

2.2.2 Board of Directors on December 31, 2025



* Four female directors out of a total of eight directors – percentage calculated excluding director representing employees

** Three directors out of a total of eight directors – percentage calculated excluding director representing employees

SUMMARY TABLE OF MEMBERS OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2025

	Age (at 12/31/2025)	Gender	Nationality	Number of shares	Number of directorships in listed companies ^(a)	Inde- pen- dence	Initial appoint- ment date	Term expires	Number of years on Board (at 12/31/2025)	Participation in Board Committees
Alexandre Mérieux <i>Chairman of the Board of Directors</i>	51 years	M	French	60	2		04/16/2004	2026	21 years	Strategy Committee
Philippe Archinard	66 years	M	French	30	2		06/10/2010	2027	15 years	Strategy Committee
Jean-Luc Bélingard	77 years	M	French	60,150	4		09/15/2006	2026	19 years	Strategy Committee (Chairman)
Harold Boël	61 years	M	Belgian	150	2		05/30/2012	2028	13 years	Strategy Committee Audit Committee (Chairman)
Groupe Industriel Marcel Dassault <i>represented by Marie-Hélène Habert-Dassault</i>	60 years	F	French	57	2		05/23/2024	2028	2 years	Strategy Committee Appointment, Compensation and CSR Committee
Marie-Paule Kieny	70 years	F	French and Swiss	180	1	✓	08/28/2017	2029	8 years	Strategy Committee Appointment, Compensation and CSR Committee
Fanny Letier	46 years	F	French	30	2	✓	05/30/2017	2029	8 years	Strategy Committee Appointment, Compensation and CSR Committee (Chair) Audit Committee
Viviane Monges	62 years	F	French	100	3	✓	05/23/2024	2028	2 years	Strategy Committee Audit Committee
Sylvain Orega <i>Director representing employees</i>	60 years	M	French	N/A	N/A		05/23/2022	2026	3 years	Strategy Committee Appointment, Compensation and CSR Committee

(a) Including the position held at bioMérieux.

2.2.3 Members of the Board of Directors

The Board of Directors is composed of at least three members and up to the maximum number permitted by law.

The directors

The Annual General Meeting of May 15, 2025 renewed the terms of office as director of Marie-Paule Kieny and Fanny Letier for a period of four years, i.e. until the Annual General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2028.

Therefore, as of the Annual General Meeting of May 15, 2025, the Board of Directors comprises nine directors, including three independent directors and one director representing employees.

As of December 31, 2025, the percentage of women on the Board of Directors (excluding employee director) was 50%, i.e. four women out of eight members. At the end of the Annual General Meeting on May 28, 2026, subject to approval of the related resolutions, this proportion will remain unchanged. In fact, the Board of Directors will be composed of eight members (excluding the employee director, whose identity is unknown as of the date of this document), including four women and four men, i.e. 50% women (this percentage excludes the employee director).

Biography of the director whose reappointment will be submitted by the Board of Directors to the 2026 Annual General Meeting

Alexandre Mérieux

Alexandre Mérieux, age 51, previously served as Chairman and Chief Executive Officer of the Company. Since July 1, 2023, when these two offices were separated, he has been Chairman of the Board of Directors of bioMérieux.

Alexandre Mérieux holds a degree in biology from Lyon I University and is a graduate of HEC Montreal Business School.

He worked for Silliker Group Corporation (later Mérieux NutriSciences) from 1999 to 2004, during which time he held marketing positions in the United States and Europe before becoming Marketing and Business Unit Director in France.

He joined the bioMérieux Group in 2005 as Executive Vice President, Industrial Microbiology. Then, from 2011 to 2014, Alexandre Mérieux was Corporate Vice President of the Microbiology and Industrial Operations unit. He became Chief Operating Officer in April 2014 and led the Company's Executive Committee. He was appointed Chairman and Chief Executive Officer by the Board of Directors on December 15, 2017. Alexandre Mérieux has been Vice-Chairman of Institut Mérieux since December 2008. In 2009, he took over the chairmanship

of Mérieux Développement and has chaired the Board of Directors of Mérieux NutriSciences since 2013.

A description of her directorships and positions is included in § 2.2.4. He has been a director of bioMérieux since 2004. He is a member of the Strategy Committee.

The Board of Directors will recommend that the Annual General Meeting renew the term of office of Alexandre Mérieux for the following reasons:

- he possesses extensive and long-standing operational knowledge of the Group, gained through various roles;
- having been a director for 21 years, he has an excellent knowledge of the Company, its market, and its strategic challenges, which has enabled him to contribute significantly as Chairman of the Board of Directors;
- as Chairman and Chief Executive Officer and subsequently Chairman of the Board of Directors, he has played a central role in defining and implementing the Group's strategy since 2017;
- throughout his current term of office, his attendance rate at Board of Directors meetings has been 100%.

Biography of the director whose appointment will be submitted by the Board of Directors to the 2026 Annual General Meeting

François Lacoste

Non-independent director

François Lacoste, age 65 and a French national, is currently Executive Vice President, Medical and Scientific Affairs at Institut Mérieux.

