

7.5.3 bioMérieux historical share price performance

Period	High (in euros)	Low (in euros)	Closing (in euros)
2021	133.20	88.86	124.90
2020	144.8	75.00	115.40
2019	83.15	53.10	79.35
2018	83.15	53.10	57.50
2017	74.80	47.52	74.69

Source: Thomson Reuters Eikon, price recalculated after 3-for-1 stock split.

7.6 DIVIDEND POLICY

The distribution policy is decided in light of the yearly analysis of the Company's profits, its financial position and other factors that the Board of Directors considers relevant.

Dividends that remain unclaimed five years after their payment date are time-barred and remitted to the French government.

To respond to the unprecedented solidarity and liability issues imposed by the situation, the Board of Directors decided in mid-2020 to exceptionally cut by half the 2019 dividend, which it had initially set at €0.38 per share. The difference, i.e. approximately

€22 million, was intended for solidarity actions in the countries where it operates (see Section 3.8.4.1).

At the Annual General Meeting to be held on May 23, 2022, the Board of Directors will recommend a dividend of €0.85 per share, representing a total of €100.6 million to be paid on June 8, 2022.

The table below presents the dividends (in euros) paid by the Company for each of the past three fiscal years.

Fiscal year ended	Dividend distributed (in euros)*	Dividend per share (in euros)*
12/31/2020	73,383,956.40	0.62
12/31/2019	22,488,632.00	0.19
12/31/2018	41,426,427.00	0.35

* 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." Individuals domiciled in France for tax purposes benefit from a tax deduction on the annual dividend in accordance with paragraph 2 of Article 158.3 of the French Tax Code (Code général des impôts).

7.7 SPECIAL REPORT ON FREE SHARE GRANTS AND STOCK OPTIONS

This report was prepared in accordance with the provisions of Articles L. 225-184 and L. 225-197-4 of the French Commercial Code. The Company does not currently have any stock option plans. No stock options were granted to corporate officers or employees by the Company or Group companies in 2021. At the date of this report, no stock options are exercisable.

For the fiscal year ended December 31, 2021, the Board of Directors granted 175,315 free shares under free share grant plans set up by the Board – after consulting with the Human

Resources and CSR Committee – pursuant to the authority granted to it by the Combined General Meeting of May 20, 2021.

In this connection, the Company allocated free shares to a corporate officer in respect of his office held in the Company. The Board of Directors thus allocated 7,625 free shares to Pierre Boulud, Chief Operating Officer (EC 2021 A&B plan).

The table below details the free shares granted at the end of the 2021 fiscal year:

Grant date	Number of shares granted	Share price (in euros)
08/31/2021	175,315	105.00

The table below shows the number of free shares granted and not fully vested at the end of 2021:

Grant date	Share price (in euros)	Beneficiary's employer	Number of shares granted	Beneficiary category
08/31/2021		bioMérieux SA	35,250	8 members of the Executive Committee, of which 1 corporate officer
TOTAL EC 2021 PLAN (A&B)	105.00		35,250	8 MEMBERS OF THE EXECUTIVE COMMITTEE, OF WHICH 1 CORPORATE OFFICER
08/31/2021		Astute Medical Inc.	1,751	6 employees
		BioFire Diagnostics LLC	24,076	164 employees
		bioMérieux Afrique Occidentale et Centrale SA	280	4 employees
		bioMérieux Argentina	422	4 employees
		bioMérieux Asia Pacific Pte Ltd.	1,035	6 employees
		bioMérieux Australia P/L	650	4 employees
		bioMérieux Benelux SA	1,284	4 employees
		bioMérieux Brasil Industria e Comercio de Produtos Laboratoriais SA	1,204	6 employees
		bioMérieux Canada Inc.	476	1 employee
		bioMérieux Chile Spa	1,237	6 employees
		bioMérieux China Ltd.	1,081	4 employees
		bioMérieux China Ltd. (Taiwan branch)	156	2 employees
		bioMérieux Colombia SAS	266	2 employees
		bioMérieux Deutschland GmbH	546	6 employees
		bioMérieux Diagnostik AS	266	2 employees
		bioMérieux España SA	1,503	8 employees
		bioMérieux Hellas SA	1,081	4 employees
		bioMérieux Inc.	31,454	144 employees
		bioMérieux India Pvt. Ltd.	2,056	10 employees
		bioMérieux Italia S.p.a	5,845	10 employees
		bioMérieux Japan Ltd	908	6 employees
		bioMérieux Korea Co.	891	6 employees
		bioMérieux Mexico SA de CV	781	6 employees
		bioMérieux Moyen Orient FZ-LLC	156	2 employees
		bioMérieux Polska Sp.z.o.o	266	2 employees
		bioMérieux Portugal Lda	251	4 employees
		bioMérieux SA	51,994	260 employees
		bioMérieux Saudi Arabia	156	2 employees
		bioMérieux Shanghai Biotech co. Ltd	266	2 employees
		bioMérieux Shanghai Co. Ltd.	4,287	22 employees
		bioMérieux Singapore Pte. Ltd.	688	6 employees
		bioMérieux SSC Europe Sp.z.o.o	469	2 employees
		bioMérieux Suisse SA	124	2 employees
		bioMérieux Thailand Ltd.	90	2 employees
		bioMérieux UK Ltd	1,905	8 employees
		Invisible Sentinel Inc.	164	2 employees
TOTAL TPGL 2021 PLAN (A&B)	105.00		140,065	731 TALENT POOL & GLOBAL LEADERS
GRAND TOTAL			175,315	739

