BOARD CHARTER

Approved at the meeting of the Board of Directors held on May 28, 2026

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Introduction

The purpose of this Board Charter is to specify the procedures for the operation of the Board of Directors of bioMérieux (hereinafter the "**Company**"), and it is intended to supplement the applicable provisions of the law and regulations and the Company's Articles of Association.

For the purposes of this Board Charter, it is specified that the term "**Group**" shall include the Company and any company or entity controlled, directly or indirectly, by the Company pursuant to the definition at Article L. 233-3 of the French Commercial Code.

This Board Charter has been established having regard to the recommendations of the Afep-Medef Corporate Governance Code of Listed Corporations (hereinafter the "**Afep-Medef Code**") and applies to each member of the Company's Board of Directors (hereinafter the "**Board**"). The obligations arising as a consequence hereof shall also apply both to individuals having been appointed as Directors or Board's observers (*censeurs*) and to the permanent representatives of legal entities that are members of the Board (hereinafter the "**Board Charter**").

I. <u>DIRECTORS' CHARTER</u>

1.1 Directors' obligations

Every Director of the Company shall be deemed to be bound by the following obligations:

1.1.1 General obligations

Prior to accepting the office, a Director must ensure that they have fully informed themselves of the general and specific obligations incumbent upon them, as well as the regulations applicable to offenses relating to listed companies (including, but not limited to, the definition of, and penalties for, insider trading and the misuse of inside information).

In particular, a Director is expected to ensure that they are fully informed of the applicable legal and regulatory provisions, the Articles of Association, this Board Charter and any additional obligations that the Board may have imposed, the rules applicable to the Board imposed by the Afep-Medef Code (in particular the ethical rules applicable to a Director), as well as the Code of Good Conduct that has been adopted by the Company, in order to be in a position to comply therewith.

1.1.2 Obligations with respect to the holding of the Company's shares

Throughout their term of office, each Director must be a shareholder in their own right and possess at least ten (10) shares of the Company and hold such shares in registered form (either direct or administered). This obligation does not apply to (i) States representatives, (ii) Directors representing employees, and (iii) Directors representing employee shareholders, with regard to a corporate director, this applies either (i) to the corporate director itself or (ii) to its permanent representative.
If a Director does not hold such shares upon taking office, they shall be obligated to use their Directors' fees to acquire such shares.
In addition, each Director shall be obligated to submit a declaration with respect to any transaction involving the acquisition, disposal, subscription and/or exchange of financial instruments issued by the Company or any derivatives thereof, whether conducted directly or through an intermediary.

Such information must be provided under the conditions and within the time-limits specified by the laws in force, through a filing with the French financial markets authority (the *Autorité des Marchés Financiers* (AMF)), with a copy of such filing submitted to the Company.

1.1.3 Obligation not to compete

Even though a Director is a shareholder in their own right, a Director is also a representative of all of the shareholders and must act in all circumstances in the Company's interests, which corresponds to the mutual interests of all shareholders. The prioritization of the Company's interests over their individual interests entails a non-compete obligation for Directors.

In consequence, a Director may not assume any personal responsibilities in any business or undertaking that competes with the Company or any other company within the Group without prior disclosure to the Board.

1.1.4 Obligation to provide information

Each member of the Board, in conformity with the laws and regulations in force both in France and in Europe, shall be obligated to furnish the Board with all the following items of information:

- the compensation and benefits in kind that have been paid to such Director by the Company or by any other company within the Group; and
- the offices and positions held in any other companies and legal entities, including such Director's participation in any committees of any French or foreign companies.

1.1.5 Obligation as to independence

A Director shall be obligated, in all circumstances, to maintain their independence with respect to analysis, judgment, decision-making and action and to reject any pressure, whether direct or indirect, that may be placed upon them, whether from the other Directors, or from any specific groups of shareholders, creditors and/or suppliers and more generally, any third parties.

1.1.6 Obligation to express their views

A Director shall be obligated, if they believe that any applicable decision of the Board is not in the Company's interests, to clearly express their objections and to attempt to convince the Board of the appropriateness of their own position.