He previously served as Executive Vice President, Research & Development at bioMérieux and was a member of the Executive Committee.

With extensive experience within the Mérieux ecosystem, François Lacoste has actively contributed to the development and structuring of cross-functional initiatives, working closely with the Group's scientific, medical, industrial, and support teams.

François Lacoste is a graduate of the National Veterinary School of Toulouse, holds a degree in virology from Institut Pasteur in

Paris, and a CES (*Certificat d'Etudes Supérieures* – certificate of advanced studies) in Immunology from the National Veterinary School of Alfort. He also completed management training at INSEAD.

Main expertise: governance, international experience, executive management of major groups and/or listed companies, strategy & M&A, healthcare sector, R&D, and innovation.

List of directorships and positions held at 12/31/2025 (all companies): Executive Vice President of Institut Mérieux; member of the Supervisory Board of IHU Sepsis; member of the Board of Directors of *IHU Fondation Méditerranée*, ID Cluster, Lyonbiopole, and VetAgro Sup; and member of the Strategic Expert Group (STEG) of the International Pandemic Preparedness Secretariat.

The director representing employees

Sylvain Orenga was appointed as director representing employees on April 29, 2022, replacing Frédéric Besème with effect from May 23, 2022, for a period of four years. In accordance with Article 11.2 of the Company's articles of association, his term of office will end following the Annual General Meeting to be held on May 28, 2026.

Before that date, bioMérieux's Central Social and Economic Committee will meet to decide whether to reappoint or replace Sylvain Orenga as director representing employees on the Board of Directors.

Sylvain Orenga is a member of the Appointment, Compensation and CSR Committee and the Strategy Committee.

The Founding Chairman

The articles of association enable the Board of Directors to appoint an honorary Founding Chairman, an individual, selected from among the former Chairpersons of the Company.

The Founding Chairman is eligible indefinitely. He is invited to all Board meetings and attends in an advisory role. His right to information and communication is identical to that of the members of the Board of Directors.

He complies with the Board of Directors' internal rules, which include (i) a ban on disclosing inside information or trading in securities to which the information refers, and (ii) the obligation of the person concerned, based on a procedure described in the internal rules, to inform the Board of any situation that reveals or may reveal a conflict of interest, even a potential one, between the interest of the Company and his direct or indirect personal interest.

Alain Mérieux, former Chairman of the Company, was appointed Founding Chairman by the Board of Directors in 2017. The Founding Chairman's functions do not give rise to the payment of any compensation.

During its meeting on December 17, 2024, the Board of Directors decided to renew the term of office of Founding Chairman Alain Mérieux for a four-year period – that is, until the Board of Directors meeting that will take place at the end of the Annual General Meeting to be held in 2029 to approve the financial statements for the fiscal year ending December 31, 2028.

Advisory Board member(s)

Under the terms of Article 12 IV of the articles of association and Article VI of the Board of Directors' internal rules, the Board may be assisted by between one and three Advisory Board members appointed by the Ordinary Annual General Meeting upon recommendation from the Chairman of the Board and subject to prior approval from the Board itself. Advisory Board members are appointed for a period of three years.

Benoît Ribadeau-Dumas was appointed Advisory Board member during the Annual General Meeting of May 23, 2024, for a period of three years, i.e. until the Annual General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

At the recommendation of the Chairman of the Board of Directors, the Board of Directors proposed that the Annual General Meeting appoint Benoît Ribadeau-Dumas Advisory Board member due to his solid experience in international listed companies such as Thales, Viridien (formerly CGG) and Zodiac Aerospace. The Board of Directors was also of the opinion that Benoît Ribadeau-Dumas's experience as a senior civil servant, his financial and governance expertise, and his outside perspective on the Group would contribute significant added value to the practices of the Board of Directors.

In accordance with the decision of February 26, 2026 and on the recommendations of the Chairman of the Board of Directors, the Board of Directors will propose to the Annual General Meeting of May 28, 2026 that it should appoint, at the end of his term of office as director set to expire on May 28, 2026, Jean-Luc Bélingard as Advisory Board member, in light of his expertise in the various aspects of the Company's business, his extensive knowledge of the Company and his experience. Jean-Luc Bélingard, age 77, was Chairman and Chief Executive Officer of bioMérieux from 2011 to December 2017.

Jean-Luc Bélingard is a graduate of HEC Paris and holds an MBA from Cornell University (United States). He was CEO of Roche Diagnostics and a Member of the Executive Committee of Roche Group from 1990 to 1999. He was also a member of the Management Board and Chairman and Chief Executive Officer of bioMérieux-Pierre Fabre between 1999 and 2001. He then became Chairman and Chief Executive Officer of IPSEN from 2001 to 2010, and Chairman and Chief Executive Officer of bioMérieux between 2011 and 2017. A description of his directorships and positions is included in § 2.2.4. He has served as a director of bioMérieux since 2006.

Representatives of the Central Social and Economic Committee (CSEC)

There are four representatives who are convened to each meeting of the Board of Directors.

