

bioMérieux S.A.

French public limited company (*société anonyme*) with share capital of €12,029,370
Registered office: Marcy l'Étoile (69280), France

Registered with the Lyon Trade and Companies Register under number 673 620 399

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS PROPOSED TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 23, 2024

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 a non-voting director;
- 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.

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

As indicated in the concordance tables on pages 322 to 330 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 203 *et seq.*), including the annual financial report.

II. 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)

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.

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

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 (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 a non-voting director (*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 a non-voting director 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

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