1.1.7 Obligation not to hold multiple offices

A Director shall be obligated to inform the Board of any management, administrative or supervisory offices that they hold in any other company, whether French or foreign, listed or unlisted. A Director shall also be obligated to inform the Board of any Observing Adviser offices that they may hold in any such companies. In such regard, a Director shall be obligated to inform the Board promptly of any changes in their situation with respect to offices held, whatever the reason therefor (appointment, resignation, removal from office, non-reappointment).

1.1.8 Obligation to reveal conflicts of interest

A Director has an obligation to inform the Board of any situation that presents an actual or potential conflict of interest, whether direct or indirect, between the interests of the Company and either their personal interests or the interests of the shareholders or of the group of shareholders that they represent, and must abstain from taking part in the vote on the corresponding resolution, as well as the discussions preceding such a vote.
In the event that a member of the Board has a doubt as to whether a conflict of interest exists, including a potential conflict, he or she must immediately inform the Chairman of the Board thereof, who shall, in his or her sole discretion, determine whether the Board should be informed and consequently, whether the procedures described in this Article must be followed.

In the event the member of the Board referenced in the preceding paragraph is in fact the Chairman of the Board, they shall be obligated to inform the Board thereof.

1.1.9 Obligations as to duties and vigilance

A Director shall be obligated to devote the time and attention required to carry out their duties. A Director must be diligent and participate in all meetings of the Board and, if applicable, the meetings of any Committees to which they belong.

1.1.10 Obligations related to the possession of inside information

With respect to non-public information acquired within the framework of their duties, a Director shall be bound by an obligation to keep such information strictly confidential that exceeds the simple obligation of non-disclosure specified in the laws and regulations.

Directors may not use the confidential information received prior to or during the meetings of the Board for their personal benefit. They may not disclose such information to a third party for any reason whatsoever and must take all necessary measures to ensure that such information remains confidential. Such information shall cease to be deemed confidential and non-public once the Company has published the information.

1.1.11 Obligation to act in a good faith

A Director shall be obligated to act in a good faith manner and shall not use their office or duties as a Director to provide themselves or a third party with any personal benefit whatsoever, whether pecuniary or not.

1.1.12 Obligations not to trade in the Company's securities

A Director may not carry out any transactions in the Company's securities other than in compliance with the Code of Good Conduct adopted by the Company and the regulations that apply thereto.

In particular, as a consequence of their office, a Director shall be deemed to be in possession of specific non-public information with respect to the Company, as well as the financial instruments issued by the Company, which, made public, would or would be likely to have a material impact on the price thereof.

In such regard, each Director shall be included on the list of insiders established by the Company that is made available to the AMF.

Hence, as a consequence of holding such information, a Director is required to refrain from:

- Using such information by acquiring or disposing of, or to attempt to acquire or dispose of, for their own account or for the account of others, whether directly or indirectly, any financial instruments to which such information relates or any derivative financial instruments related thereto;
- Disclosing such information to any person outside of the normal framework of their work, occupation or duties, or for purposes other than the purpose for which such information was originally disclosed;
- Recommending that another person acquire or dispose of, or causing another person to acquire or dispose of, any such financial instruments.

<u>Blackout Periods</u>:

In addition to significant events or decisions constituting inside information, knowledge of the specific contents of the Company's financial statements prior to their publication may constitute sensitive, confidential or even inside information. In consequence, each Director shall be prohibited from carrying out any transactions with respect to the Company's financial instruments and, if applicable, any call or put options related to the Company's securities usually fixed at:

- The sixty calendar days (60) period prior to the date on which the half-yearly and annual consolidated financial statements are made public;
- The twenty-one calendar days (21) period prior to the date on which the quarterly net sales figures are made public.

The blackout period shall be extended in the following two cases:

- On the day following the announcement where it is made after market close (after 06:00 p.m. Paris time);
- On the day of the announcement where it is made before market opening (before 09:00 a.m. Paris time).