Changes in the composition of the Board of Directors and its committees during fiscal year 2025

Situation as at December 31, 2025

	Departure	Appointment	Renewal
Board of Directors	N/A	N/A	Fanny Letier Marie-Paule Kiény
Audit Committee	N/A	N/A	Fanny Letier
Appointment, Compensation and CSR Committee	N/A	N/A	Fanny Letier Marie-Paule Kiény
Strategy Committee	N/A	N/A	Fanny Letier Marie-Paule Kiény

Summary of the staggering of directors' terms of office

Director	2026 Meeting	2027 Meeting	2028 Meeting	2029 Meeting
Alexandre Mérieux	•			
Philippe Archinard		•		
Jean-Luc Bélingard	•			
Harold Boël			•	
Marie-Paule Kieny				•
Fanny Letier				•
Viviane Monges			•	
Groupe Industriel Marcel Dassault			•	
Represented by Marie-Hélène Habert-Dassault				
Sylvain Orenga (director representing employees)	•*			

* Director representing employees, appointed by the bioMérieux Central Social and Economic Committee.

2.2.4 Biographies of directors (at 12/31/2025)

The table below presents all of the directorships and positions held in other companies by each of the Company's corporate officers based on the information they have submitted.



Alexandre Mérieux

Chairman of the Board of Directors
Member of the Strategy Committee

Non-independent director

Born on **01/15/1974**
(aged 51)

Nationality: **French**

First appointed on:
04/16/2004

Term expires: **2026**

Number of shares
in the Company: **60**

MAIN EXPERTISE:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Health sector

Alexandre Mérieux holds a degree in biology from Lyon I University and is a graduate of HEC Montreal Business School. He worked for Silliker Group Corporation from 1999 to 2004, during which time he held marketing positions in the United States and Europe before becoming Marketing and Business Unit Director in France.

He joined the bioMérieux Group in 2005 as Executive Vice President, Industrial Microbiology. Then, from 2011 to 2014, Alexandre Mérieux was Corporate Vice President of the Microbiology and Industrial Operations unit. He became Chief Operating Officer in April 2014 and led the Company's Executive Committee. He was appointed Chairman and Chief Executive Officer by the Board of Directors on December 15, 2017. Alexandre Mérieux has been Vice-Chairman of Institut Mérieux since December 2008. In 2009, he took over the chairmanship of Mérieux Développement and has chaired the Board of Directors of Mérieux NutriSciences since 2013.

Alexandre Mérieux previously served as Chairman and Chief Executive Officer of the Company. As of July 1, 2023, when these two offices were separated, he is the Chairman of the Board of Directors of bioMérieux.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(a):

- Chief Operating Officer, Director and Vice-Chairman of Institut Mérieux
- Chairman of Mérieux Développement SAS and Mérieux NutriSciences Corp. (*Chairman*) (United States)
- CEO of Compagnie Mérieux Alliance
- Manager of SCI ACCRA
- Director of Mérieux Foundation
- Chairman of the Board of Directors of Mérieux Equity Partners SAS
- Chairman of the Board of the bioMérieux Endowment Fund

Outside the Group ^(a)

- Director of OP Mobility France (France – listed company)
- Permanent representative of Mérieux Participations 2, director of Financière Senior Cinq SAS (France) (formerly Financière Senior Mendel SAS France)
- Director of the *Fondation Jacques Chirac*
- Director of the *Fondation Pierre Fabre*

Directorships and positions that have expired in the past five years

Within the Group ^(a):

- Director of the *Fondation Christophe et Rodolphe Mérieux* (end: 2025)
- Chief Executive Officer of bioMérieux (July 2023)

Outside the Group ^(a)

N/A

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **11/21/1959**
(aged 66)

Nationality: **French**

First appointed on:
06/10/2010

Term expires: **2027**

Number of shares
in the Company: **30**

MAIN EXPERTISE:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Finance/audit

Health sector

R&D and innovation

Philippe Archinard

Member of the Strategy Committee

Non-independent director

Philippe Archinard is a graduate of the *École nationale supérieure de chimie* in Montpellier (France) and holds a PhD in biochemistry from the University of Lyon. He has also completed the PMD management program from Harvard Business School. He was the Chief Executive Officer of Innogenetics (Belgium) from 2000 to 2004.

