



**bioMérieux SA**  
**French joint stock company (*société anonyme*) with share capital of €12,029,370**  
**Registered office: Marcy l' Étoile (69280), France**  
**Registered in Lyon, France under number 673 620 399**

## **Ordinary and Extraordinary Shareholders' Meeting of May 17, 2018**

### **Preliminary notice**

The shareholders of bioMérieux are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at 2:00 p.m. on May 17, 2018 at the Company's registered office (376 Chemin de l'Orme, Marcy l'Étoile (69280), France) to deliberate and decide on the following agenda and draft resolutions:

### **Agenda**

#### **I. Within the competence of the Ordinary Shareholders' Meeting**

1. Approval of the financial statements for the year ended December 31, 2017; approval of the total amount of expenses and costs falling within the scope of Article 39-4 of the French Tax Code (*Code général des impôts*);
2. Approval of the consolidated financial statements for the year ended December 31, 2017;
3. Granting of discharge to the directors;
4. Appropriation of profit for the year ended December 31, 2017;
5. Approval of the related-party agreement entered into by the Company with Alexandre Mérieux regarding a supplementary pension (Article 83 of the French Tax Code (*Code général des impôts*), as described in the Statutory Auditors' special report;
6. Approval of the related-party agreement entered into by the Company with Institut Mérieux, Mérieux NutriSciences, Transgene, ABL, Thera, Mérieux Développement, SGH and its addendum with the Fondation Mérieux regarding the internal mobility agreement for Mérieux group employees, as described in the Statutory Auditors' special report;
7. Approval of the related-party agreement entered into by the Company with Institut Mérieux and Mérieux Nutrisciences regarding the unequal distribution of the losses of Mérieux University, as described in the Statutory Auditors' special report;
8. Approval of the principles and criteria for the determining and allocation of fixed, variable and extraordinary elements making up the total compensation and the value of benefits in kind due to the Chairman and Chief Executive Officer, in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);

9. Approval of the principles and criteria for the determining and allocation of fixed, variable and extraordinary elements making up the total compensation and the value of benefits in kind due to one or more of the Chief Operating Officers, in accordance with Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*);
10. Approval of the compensation and benefits components paid or due to Jean-Luc Bélingard as Chairman and Chief Executive Officer (for the period from January 1, 2017 to December 15, 2017);
11. Approval of the compensation and benefits components paid or due to Alexandre Mérieux as Chief Operating Officer (for the period from January 1, 2017 to December 15, 2017);
12. Approval of the compensation and benefits components paid or due to Alexandre Mérieux as Chairman and Chief Executive Officer (for the period from December 15, 2017 to December 31, 2017);
13. Authorisation given to the Board of Directors to enable the Company to buy back its own shares.

## **II. Within the competence of the Extraordinary Shareholders' Meeting**

14. Authorisation given to the Board of Directors to reduce the Company's share capital by cancelling treasury shares;
15. Authorisation given to the Board of Directors for a period of 38 months to grant free shares (existing or to be issued) to employees and/or corporate officers of the Company and of French or foreign companies related to it, without pre-emptive subscription rights;
16. Authorisation given to the Board of Directors for a period of 38 months to grant purchase options and/or subscription rights to employees and/or corporate officers of the Company and of French or foreign companies related to it, without pre-emptive subscription rights;
17. Authorisation given to the Board of Directors to carry out a capital increase reserved for employees participating in an employee savings plan;
18. Cancellation of shareholders' pre-emptive subscription rights in favour of employees participating in an employee savings plan;
19. Amendment of Article 13 of the Company's bylaws in order to provide for the renewal of the Board of Directors on a rotating basis;
20. Harmonisation of the bylaws with the provisions of Article L. 225-27-1 of the French Commercial Code (*Code de Commerce*) relating to the appointment of an employee-director – Corresponding update of Articles 11 and 13 of the Company's bylaws;
21. Harmonisation of the bylaws with the provisions of Article L. 823-1 of the French Commercial Code (*Code de Commerce*) relating to the appointment of a deputy Statutory Auditor – Corresponding update of Article 18 of the Company's bylaws.

## **III. Within the competence of the Extraordinary Shareholders' Meeting**

22. Renewal of the term of office of Alexandre Mérieux as director;
23. Renewal of the term of office of Jean-Luc Bélingard as director;
24. Renewal of the term of office of Michele Palladino as director;
25. Renewal of the term of office of Philippe Archinard as director;
26. Renewal of the term of office of Agnès Lemarchand as director;

27. Renewal of the term of office of Philippe Gillet as director;
28. Renewal of the term of office of a Statutory Auditor;
29. Non-renewal of the term of office of a Deputy Statutory Auditor;
30. Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities.

**Text of the draft resolutions submitted by  
the Board of Directors to  
the Ordinary and Extraordinary Shareholders' Meeting of May 17, 2018**

**I. Within the competence of the Ordinary Shareholders' Meeting**

**FIRST RESOLUTION**

*Approval of the parent company financial statements for the year ended December 31, 2017;  
approval of the  
total amount of expenses and costs falling within the scope of Article 39-4 of the French Tax  
Code (Code général des impôts)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the parent company financial statements for the year ended December 31, 2017, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2017, the shareholders approve the annual financial statements for the year ended December 31, 2017 as submitted to them, showing profit of €109,199,429.28. They also approve the transactions reflected in those financial statements or summarised in those reports.

