France in 1972, Benoît Ribadeau-Dumas is a graduate of *École Polytechnique* and the *École Nationale d'Administration* (ENA). After starting his career in 1997 at the *Conseil d'État*, he joined Thales, the French leader in cutting-edge technologies specializing in aerospace and defense, as Director, Corporate Development. He held various positions within the company until 2009, when he was appointed CEO of Thales Underwater Systems. Benoît Ribadeau-Dumas then joined CGG, a world leader in Earth Sciences, as Senior Executive Vice President, before joining Zodiac Aerospace as a member of the Executive Management Board and CEO of Aerosystems Branch. In 2017, he was appointed Chief of Staff to the French Prime Minister. He is currently Managing Director of Exor.

List of directorships and positions held at December 31, 2024 (all companies):

Within the bioMérieux Group:

- Director of Institut Mérieux,
- Director of Mérieux NutriSciences;

Outside the bioMérieux Group:

- Non-executive director of Stellantis*,
- Non-executive director of Welltec,
- Non-executive director of Iveco*,
- Non-executive director of Galileo Global Education,
- Non-executive director Cerba,
- Non-executive director Tag Energy;
- CEO, sole partner of BRD Conseil.

*Listed company

5. Renewal of the term of office of Ernst & Young et Autres as Statutory Auditor (ninth resolution)

The term of one of the Statutory Auditors, Ernst & Young et Autres, will expire at the 2024 Annual General Meeting.

On the recommendation of the Audit Committee, the Board of Directors recommends that you reappoint Ernst & Young et Autres, Tour Oxygène, 10-12, boulevard Marius Vivier Merle, 69393 Lyon Cedex 3, as Statutory Auditor for a further period of six years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2029.

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

6. Appointment of Ernst & Young et Autres as Statutory Auditor responsible for certifying sustainability information (tenth resolution)

On the recommendation of the Audit Committee, the Board of Directors proposes the appointment of Ernst & Young et Autres as Statutory Auditor responsible for certifying sustainability information. Notwithstanding the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Order no. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and the environmental, social and corporate governance obligations of trading companies, the term of office will be three financial years, expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2026.

7. Setting of the total annual compensation of the directors (eleventh resolution)

The Board of Directors recommends that you set the total annual compensation allocated to the directors at €600,000 for the current financial year and for subsequent financial years, until a further decision by the Annual General Meeting.

Since 2022, the total annual compensation allocated has amounted to €500,000.

This adjustment of the package is linked to: (i) the increase in the size of the Board of Directors, (ii) changes in the composition of the Board's Committees, the adjustment of the rules governing the allocation of compensation of members of the Human Resources, Compensation and CSR Committee to bring it into line with that of members of the Audit Committee, and (iii) the need to take into account changes in regulations that could lead to an increase in the number of meetings of the Board of Directors and its Committees.

It should be noted that the amount proposed corresponds to a maximum annual amount, which is not necessarily used in its entirety, given that the compensation actually paid takes into account the composition of the Board and its committees, as well as the number of meetings and the attendance rate of Directors.

8. Ex-ante say-on-pay vote – 2024 compensation policy (twelfth to fifteenth resolutions)

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 of the Board of Directors, the Chief Executive Officer 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, 2024.

The compensation policy for corporate officers (Chairman of the Board of Directors, the Chief Executive Officer and members of the Board of Directors) for 2024 (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 of the Board of Directors, the Chief Executive 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.

9. 2023 ex-post say-on-pay vote (sixteenth to eighteenth resolutions)

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, Pierre Boulud and the directors for the year ended December 31, 2023, 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 2023 compensation components as set out in the Universal Registration Document.

10. Approval of the regulations of the modified share purchase plan for beneficiaries located in the State of California (United States), adopted by the Chairman on March 23, 2023 as part of the “MyShare” 2023 employee share ownership plan (nineteenth resolution)

The Board of Directors proposes that the Annual General Meeting approve the regulations governing the share purchase plan reserved for employee beneficiaries located in the State of California (United States), as part of the MyShare 2023 employee share ownership plan, as amended for these beneficiaries and as adopted by the Chairman on March 23, 2023, in accordance with the sixteenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 23, 2022, authorizing the Board of Directors to buy back shares of the Company for the purpose of transferring them to Group employees, and in accordance with the authorization given by the Board of Directors on December 14, 2022 in respect of the terms and conditions of MyShare 2023.