In addition, it is noted that Directors continue to be prohibited from carrying out any transactions in the Company's financial instruments during the period running from the date they had knowledge of any information that, if it was publicly disclosed, could have a material impact on the price of the Company's securities and the date on which such information is disclosed to the public.

In the event of difficulties or doubts as to whether any information constitutes inside information, Directors should contact the Chairman of the Board.

1.2 Directors' right to information

The Company's Chairman or Chief Executive Officer shall be obligated to provide each Director, within sufficient time, with all the documents and information necessary for them to carry out their duties.

For this purpose, each Director may request from the Chairman or the Chief Executive Officer, within an appropriate timeframe and subject to the confidential nature thereof, any information necessary to enable them to contribute effectively to matters on the agenda of Board meetings, as well as any other information enabling them to carry out their duties.

If they deem it necessary, a Director may request a training course on the Company's specific characteristics, its businesses and its markets and the issues regarding its corporate social responsibility and its environmental social governance policies (hereinafter "**CSR**") as well as any other training course enabling them to carry out their duties as a Director.

II. FUNCTIONING OF THE BOARD OF DIRECTORS

2.1 Composition of the Board

The Board shall be composed of a number of Directors within the minimum and the maximum limits authorized by applicable legal and regulatory provisions.

In its proposals, the Board shall ensure that its composition and that of the committees it establishes are balanced, in particular with regard to the representation of women and men, nationalities, international experience, and skills, and are adapted to the needs of the Company and the Group, taking appropriate measures to ensure that its duties are carried out with the necessary independence and objectivity.

A Director representing employees and employee shareholders shall be appointed in accordance with the conditions set forth by law and in compliance with the Company's Articles of Association.

Independent Directors

Pursuant to the independence criteria set forth in the Afep-Medef Code, a Director is deemed to be independent when he or she has no direct or indirect relationship of any kind whatsoever with the Company, its group or its management that could compromise his or her freedom of judgment.

Each year, the independence qualification of each Director is discussed by the Appointment, Compensation and CSR Committee and examined by the Board in light of the criteria set out above, prior to the publication of the management report.

The Board may determine that a Director, although they fulfill the criteria of the Afep-Medef Code, should not be classified as independent in view of his or her specific situation or that of the Company, having regard to the composition of its shareholders or for any other reason.

Conversely, the Board may determine that a Director who does not fulfill the criteria set forth in the Afep-Medef Code is nevertheless independent.

Diversity

The objectives, procedures and results of our diversity policy are published in our Corporate Governance Report and included in our Universal Registration Document.

2.2 Powers of the Board

The Board determines the direction of the Company's business and oversees its implementation, in accordance with its corporate interests, taking into account social and environmental issues.

As part of its remit, the Board benefits from the advice of its Committees. In line with the strategy it has defined, it regularly examines opportunities and risks, such as financial, legal, operational, social and environmental risks, and the measures taken as a result.

Without prejudice to the powers that have been expressly devolved upon the Board pursuant to the applicable laws, regulations and the Company's Articles of Association, the Board must specifically and mandatorily resolve on (i) the approval of the strategic plan for the Company and its subsidiaries; and (ii) the approval of the annual budget and, on a quarterly basis, its implementation.

In addition, the Board of Directors will be responsible for:

- Ensuring that a system is in place to prevent and detect corruption and influence peddling;
- Regarding sustainability:
    - o Proposing to the Annual General Meeting, upon recommendation of the Audit Committee, the appointment of a sustainability reporting auditor, which may be an independent third-party organization or a Statutory Auditor;
    - o Approving communication elements intended for shareholders, based on the recommendations of the Audit Committee;
    - o Approving the selection of qualitative and quantitative indicators and their governance framework;
    - o Defining strategic orientations and ensuring the resilience of the strategy and business model in relation to the identified sustainability risks and opportunities;
    - o Ensuring that due diligence procedures are monitored and implemented.