He was appointed Chief Executive Officer of Transgene in 2004 and Chairman and Chief Executive Officer in 2010. Since 2014, Philippe Archinard has been Chairman of BIOASTER (Foundation for scientific cooperation), a technology research institute focusing on infectious diseases and microbiology. He chaired the Lyon competitiveness cluster, Lyon Biopôle, for 11 years. He ceased his operational functions at Transgene while continuing to be a director of that company. He was Chief Operating Officer of Institut Mérieux from 2021 until the end of March 2025, when he ceased all operational functions for Institut Mérieux.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(a):

N/A

Outside the Group ^(a):

- Chairman of BIOASTER (Foundation for scientific cooperation)
- Chairman of the Supervisory Board of Fabentech (France)
- Director of Geneuro (France – listed company)

Directorships and positions that have expired in the past five years

Within the Group ^(a):

- Chief Executive Officer of TSGH (France – term expired: 2022)
- Director of Institut Mérieux (France – term expired: 2024)
- Chief Operating Officer of Institut Mérieux (France – end: 2025)
- Director of Transgene SA (France – listed company – end: 2025)

Outside the Group ^(a):

- Director of Phaxiam Therapeutics SA (France – listed company – end: 2025)
- Director of NH Theraguix (France – end: 2025)

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **10/28/1948**
(aged 77)

Nationality: **French**

First appointed on:
09/15/2006

Term expires: **2026**

Number of shares
in the Company: **60,150**

MAIN EXPERTISE:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Health sector

Jean-Luc Bélingard

Chairman of the Strategy Committee

Non-independent director

Jean-Luc Bélingard is a graduate of HEC Paris and holds an MBA from Cornell University (United States). He was CEO of Roche Diagnostics and a Member of the Executive Committee of Roche Group from 1990 to 1999. He was also a member of the Management Board and Chairman and Chief Executive Officer of bioMérieux-Pierre Fabre between 1999 and 2001. He then became Chairman and Chief Executive Officer of IPSEN from 2001 to 2010, and Chairman and Chief Executive Officer of bioMérieux between 2011 and 2017.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(a):

- Director of Transgene SA (France – listed company)

Outside the Group ^(a):

- Director of LabCorp of America (United States – listed company)
- Director of Lupin (India – listed company)

Directorships and positions that have expired in the past five years

Within the Group ^(a):

- Director of Institut Mérieux (France – term expired: 2024)
- Vice-Chairman of Institut Mérieux (France – end: 2024)

Outside the Group ^(a):

- Director of Pierre Fabre SA (France – term expired: 2022)

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **08/27/1964**
(aged 61)

Nationality: **Belgian**

First appointed on:
05/30/2012

Term expires: **2028**

Number of shares
in the Company: **150**

MAIN EXPERTISE:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Finance/audit

CSR

Harold Boël

Member of the Strategy Committee
Chairman of the Audit Committee

Non-independent director

Harold Boël holds a Bachelor of Science degree in chemistry from Brown University (United States) and a diploma in Materials Science from the *École polytechnique fédérale de Lausanne*. He has held various managerial positions in the steel industry within the Corus group. He has been the Chief Executive Officer of Sofina (Belgium – listed company) since 2008.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(a):

- Director of MNH SAS (France)

Outside the Group ^(a):

- Deputy director of Sofina SA (Belgium – listed company)
- Deputy director of Société de Participations Industrielles (Belgium)
- Chairman of Domanoy (Belgium)

Directorships and positions that have expired in the past five years

Within the Group ^(a):

- Director of Mérieux Nutriscience Corp. (United States – term expired: 2024)

Outside the Group ^(a):

- Director of Cognita (United Kingdom – term expired: 2024)

(a) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.

First appointed on:
05/23/2024

Term expires: 2028

Société par actions simplifiée (French simplified joint stock company) with share capital of €512,851,968

Headquarters: 9, rond-point des Champs-Élysées
Marcel Dassault –
75008 Paris – France

Groupe Industriel Marcel Dassault (represented by Marie-Hélène Habert-Dassault)

Non-independent director

Groupe Industriel Marcel Dassault is a holding company based in France that is a leader in many cutting-edge industries including aeronautics, advanced technology, digital technology and communication. This director, a legal entity, is represented on the Board of Directors by Marie-Hélène Habert-Dassault.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(a):

- Director of MNH SAS

Outside the Group ^(a):

- Chairman and director of Dassault Médias SAS
- Chairman of Dassault Invest 2 SAS
- Chairman of Dassault Invest 3 SAS
- Chairman of Dassault Real Estate SAS
- Chairman of Financière Dassault SAS
- Chairman of Rond Point Investissements SAS
- Chief Executive Officer of Dassault Wine Estate SAS
- Director of Artcurial SAS
- Director of Dassault Systèmes (France – listed company)
- Member of the Supervisory Board of Immobilière Dassault (France – listed company)
- Chairman of the Board of Directors and deputy director of Sitam Belgique SA (Belgium)
- Chairman of the Board of Directors of Sitam Luxembourg SA (Luxembourg)
- Member of the Supervisory Board of Rothschild & Co SCA (France – listed company)

Directorships and positions that have expired in the past five years

N/A

(a) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **04/04/1965**
(aged 60)

Nationality: **French**

Number of shares
in the Company: **57**

MAIN EXPERTISE:

Governance

Strategy and M&A

Finance/audit

Health sector

CSR

Marie-Hélène Habert-Dassault

permanent representative of Groupe Industriel Marcel Dassault

Member of the Strategy Committee

Member of the Appointment, Compensation and CSR Committee

Marie-Hélène Habert-Dassault holds a post-graduate diploma in Business Law and Taxation, a degree in Business Law from the University Paris 2 Panthéon-Assas (1988), and a Master's degree in Strategy and Marketing from Sciences Po (1989). She began her career at DDB Advertising in London as a media planning consultant. She joined the Dassault Group in 1991 as Deputy Communications Director. Since 1998, she has been Director of Communications and Corporate Sponsorship of the Dassault Group.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(a):