11. Authorization to be given to the Company to buy back its own shares (twentieth resolution)

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, by 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 subsequently 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 2023 is provided in Chapter 7.4.3 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 (twenty-first resolution)

Subject to the approval of the resolution to buy back shares (twentieth resolution), 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 twentieth 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 articles of association 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 (twenty-second to twenty-fourth resolutions)

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 for a period of thirty-eight months to grant free shares, existing or to be issued, without pre-emptive subscription rights (twenty-second resolution)

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-197-1 *et seq.* and Article L.22-10-59 of the French Commercial Code, the shareholders:

1. authorize the Board of Directors to carry out, in one or several installments, for the benefit of all employees, or certain employees, as well as corporate officers, or certain corporate officers, of the Company or companies related to it under the meaning of Article L. 225-197-2 of the French Commercial Code, free grants of ordinary existing shares or shares to be issued in the Company;
2. resolve that the number of free ordinary shares that may be granted pursuant to this authorization may not exceed the current nominal amount of €1,804,505.50 corresponding to 17,754,183 shares or 15% of the Company's share capital, as determined on the day of each grant decision by the Board of Directors, it being specified that:

- 2.1. the number of ordinary shares that may be granted to Company executive corporate officers at each of the Board of Directors' grant decisions may not exceed 1% of the Company's share capital (i.e. 1,183,612 shares), as determined on the day of the said grant decision by the Board of Directors, this ceiling being deducted from the above-mentioned global ceiling of 15% of the share capital;
 - 2.2. the ceiling and sub-ceiling mentioned above do not take into account the number of ordinary shares that could be granted to beneficiaries in addition to the ordinary shares initially granted, as part of the adjustments that would be required to preserve the rights of said beneficiaries in the event of a transaction involving the Company's share capital that takes place during the vesting period referred to in paragraph 3 of this resolution;
 - 2.3. free shares may not be granted to employees or corporate officers who individually hold more than 10% of the share capital. Moreover, a free share grant may not result in employees or corporate officers individually holding more than 10% of the share capital. Only shares held directly by an employee or corporate officer for less than seven years are included in this percentage;
 - 2.4. when the allocation represents at least 25% of the total gross salaries taken into account for the determination of the contribution base and paid during the last financial year, or at least 50% of the Company's salaried staff, the ceiling of 15% of the Company's share capital mentioned in paragraph 2 may be raised to 30%, and to 40% when the allocation benefits all the Company's salaried staff. In addition to the 15% threshold, the difference between the number of shares distributed to each employee may not exceed a ratio of one to five.
3. Resolve that:
- 3.1. the ordinary shares shall be vested to their beneficiaries after a vesting period for which the duration will be set by the Board of Directors, it being understood that this duration may not be less than one year;
 - 3.2. if applicable, the lock-up period for the said ordinary shares will be set by the Board of Directors, it being understood that this duration may not be less than one year if the vesting period is one year, and that there may not be a minimum lock-up period if the vesting period is greater than or equal to two years (Board of Directors' decision), it being stipulated that for the shares granted to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors may either (i) decide that the free shares granted may only be transferred by the persons concerned after they cease their duties, or when their duties are renewed, or (ii) set the number of shares granted that they are required to hold in registered form until they cease or renew their duties;
 - 3.3. for individuals who are not resident in France for tax purposes, if the legal and regulatory provisions in force on the day of the decision allow it, the Board of Directors may remove the above-mentioned lock-up period, subject to the condition that the vesting period is at least equal to the cumulative vesting and lock-up periods;
 - 3.4. by exception to the above, the vesting may take place before the end of the vesting period in the event of invalidity of the beneficiaries corresponding to the classification in the second or third categories indicated in Article L. 341-4 of the French Social Security Code (*Code de la Sécurité Sociale*) and, under such an assumption, the ordinary shares would immediately become freely transferable.
4. Expressly condition the definitive vesting of the ordinary shares pursuant to this authorization, including for Company executive corporate officers, on compliance with a condition of presence during the vesting period and the achievement of several performance and investment criteria as defined by the Board of Directors when it takes the grant decision.
5. Note that, in the event of a free grant of ordinary shares to be issued by the Company, this authorization shall entail, (i) the capitalization of reserves, earnings or premiums in favor of the beneficiaries of such shares and the corresponding waiver by shareholders in favor of the beneficiaries of the grants to the portion of reserves, earnings and premiums thus incorporated, (ii) the waiver by the shareholders, in favor of the beneficiaries of said grants of ordinary shares to be issued, of their pre-emptive subscription rights to the ordinary shares which will be issued as and when the ordinary shares are definitively granted, and to any right to free ordinary shares granted pursuant to this authorization. It is stipulated that the amount of the said capital increase will not be deducted from the **Overall limit I** ceiling provided for in the twenty-fifth resolution of the Meeting;
6. grant full powers to the Board of Directors, or any person duly authorized under the conditions set by law to act on their behalf within the abovementioned limits, to implement this authorization and in particular to:
- 6.1. determine the list of beneficiaries and the number of ordinary shares granted to each of them;
 - 6.2. determine whether the free ordinary shares to be granted will consist of ordinary shares to be issued or existing ordinary shares and, if applicable, modify its choice before they vest;
 - 6.3. set the conditions and criteria for the granting of ordinary shares, and notably the performance criteria to be met before vesting;
 - 6.4. set and, where appropriate, modify all dates and conditions for the free share grants that will be carried out pursuant to this authorization;
 - 6.5. provide for the option to temporarily suspend the rights to share grants under the conditions provided for by the applicable laws and regulations;
 - 6.6. provide for the option of carrying out, in accordance with the terms and conditions it shall determine, if applicable, during the vesting period, any adjustments to preserve the rights of beneficiaries in the light of any transactions on the Company's share capital, and in particular to determine the conditions under which the number of ordinary shares allocated free of charge will be adjusted;