Pursuant to Article 223 quater of the French Tax Code (*Code général des impôts*), the Shareholders' Meeting approves the total amount of expenses and costs falling within the scope of Article 39-4 of the French Tax Code (*Code général des impôts*) non-deductible from the taxable income, which amounted to €345,427 for the year ended December 31, 2017, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e. €115,142. In addition, the shareholders take note of the detailed list of expense categories referred to in paragraph 5 of article 39 of the French Tax Code (*Code général des impôts*) and presented in accordance with Article 223 quinquies of said Code.

**SECOND RESOLUTION**

*Approval of the consolidated financial statements for the year ended December 31, 2017*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after having considered the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2017, which show a consolidated net profit of €237,543,499, the shareholders approve the consolidated financial statements for the year ended December 31, 2017 as submitted to them, as well as the transactions reflected in those financial statements or summarised in the report on the management of the Group.

**THIRD RESOLUTION**

*Granting of discharge to the directors*

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

## FOURTH RESOLUTION

### *Appropriation of profit for the year ended December 31, 2017*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and subsequent to the first resolution, the shareholders note that (i) the statutory reserve exceeds 10% of the share capital and that (ii) the balance sheet for the year ended December 31, 2017 shows a profit of €109,199,429.28 which, when increased by retained earnings of €97,815,632.45 results in a distributable profit of €207,015,061.73.

They therefore resolve, on a motion by the Board of Directors, to appropriate said distributable profit as follows:

- €60,000,000 to be transferred to the General Reserve, increasing the balance from €675,000,000.28 to €735,000,000.28;
- €56,481.61 to be transferred to the "Special sponsorship reserve", increasing the balance from €822,655.75 to €879,137.36;
- €40,242,814.80 to be distributed as dividends;
- the remaining €106,715,765.32 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.34 per share.

This dividend would be paid at the latest on June 7, 2018.

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

The dividend is eligible for the 40% tax basis deduction. Individuals domiciled in France for tax purposes benefit from a 40% tax deduction in accordance with paragraph 2, Article 158.3 2° of the French Tax Code (*Code général des impôts*) and will be subject, except in specific cases, to the mandatory, non-discharging levy of 12.8% for income tax and social security withholdings.

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

Year ended	Total dividend (in euros) <sup>(*)</sup>	Dividends paid per share (in euros)
12/31/2016	39,453,740.00	1.00
12/31/2015	39,453,740.00	1.00
12/31/2014	39,453,740.00	1.00

(\*) 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".

### **FIFTH RESOLUTION**

*Approval of the related-party agreement entered into by the Company with Alexandre Mérieux regarding a supplementary pension (Article 83 of the French Tax Code (Code général des impôts), as described in the Statutory Auditors' special report*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of Article L. 225-40 of the French Commercial Code (*Code de Commerce*), on the agreements referred to in Articles L. 225-38 et seq. of said Code, the shareholders approve the agreement entered into with Alexandre Mérieux under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

### **SIXTH RESOLUTION**

*Approval of the related-party agreement entered into by the Company with Institut Mérieux, Mérieux NutriSciences, Transgene, ABL, Thera, Mérieux Développement, SGH and its addendum with the Fondation Mérieux regarding the internal mobility agreement for Mérieux group employees, as described in the Statutory Auditors' special report*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of Article L. 225-40 of the French Commercial Code (*Code de Commerce*), on the agreements referred to in Articles L. 225-38 et seq. of said Code, the shareholders approve the agreement entered into with Institut Mérieux, Mérieux NutriSciences, Transgene, ABL, Thera, Mérieux Développement, SGH and its addendum with the Fondation Mérieux, namely under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

### **SEVENTH RESOLUTION**

*Approval of the related-party agreement entered into by the Company with Institut Mérieux and Mérieux Nutrisciences regarding the unequal distribution of the losses of Mérieux University, as described in the Statutory Auditors' special report*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Statutory Auditors' special report, presented in accordance with the provisions of Article L. 225-40 of the French Commercial Code (*Code de Commerce*), on the agreements referred to in Articles L. 225-38 et seq. of said Code, the shareholders approve the agreement entered into with Institut Mérieux and Mérieux Nutrisciences, namely under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

### **EIGHTH RESOLUTION**

*Approval of the principles and criteria for the determining and allocation of fixed, variable and*

*extraordinary elements making up the total compensation and the value of benefits in kind due to the Chairman and Chief Executive Officer, in accordance with Article L. 225-37-2 of the French Commercial Code (Code de Commerce)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the report provided for in Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), the shareholders approve the principles and criteria for the determining and allocation of fixed, variable and extraordinary elements making up the total compensation and the value of benefits in kind presented in the previously-mentioned report and due to the Chairman and Chief Executive Officer, as described in Chapter 4.3.2.1 of the Registration Document.

#### **NINTH RESOLUTION**

*Approval of the principles and criteria for the determining and allocation of fixed, variable and extraordinary elements making up the total compensation and the value of benefits in kind due to one or more of the Chief Operating Officers, in accordance with Article L. 225-372 of the French Commercial Code (Code de Commerce)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the report provided for in Article L. 225-37-2 of the French Commercial Code (*Code de Commerce*), the shareholders approve the principles and criteria for the determining and allocation of fixed, variable and extraordinary elements making up the total compensation and the value of benefits in kind presented in the previously-mentioned report and due to one or more Chief Operating Officers, as described in Chapter 4.3.2.1 of the Registration Document.

#### **TENTH RESOLUTION**

*Approval of the compensation and benefits components paid or due to Jean-Luc Bélingard as Chairman and Chief Executive Officer (for the period from January 1, 2017 to December 15, 2017)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders approve the components of compensation paid or due to Jean-Luc Bélingard as Chairman and Chief Executive Officer for the period from January 1, 2017 to December 15, 2017, as described in Chapter 4.3.2.2 of the Registration Document.