The Board shall be kept informed of any significant event affecting the operations of the Company and, more specifically, of its financial situation, cash position, and commitments.

As an internal rule, the powers of the Chief Executive Officer shall be limited, and certain key decisions defined by the Board must be submitted for its prior approval.

Accordingly, the Chief Executive Officer shall ensure that, before committing the Company, he or she obtains the consent of the Board, specifically and mandatorily, for any strategic operation (including any acquisition, exchange, transaction, granting of security, financing of any kind, etc.) that falls outside the scope of the Company's strategic plan or budget and exceeds thirty (30) million euros.

2.3 Role and duties of the Chairman of the Board

The Chairman of the Board shall organize and manage the work of the Board of Directors and shall report thereon to the General Meeting.

In addition to the powers conferred upon him or her by law and the Company's Articles of Association, the Chairman shall possess the following powers, which are exercised in coordination with the Chief Executive Officer:

- The Chairman shall be involved in the Group's major decisions, in particular those relating to the definition of its overall strategy and major divestment or acquisition projects, and shall be kept duly informed by the Chief Executive Officer of significant events and projects relating to the life of the Group;
- The Chairman shall participate in defining the Group's policies on CSR;
- The Chairman shall assist and advise Management on all R&D and innovation matters;
- In close cooperation with the Chief Executive Officer, the Chairman shall represent the Group, in France and abroad, in dealings with public authorities, major partners and/or strategic stakeholders;
- The Chairman shall take part in the recruitment process for the Group's senior executives and shall be consulted on their appointment.

The Chairman shall also ensure coordination between the Board and the Group's Management, shall maintain a close and trusting relationship with the Chief Executive Officer, and shall provide support and advice while respecting his or her executive responsibilities.

2.4 Board meetings

The Board of Directors shall meet as often as the interests of the Company so require.

The number of Board meetings and meetings of the Board's Committees held over the course of the financial year are required to be disclosed in the Chairman's Report to the General Meeting, which shall also provide shareholders with all necessary information regarding the Directors' attendance at such meetings.
The Board may validly deliberate only if at least half of the Directors are present.

For the purposes of calculating the quorum and majorities, Directors who are participating in Board meetings videoconference or other means of telecommunication shall be deemed present, unless otherwise provided by applicable laws, in particular for certain decisions.

The method implemented for a video conference or telecommunications must, at a minimum, transmit the participants' voices and satisfy the technical requirements to permit continuous and simultaneous retransmission of the discussions.

The minutes for the meeting shall record the participation of Directors and non-voting members (observers) by means of videoconference and/or telecommunication and, where applicable, any technical incidents if they have disrupted the proper conduct of the meeting.

2.5 Directors' fees

The Board shall determine the annual distribution of the fees granted to Directors and, where applicable, to the Board observers, within the limit of the total maximum amount authorized by the General Meeting of Shareholders. Directors shall receive a fixed component as well as a variable component designed to reflect each Director's effective participation in the work of the Board and its Committees.

2.6 The Committees

The Board may decide to establish one or more standing or ad hoc committees in order to facilitate its proper functioning of to contribute effectively to the preparation of its decisions.

The Committees shall be responsible for examining matters referred to them by the Board or its Chairman, preparing the Board's work is in relation to such matters, and reporting their conclusions to the Board in the form of reports, proposals, memorandums or recommendations. The Committees may commission external technical studies on matters within their scope of competence, at the Company’s expense, provided that the Chairman of the Board or the Board itself is informed in advance, and subject to reporting thereon to the Board. They shall submit their opinions and recommendations to the Board.

The role of the Committees is strictly advisory. The Board retains absolute discretion as to the action be taken on the conclusions submitted by the Committees. Each Director remains free to vote as he or she sees fit and shall not be bound by any such studies, investigations or reports of the Committees, nor by any recommendations issued by them.

Where Committees adopt their own internal rules, such rules shall be subject to the prior approval of the Board.

The Company's management report shall include a description of the activites of each Committee over the course of the past financial year.