- 6.7. in the event of the issue of new ordinary shares, to increase the share capital by capitalization of reserves, profits or additional paid-in capital, to set the nature and amounts of the reserves, profits or additional paid-in capital to be incorporated into the share capital for full payment of the said ordinary shares, and to deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each increase, to record the completion of the capital increases, and to amend the articles of association accordingly;
 - 6.8. note the existence of sufficient reserves and, for each allocation, transfer to an unavailable reserve account the amounts required for full payment of the new shares to be allocated;
 - 6.9. purchase the shares required under a share buyback program, and allocate them to the plan;
 - 6.10. take all necessary measures to ensure that beneficiaries comply with the mandatory holding period;
 - 6.11. and more generally, complete all necessary formalities regarding the issue, listing and financial processing of the shares issued under this resolution, and undertake all that is useful and necessary in accordance with applicable laws and regulations.
7. Set the period of validity of this authorization, which supersedes and replaces, where applicable insofar as they have not been exercised, all authorizations previously granted for the same purpose, at thirty-eight months from the date of this Meeting.

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.225-197-4 of the French Commercial Code.

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

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and having noted that the share capital has been fully paid up, pursuant to Articles L.3332-18 *et seq.* of the French Labor Code (*Code du travail*) and Articles L.225-129-2, L.225-129-6 (paragraphs 1 and 2) and L.225-138-1 of the French Commercial Code and in accordance with the provisions of said Code, the shareholders:

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-fifth resolution;
2. resolve that the characteristics of the securities giving access to the share capital of the Company shall be decided by the Board of Directors in accordance with the law;
3. resolve that the subscription price of the securities issued under this authorization will be set by the Board of Directors and determined in accordance with the conditions provided for in Article L.3332-19 of the French Labor Code;
4. note that the Board of Directors may decide to issue shares or securities giving access to the share capital of the Company reserved for employees participating in a savings plan at the same time or independently from one or several issues open to shareholders or third parties;
5. resolve that the Board of Directors will 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:
 - 5.1 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,
 - 5.2 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,
 - 5.3 set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,
 - 5.4 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,
 - 5.5 place on record the capital increases in the amount of shares actually subscribed or other securities issued pursuant to this authorization,
 - 5.6 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,
 - 5.7 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 articles of association to reflect the new share capital,

5.8 enter into all agreements, complete directly or through an agent all transactions and procedures including the completion of formalities following the share capital increases and the amendment of the articles of association to reflect these increases and, more generally, do whatever is necessary,

5.9 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;

6. decide that this authorization is given to the Board of Directors for a term of twenty-six months from the date of this Annual General 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 (twenty-fourth resolution)

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-third 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-third resolution instead of the discount or as the employer's matching contribution.