#### **ELEVENTH RESOLUTION**

*Approval of the compensation and benefits components paid or due to Alexandre Mérieux as Chief Operating Officer (for the period from January 1, 2017 to December 15, 2017)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders approve the components of compensation paid or due to Alexandre Mérieux as Chief Operating Officer for the period from January 1, 2017 to December 15, 2017, as described in Chapter 4.3.2.2 of the Registration Document.

## **TWELFTH RESOLUTION**

*Approval of the compensation and benefits components paid or due to  
Alexandre Mérieux as Chairman and Chief Executive Officer  
(for the period from December 15, 2017 to December 31, 2017)*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders approve the components of compensation paid or due to Alexandre Mérieux as Chairman and Chief Executive Officer for the period from December 15, 2017 to December 31, 2017, as described in Chapter 4.3.2.2 of the Registration Document.

## **THIRTEENTH RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the Board of Directors' report, in accordance with article L.225-209 of the French Commercial Code, the shareholders authorise the Board of Directors, with the possibility of subdelegation, to purchase, on the Company's behalf, on one or more occasions and whenever it deems appropriate, a number of the Company's own shares, within the statutory limit of 10% of its share capital (at any time whatsoever, this percentage being applicable to the share capital adjusted in light of capital transactions subsequent to this Meeting), it being specified that the maximum buyback percentage of shares purchased by to be held and subsequently delivered in exchange as part of a merger, spin-off or contribution, is capped at 5%, as provided by law.

This authorisation is given to enable the Company, in order, to:

- maintain a liquid secondary market for bioMérieux's shares through market-making transactions carried out by an independent investment firm under a liquidity agreement that complies with the AMAFI code of ethics approved by the AMF;
- ensure the hedging of stock option plans and/or free share plans (or equivalent plans) for the benefit of Group employees and/or corporate officers, as well as all share allocations under a Company or Group savings plan (or equivalent plans) for profit sharing and/or any other form of allocation of shares to Group employees and/or corporate officers;
- reduce the Company's share capital by cancelling shares subject to the limits laid down by law;
- deliver its shares upon the exercise of rights attached to securities giving access to the Company's share capital;
- retain the shares purchased and to swap them again at a later date for exchange, or as payment as part of any external expansion acquisitions;
- implement any market practices permitted or that may be permitted by the market authorities.

Under this authorisation, the Company shall be permitted to buy back its own shares provided it complies with the following limits (which may be adjusted in connection with transactions affecting the share capital of the Company):

- the maximum purchase price per share shall not exceed: €150, excluding acquisition-related costs;

- the maximum theoretical amount set aside in connection with this program is €1,775,418,300 (maximum theoretical amount without taking into account treasury shares). The authorisation given to the Board of Directors with the possibility of subdelegation in accordance with the law, will allow the Board to adjust the above-mentioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalisation of reserves and the granting of free shares, stock splits or reverse splits, capital redemption or reductions in share capital, the distribution of reserves or other assets and any other transaction affecting equity, in order to take into account the impact of such transactions on the value of its shares.

The shareholders resolve that the acquisition, sale and transfer of the Company's shares may be carried out by any means, in part through the use of derivatives, whether on the stock market or over the counter, excluding the sale of put options save in the case of exchanges in accordance with applicable regulations. No restriction applies to the portion of buybacks carried out through block trades, which may account for the entire program.

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

Consequently, full powers are granted to the Board of Directors, with the option to subdelegate the same to the Chief Executive Officer, or, subject to the approval of the latter, to one or more Chief Operating Officers, to place any trading orders, enter into any agreements and complete all registrations and formalities with any entities, in particular the AMF, amend the bylaws and, generally, do whatever is necessary. The persons thus designated shall report to the Board of Directors on how this authorisation has been used.

With effect from the date hereof, this authorisation replaces and supersedes, where applicable insofar as they have not been exercised, all authorisations previously given for the same purpose, for a period expiring at the close of the Annual Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2018 or 18 months from this Annual Shareholders' Meeting, whichever is the earlier. It may be used at any time, except during a public purchase and/or exchange offer initiated by the Company, subject to applicable laws and regulations.

The Board of Directors shall report to the Annual Ordinary Shareholders' Meeting on transactions performed pursuant to this authorisation.

## **II. Within the competence of the Extraordinary Shareholders' Meeting**

### **FOURTEENTH RESOLUTION**

*Authorisation given to the Board of Directors to reduce the Company's share capital by cancelling treasury shares*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, subject to the adoption of the 13<sup>th</sup> resolution of this Meeting, the shareholders authorise the Board of Directors, pursuant to Article L. 225-209 of the French Commercial Code (*Code de Commerce*), to reduce the Company's share capital by cancelling all or some of the shares bought back by the Company pursuant to the share buyback program authorised pursuant to the 13<sup>th</sup> resolution of this Meeting, at its discretion,

on one or more occasions, within the limit of 10% of the share capital over a period of twenty-fourth (24) months from this Meeting, and reducing the share capital accordingly. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to take into consideration transactions having an impact on the share capital carried out subsequent to this Meeting.

The shareholders authorise the Board of Directors to offset any excess of the purchase price of cancelled shares over their nominal amount against existing paid-in capital or available reserve accounts and grant full powers to the Board of Directors, with the possibility of subdelegation in accordance with the law, for the purpose of executing all documents and completing all formalities or registrations necessary to finalise the reductions of capital under this authorisation, and to amend the bylaws accordingly.

This authorisation is given to the Board of Directors for a period of eighteen (18) months from the date of this Meeting. With effect from the date hereof, it supersedes all authorisations previously given for the same purpose.