N/A

Outside the Group ^(a):

- Member of the Supervisory Board of GIMD
- Director of Dassault Aviation SA ^(b) (France – listed company) since 2014, Dassault Systèmes SA ^(b) (France – listed company) since 2014, and Artcurial SA ^(b)
- Director and Chair of the Serge Dassault Foundation
- Member of the Supervisory Board of Rond-Point Immobilier (SA)
- Manager of H Investissements SARL and HDH Immobilière
- Director of SIPAREX
- Director of *Fondation Fondamentale*
- Director of *Fondation Gustave Roussy*
- Manager of SCI Duquesne
- Chair and member of the Strategy Committee of HDF (SAS)

Directorships and positions that have expired in the past five years

Within the Group ^(a):

N/A

Outside the Group ^(a):

- Vice-Chair and member of the Strategy Committee of HDF (SAS) (France – term expired: 2021)
- Manager of HDH (France – term expired: 2021)
- Chair of the Supervisory Board of GIMD (France – term expired: 2023)
- Chair of the Supervisory Board of Rond-Point Immobilier (SA) (France – term expired: 2023)
- Vice-Chair on the Supervisory Board of Immobilière Dassault SA ^(b) (France – listed company – term expired: 2024)

(a) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.

(b) Companies controlled by GIMD within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **04/24/1955**
(aged 70)

Nationalities:
French and Swiss

First appointed on:
08/28/2017

Term expires: **2029**

Number of shares
in the Company: **180**

MAIN EXPERTISE:

Governance
International experience
Strategy and M&A
Health sector (global health, low-income countries, research and development)
R&D and innovation
CSR

Marie-Paule Kieny

Member of the Strategy Committee

Member of the Appointment, Compensation and CSR Committee

Independent director ^(a)

Marie-Paule Kieny obtained her doctorate in microbiology at the University of Montpellier (France). She has published more than 350 articles and reviews, mainly in the fields of infectious diseases, immunology, vaccinology and healthcare systems.

Until June 2017, she occupied the position of Assistant Director General responsible for health systems and innovation at the World Health Organization (WHO). She notably coordinated the WHO's R&D work during the Ebola epidemic in West Africa from 2014 to 2016. She also designed the WHO's master plan for R&D (global preparedness plan against emerging diseases epidemics). Before joining the WHO, Marie Paule Kieny occupied first-rate research positions in the public and private sectors in France. Until May 1, 2022, she was Research Director at INSERM (Paris, France), in charge of the priority research program on antimicrobial resistance initiated by France in 2019 under the Future Investments program.

Between March and July 2020, she was a member of the Analysis, Research and Expertise Committee (CARE), created by French President Emmanuel Macron, to advise the government on COVID-19 treatments, vaccines and tests. Between June 2020 and October 2022, she was Chair of the French Scientific Committee for the COVID-19 vaccine.

She is Chair of the Board of Directors of the Drugs for Neglected Diseases initiative Foundation (DNDi, Geneva, Switzerland) and the Medicines Patent Pool Foundation (MPPF, Geneva, Switzerland). She sits on the scientific advisory boards of several organizations that are active in the healthcare field.

She received the title of Officer of the *Ordre National du Mérite* in France in 2021 and the title of *Chevalier* in the *Ordre National of the Légion d'Honneur* in France in 2016. She received an honorary doctorate from the Autonomous University of Barcelona (Spain) in 2019 and was awarded the INSERM International Prize in 2017, the *Prix Génération 2000-Impact Médecin* in 1994, and the *Prix Innovation Rhône-Poulenc* in 1991.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Chair of the Board of Directors of the Medicines Patent Pool Foundation (MPPF, Geneva, Switzerland)
- Chair of the Board of Directors of the Drugs for Neglected Diseases Initiative Foundation (DNDi, Geneva, Switzerland)

Directorships and positions that have expired in the past five years

Within the Group ^(b):

- Director of the Mérieux Foundation (France – end: March 2025)

Outside the Group ^(b):

N/A

(a) Independent director according to the assessment made by the Board of Directors (see § 2.2.5).

(b) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **03/15/1979**
(aged 46)

Nationality: **French**

First appointed on:
05/30/2017

Term expires: **2029**

Number of shares
in the Company: **30**

MAIN EXPERTISE:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Finance/audit

R&D and innovation

CSR

Digitalization

Fanny Letier

Member of the Strategy Committee

Chair of the Appointment, Compensation and CSR Committee

Member of the Audit Committee

Independent director ^(a)

Fanny Letier is a graduate of Sciences politiques Paris, the ENA, and the *Institut français des administrateurs* (IFA). She was a senior civil servant in the French Treasury Department (Ministry of Finance) from 2004 to 2012, Secretary General of the Inter-Ministry Committee on Industrial Restructuring (CIRI) from 2009 to 2012, Deputy Director of the Office of the Minister of Industrial Recovery from 2012 to 2013, and Executive Investment Director of SME funds for Bpifrance from 2013 to 2018.