As of the date of these internal rules, the following standing Committees have been established:
- The Audit Committee;
- The Appointment, Compensation and CSR Committee; and
- The Strategy Committee.

III. AUDIT COMMITTEE

3.1 Tasks

The role of the Audit Committee is to assist the Board, in particular by overseeing:
- The process for the preparation of accounting, financial and non-financial information, including information relating to CSR;
- The effectiveness of the internal control and risk management systems, as well as the internal audit procedures;
- The performance by the statutory auditors of their duties;
- Compliance by the statutory auditors with their obligations as to independence.

The Audit Committee shall ensure that the Executive Board has the necessary resources to identify and manage the economic, financial, legal and sustainability-related risks faced by the Group, both in France and abroad, in the course of its ordinary or exceptional operations.

Without prejudice to the powers of the Board of Directors, the role of the Audit Committee shall include the following tasks:

3.1.1 Preparation of accounting and financial and non-financial information

- Prior to the presentation thereof to the Board, (i) conducting a review of the half-yearly and annual standalone and consolidated financial statements, including the notes thereto and, if applicable, the management report (specific attention shall be paid to the impact of any changes in accounting methods, information with respect to regulated agreements, the supply policies and changes in the results from one period to the next) and, if applicable, submitting recommendations to ensure the integrity thereof; then (ii) presenting the Board with any comments it deems appropriate;
- Ensuring the appropriateness of the selection and the proper application of the accounting methods adopted in compliance with the regulatory requirements for the establishment of the standalone and consolidated financial statements;
- Verifying the accounting treatment of any material transactions realized by the Company;
- Examining the Company's material off-balance sheet commitments;
- Ensuring that the internal procedures for the collection and testing of data permit assurance of the quality and reliability of the Company's financial statements;

- Examining the scope of consolidation and, if applicable, the reasons any entities are not consolidated;
- Examining any issues submitted to it by the Board with respect to the items set forth hereinabove;
- Presenting the Board with any comments that it deems appropriate with respect to accounting and financial and non-financial matters, particularly those in connection with the approval of the half-yearly and annual standalone and consolidated financial statements.

3.1.2 Efficacy of the internal control and risk management systems as well as of the internal audit procedures

- Analyzing any litigation, including tax matters, likely to have a material impact on the Company's financial statements or on its financial situation;
- Examining the information provided by the Company with respect to its material risks of any nature, including those relating to social and environmental matters;
- Reviewing the conclusions in the reports on internal audits and on internal controls.
- With respect to internal audit, reviewing procedures with respect to the preparation and processing of accounting, financial and non-financial information, without infringing upon the independence of the internal audit team.

Where an internal compliance investigation is initiated for matters of sufficient seriousness, the Chief Compliance Officer shall inform the Chairman of the Audit Committee without delay. Such information shall include, in particular, the nature of the matter, its level of criticality, and the main stages envisaged for the investigation process.
In this context, the Chairman of the Audit Committee may, where necessary, request discussions with the Chief Compliance Officer regarding the preliminary assessment of the matter and the conduct of the investigation. Such discussions shall be conducted on a confidential basis and in proportion to the sensitivity of the matter.
Where the investigation is classified as Level 3, the Chairman of the Audit Committee shall determine, considering the sensitivity of the matter, whether it is appropriate to inform and consult all members of the Audit Committee.

3.1.3 Recommendations to the General Meeting as to the appointment of the Statutory Auditors

- Requesting, where appropriate, the provision of details of services provided by the Statutory Auditors who are to certify the Company's financial statements, other than statutory audit services;
- Submitting to the Board recommendations regarding the selection of Statutory Auditors (firms and audit networks) with a view to their appointment or reappointment by the General Meeting of Shareholders, in compliance with the rules that guarantee their independence and objectivity, and in particular in accordance with the provisions of Article 16 of Regulation (EU) No 537/2014. Except in the case of reappointment, such recommendation must set forth the reasons and must include a choice of at least two alternatives, indicating a duly substantiated preference. This recommendation shall result from a prior selection procedure (tender process).