### **FIFTEENTH RESOLUTION**

*Authorisation given to the Board of Directors for a period of 38 months to grant purchase options and/or subscription rights to employees and/or corporate officers of the Company and of French or foreign companies related to it, without pre-emptive subscription rights;*

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

1. Authorise the Board of Directors to carry out, on one or more occasions, free grants of existing shares or shares to be issued by the Company, in favour of employees or certain categories of employees from among employees of the Company or companies related to it within the meaning of Article L.225-197-2 of the French Commercial Code.
2. Resolve that the number of ordinary shares that may be granted freely pursuant to this authorisation may not represent more than 0.95% 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 the Company's executive corporate officers at each of the Board of Directors' grant decisions may not represent more than 0.01% of the Company's share capital, as determined on the day of the said grant decision by the Board of Directors, this ceiling being imputed to the above-mentioned global ceiling of 0.95% 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 the said beneficiaries in the event of a transaction on the Company's share capital occurring during the vesting period referred to in paragraph 3 of this resolution;
  - 2.3. no free shares may be granted to employees or corporate officers holding more

than 1% each of the share capital. In addition, a free share grant must not result in employees and corporate officers holding more than 1% each of the share capital.

3. Resolve that:
  - 3.1. the grant of ordinary shares to beneficiaries shall become final after a vesting period set by the Board of Directors, it being understood that this period may not be less than one year;
  - 3.2. if applicable, the duration of the mandatory holding period of such ordinary shares shall be set by the Board of Directors, it being understood that this period may not be less than one year in the case of a vesting period of one year, and that there may be no minimum mandatory holding period in the event of a vesting period greater than or equal to two years (at the discretion of the Board of Directors), it being specified that in the case of shares granted to the Chairman of the Board of Directors, to the Chief Executive Officer and to the Chief Operating Officers, the Board of Directors shall either (i) decide that the free shares granted may not be sold by the parties concerned before their term of office ends, or when their term of office is renewed, or (b) fix the number of shares granted which they must hold in registered form until the end of their term of office or the renewal thereof;
  - 3.3. that, for non-tax residents in France, if the legal and regulatory provisions in force on the day of its decision so authorise, the Board of Directors may cancel the aforementioned mandatory holding period provided that the vesting period is at least equal to the cumulative vesting and holding periods;
  - 3.4. by way of derogation from the foregoing, the definitive grant may take place before the end of the vesting period if the beneficiaries are ineligible corresponding to the classification in the second or third categories provided for in Article L. 341- 4 of the French Social Security Code, and, in such a case, the ordinary shares will then immediately become freely transferable.
4. Expressly makes the definitive ordinary share grant under this authorisation, including for the Company's executive corporate officers, conditional on the fulfilment of presence conditions during the vesting period and the meeting of multiple performance and investment criteria determined by the Board of Directors when deciding to grant the shares.
5. Note that, in the event of a free grant of ordinary shares to be issued by the Company, this authorisation shall entail, (i) the incorporation of reserves, earnings or premiums in favour of the beneficiaries of such shares and the corresponding waiver by shareholders in favour of the beneficiaries of the grants to the portion of reserves, earnings and premiums thus incorporated, (ii) the waiver by the shareholders, in favour 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 authorisation. The amount of said capital increase shall not be deducted from the overall ceiling stipulated in the 29<sup>th</sup> resolution of the Shareholders' Meeting of May 30, 2017 (the "Global Ceiling I").

6. Grant full powers to the Board of Directors, with the possibility of subdelegation in accordance with the laws and regulations, to use this authorisation, 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 the definitive grant;
  - 6.3. set the conditions and criteria for the allocation of ordinary shares, and in particular the performance criteria to be satisfied for the allocation to become definitive;
  - 6.4. set and, where appropriate, modify all dates and conditions for the free share grants that will be carried out pursuant to this authorisation;
  - 6.5. provide the option to temporarily suspend the rights to share allocations under the conditions provided for by applicable laws and regulations;
  - 6.6. provide the option to undertake, in accordance with the terms and conditions that it will determine, where applicable, during the vesting period, any adjustments in order to preserve the rights of the beneficiaries during capital any transactions and in particular to determine the conditions under which the number of free ordinary shares will be adjusted;
  - 6.7. in the event of the issue of new ordinary shares, to increase capital through the capitalisation of reserves, earnings or additional paid-in capital, determine the amount and the nature of the reserves, earnings and additional paid-in capital to be incorporated into the share capital for the purpose of paying up such ordinary shares and deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following these increases, record the capital increases and amend the bylaws to reflect the new share capital;
  - 6.8. note the existence of sufficient reserves and undertake at each share grant the transfer to an unavailable reserve account of the sums necessary for the paying up of the new shares to be granted;
  - 6.9. proceed with the acquisition of the shares required under the share buyback program and allocate them to the share grant 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 to 38 months, from the date of this Shareholders' Meeting, the period of validity of this authorisation, which replaces and cancels, as of this day, for the unused part and the non-current period, the same object previously conferred by the Shareholders' Meeting.

The Board of Directors shall report to the Ordinary Shareholders' Meeting on transactions performed pursuant to this resolution in accordance with article L.225-42-1 of the French Commercial Code (*Code de Commerce*).