Overall limit on authorizations to issue shares (twenty-fifth resolution)

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

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

3. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities (twenty-sixth resolution)

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

VII. TEXT OF THE DRAFT RESOLUTIONS

RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the parent company financial statements for the year ended December 31, 2023; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the parent company financial statements for the year ended December 31, 2023, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2023, the shareholders approve the parent company financial statements for the year ended December 31, 2023 as submitted to them, showing net income of €279,345,021.89. They also approve the transactions reflected in those financial statements or summarized in those reports.

In accordance with Article 223 *quater* of the French Tax Code (*Code général des impôts*), the shareholders approve the total amount of non-deductible costs and expenses referred to in Article 39-4 of said Code, which amounted to €753,790 for the year ended December 31, 2023, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €188,447.50. In addition, the shareholders take note of the detailed list of the expense categories referred to in paragraph 5 of Article 39 of the French Tax Code and presented in accordance with Article 223 *quinquies* of said Code.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended December 31, 2023

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report on the management of the Group and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2023, which show consolidated net income of €322,804.968, the shareholders approve the consolidated financial statements for the year ended December 31, 2023 as submitted to them, as well as the transactions reflected in those financial statements or summarized in the Group management report.

THIRD RESOLUTION

Granting of discharge to the directors

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered (i) the Board of Directors' management report, (ii) the corporate governance report, and (iii) the Statutory Auditors' report thereon, the shareholders take note of the content of those reports and grant discharge to the directors for their duties during the previous financial year.

FOURTH RESOLUTION

Appropriation of net income for the year ended December 31, 2023

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and subsequent to the adoption of the first resolution, the shareholders note that (i) the statutory reserve exceeds 10% of the share capital and that (ii) the balance sheet for the year ended December 31, 2023 shows net income of €279,345,021.89 which, when increased by retained earnings of €129,458,785.91, results in distributable net income of €408,803,807.80

The shareholders therefore resolve, on a proposal by the Board of Directors, to appropriate said distributable net income as follows:

- €10,000,000.00 to be transferred to the "General reserve", increasing the balance from €885,000,000.28 to €895,000,000.28;
- €0 to be transferred to the "Special sponsorship reserve", the balance of which will remain at €1,020,052.58;
- €100,607,037.00 to be distributed as dividends;

the remaining €298,196,770.80 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.85 per share.

This dividend would be paid on June 11, 2024.

In accordance with the provisions of Article L.225-210 of the French Commercial Code (*Code de Commerce*), the Company will not receive any dividends on treasury shares held on the ex-dividend date. The corresponding dividend amount will be allocated to "Retained earnings".

The shareholders take note that the sums distributed as dividends over the past three financial years, were as follows:

Year ended	Distributed dividends (in euros) ^(*)	Distributed dividends per share (in euros)
Dec. 31, 2022	100,607,037.00	0.85
Dec. 31, 2021	101,702,602.85	0.85
Dec. 31, 2020	73,383,956.40	0.62

(*) The Company did not receive any dividends on treasury shares held on the ex-dividend date. The corresponding dividend amount was allocated to "Retained earnings".

Under current French tax legislation, the dividends distributed to individuals domiciled in France for tax purposes are taxed in two phases:

- In the payment year, the gross amount of dividends received is subject to a mandatory, non-discharging flat-rate (PFNL) income tax installment of 12.8% in application of Article 117 *quarter* of the French Tax Code, and social security withholdings of 17.2%. Low-income taxpayers may request an exemption from the PNFL levy, subject to certain conditions.
- The following year, they are subject to income tax at the flat rate of 12.8% (withholding tax – PFU), or optionally, according to the progressive income tax scale. In the latter case, a 40% allowance (Article 158, 3 2° of the French Tax Code) is applied to the gross amount received.

The PFNL of 12.8%, withheld during the payment year, is deducted from the income tax due in the following year. The excess is refunded, if applicable.

FIFTH RESOLUTION

Renewal of the term of office of Harold BOËL as director

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to renew the term of office of Harold Boël as a director, for a further period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2027.

SIXTH RESOLUTION

Appointment of Groupe Industriel Marcel Dassault as director

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to appoint Groupe Industriel Marcel Dassault as a director, for a period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2027.

SEVENTH RESOLUTION

Renewal of the term of office of Viviane Monges as director

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to appoint Viviane Monges as a director, for a period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2027.