3.1.4 Oversight of the Statutory Auditors' performance of their assignment

3.1.5 Compliance by the Statutory Auditors with their independence obligations

- Examining the safeguards implemented by the Statutory Auditors;
- Monitoring audit fees in order to ensure compliance with applicable caps;
- Examining the Statutory Auditors certification of their independence;
- Examining reporting on the non-audit services performed by the Statutory Auditors and their network;
- Taking necessary measures, where appropriate, including under the regulations relating to economic dependance, and ensuring compliance with the conditions specified in Article 6 of Regulation (EU) No 537/2014.

3.1.6 Approval of the provision of non-audit services

- Assessing risks with respect to the independence of the Statutory Auditors;
- Pre-approve a list of permitted services;
- Providing Management with the powers required for day-to-day approvals.

3.1.7 Financial reporting

- Reviewing draft financial communications of the Company, in particular those relating to half-yearly and annual financial statements, as well as quarterly financial information.

The Audit Committee shall report to the Board on performance of its duties. It shall also report on the results of the statutory audit, the manner in which such audit contributed to the integrity of financial information, and the role it played in such process. It shall promptly inform the Board of any difficulties encountered and shall present such observations as it deems appropriate.

The Audit Committee shall be bound by a duty of confidentiality with respect to information relating to:

- The non-audit services provided by the Statutory Auditors network,
- Findings and conclusions of the French regulatory and oversight body for the audit profession, the *Haut Conseil des Commissaires aux Comptes*.

3.1.8 Sustainability

The Audit Committee is authorized by the Board of Directors to:

- Make a recommendation to the Board of Directors as to the choice of auditor for the sustainability reporting (independent third-party body or statutory auditor), ensuring compliance with the conditions of competence and independence required by law;
- Verify the integrity of the sustainability information and reviewing the communication made to shareholders, where this must be submitted to the Board of Directors for approval;
- Oversee the inclusion of sustainability issues in existing management systems, expressing an opinion on the level of sensitivity to sustainability impacts and risks, and assessing their impact on corporate strategy;
- Provide the Board of Directors with the information it needs to make strategic decisions on sustainability, by means of steering tools.

3.2 Composition - Operating Procedures - Resources

The Audit Committee shall be comprised of at least three (3) members who are not part of the Company's Management, designated by the Board from among its members. Two thirds (2/3) of the members of the Audit Committee must be classified as independent Directors and at least one (1) member of the Audit Committee must possess specific competence in financial and accounting matters or in the auditing of financial statements.

The Audit Committee shall meet as often as it deems necessary and at least twice (2) each year, prior to the approval of the annual and half-yearly financial statements by the Board of Directors.

Meetings of the Audit Committee may be conducted by telephone conference call; a quorum shall exist provided at least half of the members participate in a meeting.
The Audit Committee appoints a Chairman of the Committee from among its members who must not hold any office (other than that of Director) or any managerial position within the Company or within the Group.

The Audit Committee may, after consulting the Chairman of the Board, access any resources it deems necessary to carry out its duties.

In particular, it may hear such members of the Finance Department as it designates, as well as the Statutory Auditors and, where applicable, any appointed advisory firm. After each meeting of the Audit Committee, a report shall be established and submitted to the Board.

IV. APPOINTMENT, COMPENSATION AND CSR COMMITTEE

4.1 Tasks

Within the scope of its responsibilities, the Committee is tasked with preparing and facilitating the decisions of the Board of Directors. It shall be responsible for submitting making proposals and recommendations to the Board of Directors regarding the selection and appointment of directors, representatives of legal entity directors, and Board observers, as well as recommendations concerning the remuneration and benefits of corporate officers and directors. Furthermore, the Committee is informed of the remuneration policy applicable to senior executives who are not corporate officers. In this context, the Committee involves executive corporate officers in its work.
The Committee also ensures that the Company takes into account CSR issues and integrates them into its strategy.