## **SIXTEENTH RESOLUTION**

*Authorisation given to the Board of Directors for a period of 38 months to grant purchase options and/or subscription rights to employees and/or corporate officers of the Company and of French or foreign companies related to it, without pre-emptive subscription rights*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L.225-177 to L. 225-185 of the French Commercial Code, the shareholders:

1. Authorise the Board of Directors to grant, during the periods authorised by law, on one or more occasions, stock options for new shares to be issued by the Company to increase the capital or for the purchase of existing Company shares for the benefit of persons of its choice, who it shall determine from among the employees and the corporate officers of the Company and the companies or groupings related to it under the conditions referred to in Article L. 225- 180 of the French Commercial Code, under the following conditions:
  - 1.1. the total number of options that may be granted by the Board of Directors pursuant to this authorisation may not entitle the holder to subscribe or purchase a number of shares in excess of 0.95% of the existing share capital on the date of the grant and must comply with the legal limit set by Articles L. 225-182 and R. 225-143 of the French Commercial Code; it being specified that this ceiling shall be supplemented by the number of any shares to be issued by way of the adjustments made to preserve the rights of the beneficiaries of options, in accordance with the law;
  - 1.2. the number of options granted to the corporate officers may not represent more than 0.01% of all allocations made by the Board of Directors pursuant to this resolution;
  - 1.3. each option shall entitle the holder to subscribe for or purchase one share of the Company;
  - 1.4. the options would be granted to the employees and/or corporate officers (or some of them) of the Company and the companies and economic interest groups related to the Company under the conditions defined in Article L. 225 -180 of the French Commercial Code (*Code de Commerce*), it being specified that as long as the Company's shares are sold on a regulated market, the Board must, in order to be able to grant stock subscription or purchase options to the Company's managers, pursuant to the fourth paragraph of Article L. 225-185 of the French Commercial Code, comply with the provisions of Article L. 225-186-1 of the French Commercial Code;
  - 1.5. the total number of options thus granted would entitle the holder to subscribe for or purchase a total number of shares representing a maximum nominal amount of €1,202,936, i.e. a maximum of 11,836,122 shares, it being specified that the amount of capital increases resulting from the exercise of stock options granted under this authorisation shall not be deducted from the global ceiling referred to in the 29<sup>th</sup> resolution of the Shareholders' Meeting of May 30, 2017;

- 1.6. the exercise price of the options shall be set by the Board of Directors on the day they are granted. It may not be less than 80% of the average of the trading prices over the 20 trading days preceding that day; no option may be granted fewer than 20 trading days after the ex-dividend date of treasury shares giving a right to a dividend or a capital increase;
  - 7.1. each option must be exercised no later than four (4) years from the date of its grant, and after this period, it will lapse; it being specified that in the case of shares granted to the Chairman of the Board of Directors, to the Chief Executive Officer and to the Chief Operating Officers, the Board of Directors shall either (i) decide that the free shares may granted not be sold by the parties concerned before their term of office ends, or when their term of office is renewed, or (ii) fix the number of shares granted which they must hold in registered form until the end of their term of office or the renewal thereof;
  - 1.7. stock options granted pursuant to this resolution may provide for the fulfilment of one or more performance criteria to be defined by the Board of Directors and evaluated over a period of at least three (3) years.
2. Confer, as a consequence, all powers to the Board of Directors to implement this authorisation and, in particular, without this list being exhaustive:
    - 2.1. determine the list of beneficiaries and the number of options granted to each of them within the above-mentioned limits;
    - 2.2. determine the nature of the options (stock subscription or stock purchase options);
    - 2.3. set the terms and conditions of the options and of the plan including in particular, if applicable, any performance criteria, the dates or periods of exercise of the options, it being understood that the Board of Directors may move forward the option exercise dates or periods, extend the exercisable nature of the options or amend the dates or periods during which shares obtained through the exercise of options may not be transferred or converted into bearer shares, any clauses prohibiting immediate resale of some or all of the shares;
    - 2.4. take all necessary measures to protect the interests of the beneficiaries to take into account any financial transactions that may occur before the options are exercised;
    - 2.5. where applicable, limit, suspend, restrict or prohibit the exercise of options or the transfer to bearer form of shares obtained by the exercise of options during certain periods or after certain events; its decision may relate to some or all of the options or shares or concern some or all of the beneficiaries;
    - 2.6. set the exercise period(s) of the options thus granted, it being specified that the term of the options may not exceed a period of four (4) years from the date of their grant;
    - 2.7. provide the option to temporarily suspend the rights to share grants under the conditions provided for by applicable laws and regulations;
    - 2.8. record the completion of the capital increases up to the amount of the shares that will actually be subscribed through the exercise of the stock options, amend the bylaws accordingly, carry out the subsequent formalities, and, at its sole discretion, if it deems it appropriate, deduct all charges from the issue premiums

for the costs incurred in carrying out the issues and deduct from them the amount required to increase the statutory reserve;

2.9. take all measures and carry out all formalities required for the listing of the new shares so issued;

2.10. make the corresponding amendments to the bylaws.

This authorisation includes, in favour of the beneficiaries of the options, an express waiver by the shareholders of their pre-emptive subscription rights to the shares that will be issued as and when the options are exercised.

The capital increase resulting from the exercise of options shall be carried out definitively by simple declaration that the option is exercised, accompanied by the subscription form and full payment, which may be made in cash or by offsets of Company debts.

The Board of Directors shall report to the Ordinary Shareholders' Meeting on transactions performed pursuant to this resolution in accordance with article L.225-184 of the French Commercial Code (*Code de Commerce*).

This authorisation to grant share subscription or purchase options is granted to the Board of Directors for a period of 38 months from the date of this Meeting.