EIGHTH RESOLUTION

Appointment of Benoît Ribadeau-Dumas as an Advisory Board member (censeur)

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, upon the recommendation of the Chairman of the Board of Directors, following approval by the Board of Directors and in accordance with article 12-IV of the Company's articles of association, the shareholders appoint Benoît Ribadeau-Dumas as an Advisory Board member (*censeur*) for a three-year term expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2026.

NINTH RESOLUTION

Renewal of the term of office of Ernst & Young et Autres as Statutory Auditor

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, the shareholders resolve to renew the term of office of Ernst & Young et Autres as Statutory Auditor, for a further period of six years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending at December 31, 2029.

TENTH RESOLUTION

Appointment of Ernst & Young et Autres as Statutory Auditor responsible for certifying sustainability information

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the Board of Directors' report, in accordance with article L.821-40 of the French Commercial Code, the shareholders resolve to appoint Ernst & Young et Autres as Statutory Auditor to certify sustainability information. Notwithstanding the provisions of Article L.821-44 of the French Commercial Code and in accordance with Article 38 of Ordinance no. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and the ESG obligations of trading companies, the term of office will be three financial years, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2026. Ernst & Young et Autres has indicated in advance that it would accept the appointment that may be entrusted to it and has declared that it meets all legal and regulatory conditions for the performance of such duties.

ELEVENTH RESOLUTION

Determination of the total annual compensation for directors

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to set the total annual compensation allocated to the directors at €600,000 (six hundred thousand euros) for the current financial year and for subsequent financial years, until further decision by the Annual General Meeting.

TWELFTH RESOLUTION

Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the information on the compensation of corporate officers provided for in Article L.22-10-9 I of the French Commercial Code, as presented in Chapter 4.3.1 of the 2023 Universal Registration Document, which includes said corporate governance report.

THIRTEENTH RESOLUTION

Approval of the compensation policy for the Chairman of the Board of Directors in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chairman of the Board of Directors, as presented in Chapter 4.3.1 of the 2023 Universal Registration Document, which includes said corporate governance report.

FOURTEENTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chief Executive Officer, as presented in Chapter 4.3.1 of the 2023 Universal Registration Document, which includes said corporate governance report.

FIFTEENTH RESOLUTION

Approval of the compensation policy for directors in accordance with Article L.22-10-8 of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for directors, as presented in Chapter 4.3.1 of the 2023 Universal Registration Document, which includes said corporate governance report.

SIXTEENTH RESOLUTION

Approval of the information concerning compensation for corporate officers referred to in Article L.22-10-9 I of the French Commercial Code

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the corporate governance report, in accordance with article L.22-10-34 I of the French Commercial Code, the shareholders approve the information referred to in Article L. 22-10-9 I of the French Commercial Code presented therein, as set out in section 4.3.2 of the 2023 Universal Registration Document.

SEVENTEENTH RESOLUTION

Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due for 2023 to Alexandre Mérieux

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2023 to Alexandre Mérieux in respect of his office as Chairman and Chief Executive Officer from January 1 to June 30, 2023, then in respect of his office as Chairman of the Board of Directors from July 1 to December 31, 2023, as presented in Chapter 4.3.2 of the 2023 Universal Registration Document, which includes said corporate governance report.

EIGHTEENTH RESOLUTION

Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due for 2023 to Pierre Boulud

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2023 to Pierre Boulud in respect of his office as Chief Operating Officer from January 1 to June 30, 2023 and in respect of his office as Chief Executive Officer from July 1 to December 31, 2023, as presented in Chapter 4.3.2 of the 2023 Universal Registration Document, which includes said corporate governance report.

NINETEENTH RESOLUTION

Approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chairman on March 23, 2023

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders approve, solely for the purposes of the legislation applicable in the State of California in the US and to comply with the registration exemption obligations under the rules governing securities offerings in the State of California, the employee share purchase plan – MyShare 2023 as amended for employee beneficiaries located in California in the US and as adopted by the Chairman on March 23, 2023, in accordance with the sixteenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 23, 2022, authorizing the Board of Directors to buy back the Company's shares for the purpose of selling them to Group employees, and in accordance with the authorization given by the Board of Directors on December 14, 2022 in respect of the terms and conditions of MyShare 2023.