She co-founded the asset management company, GENE Capital Entrepreneur, and the investment company, GENE Capital, in 2019, and is a director of *Aéroports de Paris*.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Director of *Aéroports de Paris* (France – listed company)
- Director of the AnBer Foundation (France)

Directorships and positions that have expired in the past five years

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Director of the *Institut français des administrateurs* (IFA – French Institute of Directors) (France – term expired: 2021)

(a) Independent director according to the assessment made by the Board of Directors (see § 2.2.5).

(b) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of Article L. 233-16 of the French Commercial Code.



Born on **10/15/1963**
(aged 62)

Nationality: **French**

First appointed on:
05/23/2024

Term expires: **2028**

Number of shares
in the Company: **100**

MAIN EXPERTISE:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Finance/audit

Health sector

R&D and innovation

CSR

Digitalization

Viviane Monges

Member of the Strategy Committee
Member of the Audit Committee

Independent director ^(a)

Viviane Monges has an MBA from the *École supérieure de commerce de Paris* and has more than 30 years of experience as a Financial Director, mainly in the pharmaceutical industry, as well as holding several administrative positions. She has held a number of regional and international positions at Wyeth/Pfizer, Novartis OTC and Galderma, in Europe and the United States. Throughout her career, she has concentrated on business growth, operational efficiency, external acquisitions and licenses. Since 2017, she has focused on board work in Switzerland and other countries in the healthcare field. She has served as director of UCB and DBV Technologies, and she chaired the Board of Directors of EUROAPI from its inception until the end of 2024. She currently sits on the Boards of Directors of Novo Holdings, Ferring Pharmaceuticals, ADC Therapeutics and Pharvaris.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Director of Novo Holdings (Denmark)
- Director and Chair of the Audit Committee of ADC Therapeutics (Switzerland – listed company)
- Director and Chair of the Audit Committee and member of the Nomination and Corporate Governance Committee of Pharvaris (Netherlands – listed company)
- Director and Chair of the Audit Committee of Ferring Pharmaceuticals (Switzerland)

Directorships and positions that have expired in the past five years

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Director of Idorsia (Switzerland – listed company – term expired: 2021)
- Director of Voluntis (France – listed company – term expired: 2021)
- Director and Chair of the Audit Committee of DBV Technologies (France – listed company – term expired: 2022)
- Director, member of the Audit Committee of UCB (Belgium – listed company – term expired: 2022)
- Chair of the Board of Directors of Euroapi (France – term expired: 2024)

(a) *Independent director according to the assessment made by the Board of Directors (see § 2.2.5).*

(b) *Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.*



Born on **05/31/1965**
(60 years)

Nationality: **French**

First appointed on:
05/23/2022

Term expires: **2026**

Number of shares
in the Company: **N/A**

MAIN EXPERTISE:

International experience

Health sector

R&D and innovation

CSR

Sylvain Orenga

Member of the Strategy Committee

Member of the Appointment, Compensation and CSR Committee

Director representing employees

Sylvain Orenga holds a biochemical engineering degree from the *Institut national des sciences appliquées* of Lyon (1988) and a post-graduate degree in microbial ecology from *Université Claude Bernard* (Lyon, 1990). He joined bioMérieux in 1990, as an R&D researcher. He has held various positions as a personnel representative on institutional and corporate boards of governors. As of 2023, he is Vice President – R&D Microbiology Expert Unit. Since becoming a director representing employees in 2022, in accordance with the law, he has abandoned all personnel representation functions within bioMérieux. To perform his role as a director, he has completed several training courses at the *Institut français des administrateurs* (IFA) since 2022.

Other directorships and positions held at 12/31/2025 (all companies)

N/A

Directorships and positions that have expired in the past five years

N/A



Benoît Ribadeau-Dumas

Advisory Board member

Born on **06/10/1972**
(53 years)

Nationality: **French**

First appointed on:
05/23/2024

Term expires: **2027**

MAIN EXPERTISE:

Governance

International experience

Executive management of
major groups/listed
companies

Finance/audit

Benoît Ribadeau-Dumas is a graduate of the *Ecole polytechnique* and the *École nationale d'administration* (ENA). After starting his career at the Council of State (Conseil d'État) in 1997, he became Director, Corporate Development at Thales, the French leader in cutting-edge aerospace and defense technologies. He occupied different roles in the organization until 2009, when he was appointed CEO of Thales Underwater Systems. Benoît Ribadeau-Dumas then became Senior Executive Vice President at CGG, a global leader in the geoscience industry. He later joined Zodiac Aerospace as a member of the Executive Management Board and CEO of the Aerosystems Branch. He was appointed Chief of Staff to the French Prime Minister in 2017. He is currently Chief Companies Officer at Exor.