### **SEVENTEENTH RESOLUTION**

*Authorisation given to the Board of Directors to increase the capital reserved for employees participating in an employee savings plan*

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

1. authorise 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 share capital of the Company reserved for employees participating in a company savings plan in France or in foreign companies related to the Company under the provisions of Article L. 225-180 of the French Commercial Code (*Code de Commerce*) and Articles L. 3344-1 and L. 3344-2 of the French Labour Code (*Code du travail*), 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 Labour Code (*Code du travail*), it being specified that this amount shall be included in the Global Ceiling I provided for under the 30<sup>th</sup> resolution of the Shareholders' Meeting of May 30, 2017;
2. resolve that this authorisation shall be given to the Board of Directors for a period of twenty-six (26) months from the date of this Meeting;
3. 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;

4. resolve that the subscription price of shares issued under this authorisation 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 Labour Code (*Code du travail*);
5. 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;
6. resolve that the Board of Directors will have full powers, which may be delegated under the conditions set by law, to implement this authorisation within the limits and under the conditions set out above, and in particular:
  - 6.1 to set the characteristics of the securities to be issued, the amounts to be offered for subscription, and in particular to set the issue price, and, where applicable, the discount provided for in Article L. 3332-19 of the French Labour Code (*Code du travail*), the dates, deadlines, terms and conditions of subscription, payment, delivery and vesting of the securities, in accordance with the applicable legal and regulatory provisions,
  - 6.2 to set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or acquire, 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 authorisation,
  - 6.3. to set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,
  - 6.4 to take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with the law and, where applicable, the contractual terms and conditions providing for other adjustments,
  - 6.5 to record capital increases in the amount of shares which will actually be subscribed or other securities issued pursuant to this authorisation,
  - 6.6 to offset, where applicable, the cost of capital increases against the amount of shares which are actually subscribed or other securities issued pursuant to this authorisation and deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following these increases,
  - 6.7 in the event of the issue of free shares instead of the discount or as the employer's matching contribution, to offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, record the capital increases carried out pursuant to this authorisation and amend the bylaws to reflect the new share capital,
  - 6.8 enter into all agreements, complete directly or by agent all transactions and procedures including the completion of formalities following share capital increases and the amendment of the bylaws to reflect these increases and, more generally, do whatever is necessary,
  - 6.9 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, the listing and the financial management of the securities issued pursuant to

this authorisation as well as the exercise of the related rights;

7. note that this authorisation supersedes any other prior authorisation for the same purpose.

### **EIGHTEENTH RESOLUTION**

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

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, the shareholders decide to cancel, in favour of the employees, retired former employees and eligible corporate officers within the meaning of the law, participating in an employee savings plan, of French or foreign companies related to the Company under the provisions of the Article L. 225-180 of the French Commercial Code (*Code de Commerce*), pre-emptive subscription right to ordinary shares, and/or other securities giving access to the share capital to be issued under the authorisation granted in the 17<sup>th</sup> resolution.

### **NINETEENTH RESOLUTION**

*Amendment of Article 13 of the Company's bylaws in order to provide for the renewal  
of the Board of Directors on a rotating basis*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report, the shareholders decide to introduce the renewal of the Board members on a rotating basis and consequently to amend paragraph 1 of Article 13 of the bylaws "Term of office of directors - *Replacement*" which shall be worded as follows, the rest of the article remaining unchanged:

*"The term of office of the directors is four years. Directors, other than those representing employees and employee shareholders appointed in accordance with the law or these bylaws, are appointed or reappointed on a rotating basis to ensure the staggered renewal of directors' terms of office by as equal a fraction as possible. Exceptionally, for the sole purpose of allowing this rotation, the Shareholders' Meeting may appoint one or more director(s) for a duration of one, two or three years.*

*The terms of office of each director shall end at the end of the Shareholders' Meeting called to approve the financial statements of the preceding financial year and held in the year in which the director's term of office expires, subject to the special provisions laid down by law or these bylaws as applicable to employee-directors and employee shareholders".*

### **TWENTIETH RESOLUTION**

*Harmonisation of the bylaws with the provisions of Article L. 225-27-1 of the French  
Commercial Code (Code de Commerce) relating to the appointment of an  
employee-director –  
Corresponding update of Articles 11 and 13 of the Company's bylaws*

Voting in accordance with the quorum and majority rules applicable to extraordinary

shareholders' meetings and having considered the Board of Directors' report and in accordance with the provisions of Articles L.225-27-1 et seq. of the French Commercial Code, the shareholders decide:

to change the first paragraph of Article 11 "Board of Directors" of the bylaws as follows:

*"The Company is managed by a Board of Directors composed of at least three members and up to the maximum number permitted by law, and, if necessary, of one or more employee-directors appointed in accordance with the law or these bylaws";*

and to insert a sixth paragraph into Article 11 of the bylaws to provide for the conditions for the appointment of employee-directors, as follows:

*"Employee-directors:*

- ✓ *the Board of Directors includes an employee-director appointed by the Company's Central Works Council,*
- ✓ *this director, unless otherwise provided, has the same rights and is subject to the same duties as the directors of the Company referred to in paragraph 1 of Article 11 of the bylaws. He or she is subject to the same duty of confidentiality and must respect the principle of collective responsibility of the Board of Directors,*
- ✓ *in accordance with the provisions of Article 13(1) paragraph 1, the term of office of any director appointed pursuant to this Article 11 paragraph 6 is four years and expires at the end of the Shareholders' Meeting called to approve the financial statements for the preceding financial year and held during the year in which the term of office of that director expires. A director's term of office is renewable,*
- ✓ *in the event of a vacancy for the post of employee-director for any reason whatsoever, his or her substitute appointed by the Central Works Council shall take office for the duration of the term of office of his or her predecessor. Until the date of this replacement, the Board of Directors may nevertheless continue to validly meet and deliberate.*