TWENTIETH RESOLUTION

Authorization given to the Board of Directors to enable the Company to buy back its own shares

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, in accordance with Article L.22-10-62 of the French Commercial Code, the shareholders authorize the Board of Directors, which may delegate its powers, 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 of 10% of its share capital (with said limit applying at any time whatsoever to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting), it being specified that the maximum number of shares bought back by the Company for the purpose of being held in treasury for subsequent delivery in exchange for a merger, spin-off or contribution is capped at 5% of the share capital, as provided by law.

This authorization is given to enable the Company, in descending 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 shareholders resolve that the shares may be purchased, sold or transferred by any means, including through the use of derivative financial instruments, both on the stock market or over the counter, excluding the sale of put options, except in the case of exchanges in accordance with applicable regulations. No restriction applies to the portion of shares bought back through block trades, which may account for the entire program.

Shares held for purposes that are no longer compatible with the Company's strategy may be sold subject to the approval of the Board of Directors and provided that the financial markets are informed thereof.

Consequently, full powers are granted to the Board of Directors – which may delegate those powers to the Chief Executive Officer or, with the approval of the latter, to one or more Chief Operating Officers – to place any and all trading orders, enter into any and all agreements, make any and all filings with the AMF and any other organization, carry out all other formalities, and generally do everything necessary to use this authorization. The persons thus designated will report to the Board of Directors on how this authorization is used.

With effect from the date hereof, this authorization supersedes the unused portion of any authorizations previously given for the same purpose, and is given for a period expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2023 or for a period of 18 months from this Annual General Meeting, whichever is the earlier. It may be used at any time, except during a public purchase and/or exchange offer initiated by the Company, subject to applicable laws and regulations.

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

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

TWENTY-FIRST RESOLUTION

Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, subject to the adoption of the twentieth resolution of this Meeting, the shareholders 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 twentieth 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.

The shareholders 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 articles of association accordingly.

This authorization is given to the Board of Directors for a period of 18 months from the date of this Meeting. With effect from the date hereof, it supersedes any other prior authorization for the same purpose.

TWENTY-SECOND RESOLUTION

Authorization to be given to the Board of Directors for a period of thirty-eight months to grant free shares, existing or to be issued, without pre-emptive subscription rights

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-197-1 *et seq.* and L.22-10-59 of the French Commercial Code, the shareholders:

8. authorize the Board of Directors to carry out, in one or several installments, for the benefit of all employees, or certain employees, as well as corporate officers, or certain corporate officers, of the Company or companies related to it under the meaning of Article L. 225-197-2 of the French Commercial Code, free grants of ordinary existing shares or shares to be issued in the Company;
9. resolve that the number of free ordinary shares that may be granted pursuant to this authorization may not exceed the current nominal amount of €1,804,505.50 corresponding to 17,754,183 shares or 15% of the Company's share capital, as determined on the day of each grant decision by the Board of Directors, it being specified that:
 - 9.1. the number of ordinary shares that may be granted to Company executive corporate officers at each of the Board of Directors' grant decisions may not exceed 1% of the Company's share capital (i.e. 1,183,612 shares), as determined on the day of the said grant decision by the Board of Directors, this ceiling being imputed to the above-mentioned global ceiling of 15% of the share capital;
 - 9.2. the ceiling and sub-ceiling mentioned above do not take into account the number of ordinary shares that could be granted to beneficiaries in addition to the ordinary shares initially granted, as part of the adjustments that would be required to preserve the rights of said beneficiaries in the event of a transaction involving the Company's share capital that takes place during the vesting period referred to in paragraph 3 of this resolution;
 - 9.3. free shares may not be granted to employees or corporate officers who individually hold more than 10% of the share capital. Moreover, a free share grant may not result in employees or corporate officers individually holding more than 10% of the share capital. Only shares held directly by an employee or corporate officer for less than seven years are included in this percentage;