4.1.1 Appointments

The Appointment, Compensation and CSR Committee is responsible for making proposals and/or recommendations regarding the composition of the Board, after having examined all of the issues that need to be taken into account in reaching such a decision: the appropriate balance for the composition of the Board in light of the Company's shareholding structure and its evolution, the identification and assessment of potential candidates and/or their representatives, and the appropriateness of renewing mandates. In particular, it must organize a procedure for selecting future independent Directors and for completing its investigation of potential candidates before any approach is made to them.

In this context, the Appointment, Compensation and CSR Committee shall, in particular, examine any candidacy for directorship prior to its submission to the Board, assess any proposal for the appointment of a permanent representative, having regard to the factors mentioned above and the capacity of the candidate or permanent representative to hold the office of Director, and, in particular, whether such proposed candidate is in a situation where a conflict of interest of any type could interfere with the carrying out of their duties.

For any appointment or change of permanent representative for a Director that is a legal entity, the Director in question shall inform the Chairman of the Board and the Chairman of the Appointment, Compensation and CSR Committee at least six (6) months prior to the date of the proposed new representative is scheduled to assume the post, pursuant to written notice confirming that such proposed representative fulfills the criteria as to the composition of the Board set forth in Article 2.1 of this Board Charter. Following an interview by the Appointment, Compensation and CSR Committee of the candidate in question, the Committee shall submit its opinion to the Board setting forth the reasoning as to the compatibility of such appointment with the desired balance of the Board's composition.

The Committee is tasked to work on issues related to diversity policy within the Board and the Company's management bodies.

In addition, the Committee shall periodically, and at least once each year, review, in light of the independence criteria set forth in the Afep-Medef Code, the independence status of Directors as well as candidates for appointment as Director or members of a Board Committee.

In terms of succession planning, the Committee shall be responsible for establishing succession plans for the Company's Chief Executive Officer, Deputy CEOs or Directors, in the event of any unforeseen vacancy.

4.1.2 Compensation

Compensation of the Chairman, the Chief Executive Officer and Deputy CEOs (hereinafter, “corporate officers”): the Committee is entrusted by the Board with the task of making recommendations with respect to the fixed and variable compensation of corporate officers (ensuring the consistency of these rules with the annual performance evaluation of the corporate officers and with the Company's medium-term strategy, while overseeing the annual implementation of these rules), as well as the specific supplementary pension and benefit schemes, benefits in kind, and other financial entitlements of the Chairman and the Chief Executive Officer. In addition, the Committee shall propose to the Board an overall amount for the compensation allocated to the Directors and, where applicable, to the Board observers, to be submitted to the General Meeting of the Company. It shall also submit recommendations to the Board for allocating such compensation among Directors and, where applicable, Board observers, as well as individual amounts to be paid, it being specified that, for Directors and Board observers, account shall be taken of their attendance at Board and Committee meetings.

Variable compensation of corporate officers: the Committee shall submit recommendations as to the rules for the setting of variable compensation; it shall then oversee the annual application of such rules and shall ensure the consistency of the criteria adopted with the Company's strategic orientation on a short, medium and long-term basis.

Compensation of corporate officers: the Committee is notified of the compensation policies for senior managers other than the corporate officers.

These recommendations and rules shall take into account the principles laid down by the Afep-Medef Code.

The Committee shall report to the Board on the performance of its duties and shall provide it with all information necessary, in particular to enable the Chairman to include in his or her management report a description of the Committee's activities over the course of the past financial year.

4.1.3 Stock options and awards of performance shares

The Committee shall (i) submit to the Board its recommendations on the general policy for granting stock subscription or purchase options and for awarding performance shares, as proposed by the Chairman and the Chief Executive Officer, and (ii) in particular, assess the various categories of beneficiaries, the conditions (in particular, the duration of the vesting and retention periods) and the criteria for the allocation of the shares (classification as an employee on the vesting date, the conditions as to individual and/or financial performance targets, or related to the Company's CSR policies, etc.), it being specified that the options granted to corporate officers shall be examined on a case-by-case basis by the Appointment, Compensation and CSR Committee.