Other directorships and positions held at 12/31/2025 (all companies)

Within the Group ^(a):

- Director of Institut Mérieux (France)
- Director of Mérieux Nutrisciences Corp. (United States)

Outside the Group ^(a):

- Director of Philips (Netherlands – listed company)
- Director of Stellantis (Netherlands – listed company)
- Director of Welltec (Denmark)
- Director of TagEnergy (Portugal)
- Director of Galiléo Global Education (France)

Directorships and positions that have expired in the past five years

Within the Group ^(a):

N/A

Outside the Group ^(a):

- Director of Cerba Healthcare (France) – March 2025

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L. 233-16 of the French Commercial Code.

Professional address of directors

The members of the Board of Directors can be contacted at the Company's headquarters in Marcy l'Étoile, France (69280).

Limit on directorships

The applicable rules at the Company regarding holding multiple offices are the current statutory rules.

Corporate officers' interests in the company and the Group

In accordance with Delegated Regulation (EU) 2019/980 of March 14, 2019, it is noted that Alexandre Mérieux's family is one of the main shareholders of Compagnie Mérieux Alliance which, on December 31, 2025, held 89.88% of the share capital

of the Institut Mérieux holding company, the Company's majority shareholder and holder of 58.90% of the Company's share capital and 71.88% of its voting rights on December 31, 2025 (see § 7.3.2 and § 7.4.1).

2.2.5 Independent directors, conflicts of interest and other declarations

Evaluation of the independence of directors at February 26, 2026

	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8	Independent
Alexandre Mérieux			✓	✓	✓				
Philippe Archinard		✓	✓	✓	✓		✓	✓	
Jean-Luc Bélingard		✓	✓	✓	✓		✓	✓	
Harold Boël		✓	✓	✓	✓		✓	✓	
Groupe Industriel Marcel Dassault represented by Marie-Hélène Habert-Dassault	✓	✓	✓	✓	✓		✓	✓	
Marie-Paule Kieny		✓	✓	✓	✓	✓	✓	✓	✓
Fanny Letier	✓	✓	✓	✓	✓	✓	✓	✓	✓
Viviane Monges	✓	✓	✓	✓	✓	✓	✓	✓	✓
Sylvain Orenga		✓	✓	✓	✓	✓		✓	

Table prepared based on the information provided by the relevant party.

Criterion 1: Employee corporate officer during the five preceding years

Not being or having been during the preceding five years:

- an employee or executive corporate officer of the Company;
- an employee, executive corporate officer, or director of a company that the Company consolidates;
- an employee or executive corporate officer or director of the parent company of the Company or of a company consolidated by this parent company.

Criterion 2: Cross-directorships

Not being an executive corporate officer of a company in which the Company directly or indirectly holds a director seat or within which an employee designated as such or an executive corporate officer of the Company (current or having been one within the last five years) holds the position of director.

Criterion 3: Material business relationships

Not being a customer, supplier, Corporate banker, investment banker: (i) in a significant capacity for the Company or its Group, or (ii) for whom the Company or its Group represents a material share of business.

The assessment of the materiality or immateriality of the relationship between the Company or its group is discussed by the Board of Directors and the quantitative and qualitative criteria underlying this assessment (continuity, economic dependence, exclusivity, etc.) are explained in the annual report.

Criterion 4: Family ties

Not having any close family ties with a corporate officer.

Criterion 5: Statutory Auditor

Not having been a Statutory Auditor of the Company during the five preceding years.

Criterion 6: Being a director for more than 12 years

Not having been a director of the Company for over 12 years. The loss of status as an independent director occurs on the anniversary date of the 12 years.

Criterion 7: Status of non-executive corporate officer

Non-executive corporate officers cannot be considered as being independent if they receive variable compensation in cash, or securities, or any type of compensation linked to the Company's or the Group's performance.

Criterion 8: Status of major shareholder

Directors representing major shareholders of the Company or the parent company may be considered independent as long as these shareholders do not participate in the control of the Company. However, beyond a threshold of 10% of the share capital or the voting rights, the Board, based on a report from the Appointment Committee, systematically evaluates the independence of the director, based on the composition of the Company's share capital and the existence of a potential conflict of interest.

The Board of Directors, during its meeting of February 26, 2026, was able to review the analysis of the Appointment, Compensation and CSR Committee regarding the independence of directors, according to the criteria of the AFEP-MEDEF Corporate Governance Code. After discussion, the Board of Directors confirmed the independence of the following three directors: Viviane Monges, Marie-Paule Kieny and Fanny Letier, i.e. a percentage of independent directors of 37.5% calculated excluding the director representing employees.

During the discussions regarding Marie-Paule Kieny's independence (cf. § 2.1 and § below), it was noted that (i) Marie-Paule Kieny's term of office as director of the Mérieux Foundation, an independent foundation recognized as being of public interest, ended on March 24, 2025, (ii) the Foundation receives grants, including from the Company, as well as from other contributors, and (iii) during her term of office, Marie-Paule Kieny abstained from discussions and votes held by the Board of Directors

regarding all matters related to the Mérieux Foundation in order to prevent any potential conflicts of interest.