- 9.4. When the grant represents at least 25% of the total gross salaries taken into account for the determination of the contribution base and paid during the last financial year, or at least 50% of the company's employees, the ceiling of 15% of the company's share capital mentioned in 2. may be raised to 30%, and to 40% when the grant benefits all of the Company's employees. Beyond the 15% ceiling, the difference between the number of shares distributed to each employee may not exceed a ratio of one to five.
10. Resolve that:
- 10.1. the ordinary shares shall be vested to their beneficiaries after a vesting period for which the duration will be set by the Board of Directors, it being understood that this duration may not be less than one year;
- 10.2. if applicable, the lock-up period for the said ordinary shares will be set by the Board of Directors, it being understood that this duration may not be less than one year if the vesting period is one year, and that there may not be a minimum lock-up period if the vesting period is greater than or equal to two years (Board of Directors' decision), it being stipulated that for the shares granted to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors may either (i) decide that the free shares granted may only be transferred by the concerned persons after they cease their duties, or when their duties are renewed, or (ii) set the number of shares granted that they are required to hold in registered form until they cease or renew their duties;
- 10.3. for individuals who are not resident in France for tax purposes, if the legal and regulatory provisions in force on the day of the decision allow it, the Board of Directors may remove the above-mentioned lock-up period, subject to the condition that the vesting period is at least equal to the cumulative vesting and lock-up periods;
- 10.4. by exception to the above, the vesting may take place before the end of the vesting period in the event of invalidity of the beneficiaries corresponding to the classification in the second or third categories indicated in Article L. 341-4 of the French Social Security Code (*Code de la Sécurité Sociale*) and, under such an assumption, the ordinary shares would immediately become freely transferable.
11. Expressly condition the definitive vesting of the ordinary shares pursuant to this authorization, including for Company executive corporate officers, on compliance with a condition of presence during the vesting period and the achievement of several performance and investment criteria as defined by the Board of Directors when it takes the grant decision.
12. Note that, in the event of a free grant of ordinary shares to be issued by the Company, this authorization shall entail, (i) the capitalization of reserves, earnings or premiums in favor of the beneficiaries of such shares and the corresponding waiver by shareholders in favor of the beneficiaries of the grants to the portion of reserves, earnings and premiums thus capitalized, (ii) the waiver by the shareholders, in favor of the beneficiaries of said grants of ordinary shares to be issued, of their pre-emptive subscription rights to the ordinary shares which will be issued as and when the ordinary shares are definitively granted, and to any right to free ordinary shares granted pursuant to this authorization. It is stipulated that the amount of the said capital increase will not be deducted from the **Overall limit I** ceiling provided for in the twenty-fifth resolution of the Meeting;
13. grant full powers to the Board of Directors, or any person duly authorized under the conditions set by law to act on their behalf within the abovementioned limits, to implement this authorization and in particular to:
- 13.1. determine the list of beneficiaries and the number of ordinary shares granted to each of them;
- 13.2. determine whether the free ordinary shares to be granted will consist of ordinary shares to be issued or existing ordinary shares and, if applicable, modify its choice before the definitive grant;
- 13.3. set the conditions and criteria for the granting of ordinary shares, and notably the performance criteria to be met before vesting;
- 13.4. set and, where appropriate, modify all dates and conditions for the free share grants that will be carried out pursuant to this authorization;
- 13.5. provide for the option to temporarily suspend the right to grant options, under the conditions provided for by the applicable laws and regulations,
- 13.6. provide the option of carrying out, in accordance with the terms and conditions it shall determine, if applicable, during the vesting period, any adjustments to preserve the rights of beneficiaries in the light of any transactions on the Company's share capital, and in particular to determine the conditions under which the number of ordinary shares allocated free of charge will be adjusted;
- 13.7. in the event of the issue of new ordinary shares, to increase the share capital by capitalization of reserves, profits or additional paid-in capital, to set the nature and amounts of the reserves, profits or additional paid-in capital to be incorporated into the share capital for full payment of the said ordinary shares, and to deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each increase, to record the completion of the capital increases, and to amend the bylaws accordingly;
- 13.8. note the existence of sufficient reserves and, for each allocation, transfer to an unavailable reserve account the amounts required for full payment of the new shares to be allocated;
- 13.9. purchase the shares required under a share buyback program, and allocate them to the plan;
- 13.10. take all necessary measures to ensure that beneficiaries comply with the mandatory holding period;
- 13.11. and more generally, complete all necessary formalities regarding the issue, listing and financial processing of the shares issued under this resolution, and undertake all that is useful and necessary in accordance with applicable laws and regulations.
14. Set the period of validity of this authorization, which supersedes and replaces, where applicable insofar as they have not been exercised, all authorizations previously granted for the same purpose, at thirty-eight months from the date of this Meeting.

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.225-197-4 of the French Commercial Code.