*In this respect, it is specified that the director elected by the employees can only be dismissed under the conditions provided for by the laws and regulations in force. In accordance with the legal and regulatory provisions, the employee-director may only be dismissed for misconduct in the exercise of his or her mandate and only the President of the High Court, ruling in interim proceedings, may take such decision, at the request of the majority of all members of the Board of Directors,*

- ✓ *the terms of office of employee-directors may be terminated at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year in which the conditions for the application of these legal provisions are longer be met, or if these are repealed,*

to change the first paragraph of Article 13 "Board of Directors" of the bylaws as follows:

*"III - Each member of the Board of Directors must, for the duration of his or her term of office, own at least one Company share. This obligation does not apply to employee-directors appointed in accordance with legal regulations or these bylaws".*

### **TWENTY-FIRST RESOLUTION**

*Harmonisation of the bylaws with the provisions of Article L. 823-1 of the French Commercial Code (Code de Commerce) relating to the appointment of a Deputy Statutory Auditor –  
Corresponding update of Article 11 of the bylaws*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report, the shareholders decide to harmonise the bylaws with the provisions of Article 823-1 of the French Commercial Code (*Code de Commerce*) and to amend paragraph 2 of Article 18 of the bylaws accordingly as follows, the remainder of the article remaining unchanged:

*“It shall appoint one or more Statutory Auditors and, when the Statutory Auditor is an individual or a sole proprietorship, one or more Deputy Statutory Auditors to replace them in case of refusal, impediment, resignation or death, all of whom must fulfil the conditions laid down by law and by complementary regulations”.*

### **III. Within the competence of the Extraordinary Shareholders' Meeting**

#### **TWENTY-SECOND RESOLUTION**

*Renewal of the term of office of Alexandre Mérieux as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the shareholders resolve to renew the term of office of Alexandre Mérieux as a director, for another period of four (4) years, i.e. until the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2021.

#### **TWENTY-THIRD RESOLUTION**

*Renewal of the term of office of Jean-Luc Bélingard as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the shareholders resolve to renew the term of office of Jean-Luc Bélingard as a director, for another period of four (4) years, i.e. until the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2021.

#### **TWENTY-FOURTH RESOLUTION**

*Renewal of the term of office of Michele Palladino as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the shareholders resolve to renew the term of office of Michele Palladino as a director, for another period of one (1) year, to allow the staggered renewal of directors' terms by as equal a fraction as possible.

**TWENTY-FIFTH RESOLUTION**

*Renewal of the term of office of Philippe Archinard as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the shareholders resolve to renew the term of office of Philippe Archinard as a director, for another period of one (1) year, to allow the staggered renewal of directors' terms by as equal a fraction as possible.

**TWENTY-SIXTH RESOLUTION**

*Renewal of the term of office of Agnès Lemarchand as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the shareholders resolve to renew the term of office of Agnès Lemarchand as a director, for another period of one (1) year, to allow the staggered renewal of directors' terms by as equal a fraction as possible.

**TWENTY-SEVENTH RESOLUTION**

*Renewal of the term of office of Philippe Gillet as director*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a motion by the Board of Directors, the shareholders resolve to renew the term of office of Philippe Gillet as a director, for another period of one (1) year, to allow the staggered renewal of directors' terms by as equal a fraction as possible.

**TWENTY-EIGHTH RESOLUTION**

*Renewal of the term of office of a Statutory Auditor*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the Board of Directors' report, the shareholders resolve to renew the term of office of ERNST & YOUNG et Autres for a further period of six (6) years, i.e. until the Shareholders' Meeting called to approve the financial statements for the year ending at December 31, 2023.

**TWENTY-NINTH RESOLUTION**

*Non-renewal of the term of office of a Deputy Statutory Auditor*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the Board of Directors' report and noting that the term of office of the Deputy Statutory Auditors, AUDITEX, will expire at the next Shareholders Meeting, the shareholders resolve not to renew its term of office and not to proceed with its replacement.

### **THIRTIETH RESOLUTION**

*Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities*

The shareholders grant full powers to the bearer of the minutes of this Meeting, or of a copy or extract thereof, for the purpose of completing all necessary formalities.

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#### **Written questions**

In accordance with Article R. 225-84 of the French Commercial Code (*Code de Commerce*), all shareholders may submit questions in writing to the Chairman of the Board of Directors upon receipt of this notice. These questions must be sent to the Chairman of the Board of Directors at the Company's registered office, by registered letter with acknowledgment of receipt at the latest four working days before the date of the Shareholders' Meeting, i.e. May 11, 2018. They must be accompanied by a share ownership certificate.

#### **Requests for the inclusion of items or draft resolutions on the agenda**

Requests for the inclusion of items or draft resolutions on the agenda submitted by shareholders meeting the conditions set out in Article R. 225-71 of the French Commercial Code (*Code de Commerce*) must be sent to the registered office by registered letter with acknowledgment of receipt, addressed to the Chairman of the Board of Directors, and received at least 25 calendar days before the Annual Shareholders' Meeting, i.e., April 23, 2018, in accordance with Article R. 225-73 II of the French Commercial Code (*Code de Commerce*). Requests must be accompanied by a share ownership certificate. They must include the reasons for the requested additions to the agenda.

Requests for the inclusion of draft resolutions on the agenda must include the text of the resolutions, which may be accompanied by a short explanatory statement. If the draft resolution relates to the proposal of a candidate for appointment to the Board of Directors, it must be accompanied by the information outlined in paragraph 5 of Article R. 225-83 of the French Commercial Code (*Code de Commerce*).

The items or draft resolutions submitted by the shareholders in accordance with the law will be reviewed at the Shareholders' Meeting provided such shareholders have submitted a request for a new certificate justifying the registration of their shares by the second working day before the date of the Shareholders' Meeting.