Vesting period

In the 2021 free share grant plans, a three-year vesting period applies from the date of the decision to grant the shares before the beneficiary becomes the owner of the shares granted.

Eligibility and performance conditions

During the financial year, the Board of Directors decided, at the recommendation of the Human Resources and CSR Committee, to grant free shares that are fully vested, (i) subject to a continuous employment condition and (ii) subject to continuous employment and performance conditions.

Delivery of shares

At the end of the vesting period and provided that the vesting conditions and criteria set by the Board of Directors are met, the Company will transfer to the beneficiary the number of free shares granted by the Board of Directors.

Lock-up period

Free share grant plans for 2021 have no lock-up period.

Beneficiaries' rights

If the shares are not transferable, like any other shareholder, the beneficiaries of vested shares are entitled to exercise all other rights attached to such shares during the lock-up period, including:

- pre-emptive subscription rights;
- right to information;
- right to attend Annual General Meetings;
- voting rights;
- right to dividends and, if applicable, distributed reserves.

History of free share grants (Table 10)

The table below summarizes, at December 31, 2021, all the terms and conditions of the free share grants and the performance share grants, subject to the fulfillment of the presence conditions and, for certain grants, the performance criteria laid down by the Company's Board of Directors:

Date of Annual General Meeting	Name of plan	Date of Board meeting	Total number of free shares granted	Number of beneficiaries	Of which corporate officer	Acquisition date of the shares	End date of the lock-up period	Cumulative number of forfeited or lapsed shares	Free shares granted during the fiscal year	Free shares remaining at the end of the fiscal year
05/20/2021	2021 EC and TPGL Plan	08/31/2021	175,315	366	1	08/31/2024	08/31/2024	1,743	0	173,572
06/30/2020	2020 EC Plan	09/01/2020	29,000	8	1	09/01/2023	09/01/2023	0	0	29,000
06/30/2020	2020 TPGL Plan	09/01/2020	97,026	335	0	09/01/2023	09/01/2023	8,172	0	88,854
05/17/2018	Invisible Sentinel Plan ^(a)	02/26/2019	22,300	10	0	02/26/2022	02/26/2022	22,300	0	0
05/17/2018	2019 EXCOM Plan	02/26/2019	80,510	12	0	02/26/2022	02/26/2022	27,469	0	53,041
05/17/2018	2019 BioFire Plan	02/26/2019	26,250	7	0	02/26/2022	02/26/2022	15,051	0	11,199
05/17/2018	2019 Global Leader/TP Plan	09/03/2019	137,129	357	0	09/03/2022	09/03/2022	11,727	0	125,402
05/17/2018	2018 Global Leader Plan ^(c)	12/20/2018	8,412	39	0	12/20/2021	12/20/2021	1,574	6,838	0
05/17/2018	2018 Global Leader Plan ^(c)	09/04/2018	105,273	211	0	09/04/2021	09/04/2021	13,346	91,927	0
05/17/2018	2018 Global Leader Plan ^(c)	05/17/2018	15,000	1	0	05/17/2022	05/17/2022	0	0	15,000
05/17/2018	2018 EXCOM Plan	05/17/2018	20,000	1	0	05/17/2022	05/17/2022	0	0	20,000
05/26/2016	2018 Global Leader BFX Plan	02/27/2018	21,000	7	0	02/27/2021	02/27/2021	9,000	12,000	0
05/26/2016	OPUS International Plan	12/15/2017	7,716	417	0	12/15/2021	12/15/2021	2,108	5,608	0
05/26/2016	2017 Global Leader Plan ^(c)	02/28/2017	9,300	2	0	02/28/2021	02/28/2021	0	9,300	0
05/26/2016	2017 Global Leader Plan	02/28/2017	15,000	1	0	02/28/2021	02/28/2021	5	14,955	0