TWENTY-THIRD RESOLUTION

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

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, pursuant to Articles L.3332-18 *et seq.* of the French Labor Code (*Code du travail*) and Articles L.225-129-2, L.225-129-6 (paragraphs 1 and 2) and L.225-138-1 of the French Commercial Code and in accordance with the provisions of said Code, the shareholders:

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-fifth resolution;
2. 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;
3. 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;
4. 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;
5. 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:
 - 5.1 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,
 - 5.2 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,
 - 5.3 set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,
 - 5.4 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,
 - 5.5 place on record the capital increases in the amount of shares actually subscribed or other securities issued pursuant to this authorization,
 - 5.6 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,
 - 5.7 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 articles of association to reflect the new share capital,
 - 5.8 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 articles of association to reflect these increases and, more generally, do whatever is necessary,
 - 5.9 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;
6. 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.

TWENTY-FOURTH RESOLUTION

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

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, the shareholders resolve to cancel the shareholders' pre-emptive subscription right to these shares, including shares resulting from the issue pursuant to the twenty-third 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-third resolution instead of the discount or as the employer's matching contribution.

TWENTY-FIFTH RESOLUTION

Overall limit on authorizations to issue shares

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital has been fully paid up, in accordance with Article L.225-129-2 of the French Commercial Code, the shareholders:

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

TWENTY-SIXTH RESOLUTION

Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, the shareholders 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.

ADDITIONAL DOCUMENTS REQUEST

To be sent to bioMérieux – at the following electronic address investor.relations@biomerieux.com or at the following postal address: bioMérieux – Direction Juridique – 376, chemin de l’Orme – 69280 Marcy-l’Etoile, France.

I, undersigned:

NAME AND SURNAME _____

POSTAL ADDRESS _____

EMAIL ADDRESS _____

Owner of _____ shares:

- registered shares,

- bearer shares, held in account at⁽¹⁾ _____

Requests bioMérieux to send, documents mentioned in Article R 225-3 of the French Code de commerce for the next General Meeting on May 23, 2024.

Date:

Signature:

NOTA : By application of Article R. 225-83 of the French Code de commerce, the shareholders of registered shares may, by simple request, obtain from the company, the sending of documents stated at such Article, for any General Meeting.

⁽¹⁾ information of the bank, financial establishment or broker which hold the account (the requester shall justify his quality of shareholder by sending a certificate of registration of his shares).

BIOMÉRIEUX S.A.

69280 Marcy l'Étoile • France

Tel. : +33 (0)4 78 87 20 00

www.biomerieux.com

03-24 / This document and / or pictures are not legally binding; modifications can be made by bioMérieux without prior notice / BIOMÉRIEUX, BIOMÉRIEUX logo, 3P, ARGENE, ATB, BIOBALL, BIOFIRE, BIOMÉRIEUX VISION SUITE, BLUELINE, BOTTLESAFE, CHEMUNEX, CLARION, CONNECT-UP, easyMAG, EMAG, ENDONEXT, EPISEQ, ETEST, FILMARRAY, FIREWORKS, GENE-UP, MAESTRIA, MYACUTECASE, MYLA, NEPRHOCHECK, NUCLISENS, PIONEERING DIAGNOSTICS, PREVI COLOR GRAM, R-GENE, SCANRDI, SPECIFIC REVEAL, SPOTFIRE, TEMPO, VERIFLOW, VERIPRO, VIDAS, VIDAS KUBE, VILINK, VIRTUO, VITEK and VITEK REVEAL are used, pending and/or registered trademarks belonging to bioMérieux S.A., to one of its subsidiaries or companies / BRAHMS PCT is the property of Thermo Fisher Scientific Inc. and its subsidiaries / WASP, WASP Walk Away Specimen Processor and WASPLab are the property of COPAN Italia / VaxArray is the property of InDevR / Any other name or trademark mentioned in this document is the property of its respective owner / Photos : Adobe Stock, A. Daste, bioMérieux, D. Wallace/Tampa General Hospital, Cass Studios, F. Dubray, Q. Lafont, JP. Mesguen, Tony Noel, R. Araud, R. Suhner, T. Crabot, GLA, NecstGen, M. Serr, Unsplash, WTTJ / bioMérieux S.A. - 673 620 399 RCS Lyon / Printed in France on recycled paper / First Page Graphic design & Creation : PwC Content&Design / Development & Production: PwC Content&Design