4.1.4 Sustainability

The Committee makes a recommendation to the Board of Directors on the orientations, objectives and trajectories in terms of sustainability.
When reviewing executive remuneration, the Committee includes the sustainability dimension in its analysis and recommendations.

4.2 Composition - Operating Procedures - Resources

The Appointment, Compensation and CSR Committee shall be comprised of at least three (3) members designated by the Board from among its members. A majority of the members of the Committee must be classified as independent Directors. The Company's human resources department may be invited to attend the meetings of the Committee, in the Committee's sole discretion. The Appointment, Compensation and CSR Committee shall meet at least once (1) each year.

It shall meet as often as necessary upon notice of meeting issued by the Chairman of the Board.

In addition, the Chairman shall be involved in the Committee's work on issues involving the selection and appointment of Directors as well as the compensation policy for senior management other than the corporate officers.

After each meeting of the Committee, a report shall be established and submitted to the Board.

V. STRATEGY COMMITTEE

5.1 Tasks

The purpose of this Committee is to discuss key strategic matters with Management, in particular developments in the technological, medical and market, and to orientate the Company's strategic choices both in terms of technology and its business model.

5.2 Operating procedures

The Strategy Committee shall be comprised of at least three (3) members designated by the Board. The Board shall also appoint a Chairman of the Committee.

The Committee shall meet as often as it deems necessary and at least once each year, whenever required, upon notice of meeting from the Chairman of the Committee. The Committee may invite members of the Company's Management to attend its meetings and may also call upon external experts.

After each meeting, the Strategy Committee shall establish a report which shall be submitted to the Board, in order to report on the performance of its tasks.

VI. BOARD OBSERVER(S)

The Board may be assisted in its work by one (1) to three (3) Board observers, who shall be physical persons appointed by the Ordinary General Meeting of Shareholders upon recommendation of the Chairman of the Board, following approval by the Board of Directors, in particular to provide additional expertise or skills to enhance and inform the Board on matters of interest to the Company.

The Board observers shall attend Board meetings, upon invitation by the Chairman of the Board, in a consultative capacity without voting rights. For this purpose, they shall receive, in advance of Board meetings, all information reasonably necessary for the proper performance of their duties.

They may also be invited to attend specific Committees meetings, without voting rights, upon invitation by such Committees.

Board observers shall be subject to the same obligations as Directors as set out in Article 1.1 of this Board Charter, including with respect to confidentiality, conflicts of interest and ethics.

Board observers shall receive no compensation for their duties.

VII. ASSESSMENT OF THE WORK OF THE BOARD

The Board shall devote, once (1) a year, an item on its agenda to a review of its functioning, in particular in order to:

- Examine its composition, its functioning and its organization;
- Assess the quality and effectiveness of the discussions within the Board (ensuring that important matters are properly prepared and discussed, verifying Directors' access to information, and the conditions under which meetings are prepared);
- Evaluate the actual role of the Board in the performance of its duties (definition or approval of the strategy, oversight, authorizations) and the effective contribution of each Director and Board observer to the Board's work;
- Analyze the reasons for any dysfunctions perceived by the Chairman, the Directors or the shareholders.

A formal evaluation shall be conducted at least every three (3) years.

The Chairman of the Board shall report, in the annual management report approved by the Board, on the conditions for the preparation and organization of the Board's work, as well as on the internal control procedures implemented by the Company. This report shall be approved by the Board in conformity with the laws and regulations in force.

VIII. ADAPTION AND AMENDMENT OF THE BOARD CHARTER

This Board Charter may be amended or modified at any time pursuant to a decision of the Board, provided, however, that any provisions of this Board Charter that reflects provisions of the Company’s Articles of Association may only be amended if the corresponding provisions of the Articles of Association have first been amended by an Extraordinary General Meeting of shareholders.
Any new member of the Board shall be provided with a copy of this Board Charter as well as a copy of the Company's Articles of Association.

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