(a) No shares will be granted under this plan as the performance criteria were not met.

(b) Free shares granted subject to performance criteria.

(c) Free shares granted subject to performance criteria except for 24,200 shares subject solely to continuous employment criteria.

(d) Additional two-year period for French beneficiaries.

Performance share grants to employees during the 2021 fiscal year

In fiscal year 2021, the 10 non-corporate officer employees who were granted the most performance shares received a total of 25,503 shares.

7.8 OTHER SECURITIES ISSUED BY THE COMPANY

In addition to the shares issued by the Company as stated in Section 7.3.1 and the free share grants (see Section 7.7), the Company carried out a new Euro PP bond issue of €200 million at the end of June 2020 with a leading European investor. This private investment consists of two tranches: one of €145 million at seven years and the other of €55 million at 10 years, with an overall annual coupon of 1.61%. Issued on very favorable terms

for bioMérieux, this private issue enables the Group to extend the maturity of its debt and to pursue its strategy of diversifying its sources of financing. With this long-term financing, bioMérieux can meet the Company's general needs and continue its growth strategy. The proceeds of this issue was used to refinance the public debt of €300 million issued in 2013 which matures in October 2020.

7.9 PROVISIONS DELAYING A CHANGE OF CONTROL

The following factors contribute to delaying, if needed, a change of control:

- ownership structure: bioMérieux is a controlled company (see sections 7.3.2 and 7.4.1);
- existence of double voting rights (see section 7.2.2.2);
- restrictions in the articles of association on the exercise of voting rights and share transfers: crossing of thresholds (see section 7.4.4.1);
- in addition, no restrictions on the exercise of voting rights and share transfers or clauses to agreements have been brought to the Company's attention;
- control mechanisms within the framework of an employee share ownership plan: a mutual fund, OPUS Classic, has been set up in connection with the share capital increase reserved for bioMérieux employees subsequent to the initial public offering of its shares; employee share ownership plans are regularly implemented (MyShare – see Section 3.7.4.1);
- powers granted to the Board of Directors to buy back shares: the Annual General Meeting of May 20, 2021 granted the Board of Directors the necessary powers to launch a share buyback program. This authorization will be renewed subject to the approval of the Annual General Meeting of May 23, 2022 (see Section 7.4.3);
- authorizations and powers granted by the Annual General Meeting to the Board of Directors regarding the issuance of shares (see section 7.4.5);
- change-of-control clauses: some of the agreements to which the Company is party may be amended or terminated in the event of a change of control.

PRINCIPAL AGREEMENTS INCLUDING A CHANGE-OF-CONTROL CLAUSE

Nature of agreement	Contracting party	Purpose
Loan agreement	Eight banks	Undrawn syndicated credit facility of €500 million, which was the subject of an addendum in January 2019 extending its maturity to January 2024 (initially a five (5) year loan with two (2) options to extend by one year, both of which have been exercised).
EuroPP	1 investor	A bond issue of €200 million with a 7-year and 10-year maturity
Real estate lease financing agreements	Two financial institutions	Financing of the extension of the Marcy l'Étoile site for €45 million for a period of 12 years
License agreement	Brahms	PCT raw materials supply
License agreement	Roche Diagnostics	NT-proBNP

bioMérieux is not aware of any other factors likely to have an impact in the event of a public offer of its securities.

7.10 MATERIAL CONTRACTS

The Company has not entered into any material contracts over the last two years other than those entered into in the ordinary course of business.