#### **Attending the Shareholders' Meeting**

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

In accordance with Article R. 225-85 of the French Commercial Code (*Code de Commerce*), shareholders are entitled to attend the Shareholders' Meeting if the shares are recorded for accounting purposes in their name or the name of their registered intermediary (in accordance with paragraph 7 of Article L. 228-1 of the French Commercial Code (*Code de Commerce*) at midnight (CEST) on the morning of May 15, 2018 either in the registered

share account kept by the Company (or its authorised agent), or in the bearer share account held by the authorised intermediary. Only those shareholders who meet the conditions provided for under Article R. 225-85 mentioned above may attend the Shareholders' Meeting.

The registration of shares in bearer share accounts held by the financial intermediaries is evidenced by a share ownership certificate delivered by the latter.

Holders of registered shares who wish to attend the Shareholders' Meeting in person may either send a request for an admittance card to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France, or claim their card in person at the designated desk on the day of the Meeting with proof of identity.

Holders of bearer shares who wish to attend the Shareholders' Meeting in person must submit a request to the authorised intermediary holding their account, who will provide them with an admittance card. Any holder of bearer shares who has not received this admittance card two days before the Shareholders' Meeting should request a share ownership certificate from their financial intermediary proving that they own the shares by midnight (CEST) on the morning of the second business day preceding the date of the Annual Shareholders' Meeting, i.e., May 15, 2018.

Instead of attending the Meeting in person, shareholders may choose one of the three following options:

- 1°) give proxy to the Company without indicating an agent, in which case the Company will vote to adopt the proposed resolutions presented or supported by the Board of Directors and vote against all other proposed resolutions;
- 2°) cast a postal vote: for this Meeting it is not possible to vote by electronic means of communication; consequently there will be no Internet site set up for this purpose as referred to in Article R. 225-61 of the French Commercial Code (*Code de Commerce*);
- 3°) give proxy to their spouse, another shareholder, or the partner with whom they have entered into a civil union or any other individual or legal entity of their choice in accordance with the law.

**For holders of registered shares:**

The share ownership certificate and the postal voting form must be sent to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France.

**For holders of bearer shares:**

The share ownership certificate and the postal voting form must be sent to the holder's financial intermediary who will then send them to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France.

Shareholders may obtain a postal voting form from the Company's Registered office or from BNP Paribas Securities Services or on request by registered letter with acknowledgment of receipt as of the date that the Shareholders' Meeting is called. Only requests received at the latest six days before the Meeting will be accepted.

Postal votes will only be taken into account for postal voting forms which have been duly completed and which are received by the Company or the authorised intermediary referred to above, at least three calendar days before the Annual Shareholders' Meeting, i.e., May 14, 2018.

In no circumstances should a form both appointing a proxy and casting a postal vote be sent to the Company.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code (*Code de Commerce*), notification of the appointment or revocation of a proxy may be given by electronic means, as follows:

- **holders of registered shares:** by sending an email featuring an electronic signature obtained by the shareholder from an authorised third party to the following email address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), stating the name of the Company concerned, the date of the Meeting, the shareholder's last name, first name, address and BNP Paribas Securities Services login ID, as well as the last name, first name and address of the appointed or revoked proxy;
- **holders of bearer shares or administered registered shares:** by sending an email featuring an electronic signature obtained by the shareholder from an authorised third party to the following email address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), stating the name of the Company concerned, the date of the Meeting, their last name, first name, address and full banking details, as well as the last name and first name of the appointed or revoked proxy; followed by a request to the authorised intermediary who manages their share account to send written confirmation to BNP Paribas Securities Services, CTS, Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

In order for notice of appointed or revoked proxies sent by electronic means to be validly taken into account, the related forms must be received by 3:00 p.m. (CEST) the day before the Meeting at the latest. Postal forms indicating the appointment or revocation of proxies must be received at the latest three calendar days before the date of the Meeting.

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

In accordance with Article R. 225-85 of the French Commercial Code (*Code de Commerce*), any shareholder who has cast a postal vote, sent a proxy form or requested an admittance card or share ownership certificate may sell all or some of his/her shares at any time. However, if the sale takes place before midnight (CEST) on the morning of the second business day prior to the Meeting, bioMérieux will declare invalid or modify the postal vote, the proxy form, the admittance card or the share ownership certificate, as the case may be, accordingly. No sale or other transaction carried out after midnight (CEST) on the morning of second business day prior to the Meeting, i.e., May 15, 2018, will be taken into consideration by bioMérieux.

#### **Documents made available to shareholders**

In accordance with Article R. 225-88 of the French Commercial Code (*Code de Commerce*), shareholders may obtain the documents and information referred to in Articles R. 225-81 and R. 225-83 of said Code by simply sending a request to the Company's registered office or to BNP Paribas Securities Services. The documents referred to in Article R. 225-83 of the French Commercial Code (*Code de Commerce*) will also be made available to shareholders at the Company's registered office.

All of the related information and documents referred to in Article R. 225-73-1 of the French

Commercial Code (*Code de Commerce*) can also be consulted, at the latest 21 days before the Shareholders' Meeting, i.e., April 25, 2018, on the Company's website ([www.biomerieux-finance.com/under the Shareholder Area/Shareholders' Meeting section](http://www.biomerieux-finance.com/under%20the%20Shareholder%20Area/Shareholders%20Meeting%20section)).

This preliminary notice of meeting will be followed by a convening notice containing any changes made to the agenda following requests to include draft resolutions submitted by the shareholders or the Works Council.

The Board of Directors