After hearing the position of the Appointment, Compensation and CSR Committee, the Board of Directors concluded that neither the relationship between the Company and the Foundation nor the relationship between the Foundation and Marie-Paule Kieny constitutes a personal connection that could "interfere with her freedom of judgment" within the meaning of Article 10.2 of the AFEP-MEDEF Corporate Governance Code. The Board of Directors considered the following factors:

- (i) the end of Marie-Paule Kieny's term of office at the Mérieux Foundation on March 24, 2025;
- (ii) the share of bioMérieux's contributions in the Foundation's total budget;
- (iii) the Foundation's structural independence from bioMérieux;

(iv) during her term of office at the Foundation, the fact that Marie-Paule Kieny received no significant compensation for her work there in respect of all her activities; and

(v) Marie-Paule Kieny's lack of executive or oversight power within the Foundation during her term of office (insofar as she was a Foundation director on a Board made up of 14 other members).

Therefore, the Board of Directors confirmed the independence of Marie-Paule Kieny and the absence of conflicts of interest based on the quantitative and qualitative criteria outlined above.

Evaluation of conflicts of interest

The Board of Directors meeting of February 26, 2026, assessed the business ties and potential conflicts of interest that could arise from the terms of office of some of its directors.

As indicated above, Marie-Paule Kieny was a director of the Mérieux Foundation, an independent foundation recognized as being of public interest, until March 24, 2025. The Foundation receives subsidies from the Company as well as from other contributors. During her term of office, Marie-Paule Kieny abstained

from discussions and votes held by the Board of Directors when they related to the Mérieux Foundation in order to prevent any potential conflicts of interest.

Other than Marie-Paule Kieny, the independent directors have no relationship of any kind with the Company, the Group or the Management. Therefore, there is no conflict of interest that the Board of Directors could be required to discuss.

Other declarations

To the best of the Company's knowledge:

- no member of the Board of Directors of the Company has been convicted of fraud in the past five years;
- excluding the information provided below, over the past five years no member of the Board of Directors has been involved in any bankruptcy, receivership or liquidation or been placed under judicial administration in their capacity as member of an administrative, management or supervisory body or as Chief Executive Officer. Philippe Archinard, a director of the Company, was a director from 2017 to February 2025 at NH Theraguix, which was liquidated on May 23, 2025; from June 2023 to June 2025, he was a director at Phaxiam Therapeutics (a company formed by the merger of Erytech and Pherecydes in June 2023), which was also liquidated on June 11, 2025;

- none of the members of the Board of Directors or the Chief Executive Officer have been convicted of an offense over the past five years prohibiting them from serving on an issuer's administrative, management or supervisory body or from managing or conducting an issuer's business;
- no member of the Company's Board of Directors has been charged with an offense or had any official public disciplinary action taken against them by a statutory or regulatory authority (including recognized professional bodies).

To the best of the Company's knowledge, there is no potential conflict of interest between the duties to the Company of any member of the Board of Directors, and their private and/or other interests. The agreements involving certain directors are subject to the procedures concerning related-party agreements and are described in § 2.4.

To the best of the Company's knowledge, no commitments have been undertaken by members of the Board of Directors that restrict their freedom to dispose of their bioMérieux shares, other than the rules on insider trading and closed periods.

2.2.6 Practices and work of the Board of Directors and its committees

2.2.6.1 Directors' attendance at Board of Directors and committee meetings in 2025

Directors	Board of Directors		Audit Committee		Appointment, Compensation and CSR Committee		Strategy Committee	
	Attendance rate	Number of meetings	Attendance rate	Number of meetings*	Attendance rate	Number of meetings*	Attendance rate	Number of meetings
Alexandre Mérieux	100%	4/4	-	-	-	-	100%	1/1
Philippe Archinard	100%	4/4	-	-	-	-	100%	1/1
Jean-Luc Bélingard	100%	4/4	-	-	-	-	100%	1/1
Harold Boël	100%	4/4	100%	6/6	-	-	100%	1/1
Groupe Industriel Marcel Dassault represented by Marie-Hélène Habert-Dassault	100%	4/4	-	-	100%	5/5	100%	1/1
Marie-Paule Kieny	100%	4/4	-	-	100%	5/5	100%	1/1
Fanny Letier	100%	4/4	83%	5/6	100%	5/5	100%	1/1
Viviane Monges	100%	4/4	100%	6/6	-	-	100%	1/1
Sylvain Orenga	100%	4/4	-	-	100%	5/5	100%	1/1
AVERAGE PARTICIPATION RATE	100%		94%		100%		100%	

* Including one joint meeting that included members of the Audit Committee and the Appointment, Compensation and CSR Committee.

2.2.6.2 Practices of the Board of Directors and its internal rules

Pursuant to the provisions of Article L. 225-35 of the French Commercial Code and the Company's articles of association, the Board of Directors is responsible for determining and implementing the strategies relating to the Company's business, in accordance with its corporate interest. It is committed to helping the Company create long-term values that take social and environmental factors into account. It has powers to act on all questions concerning the smooth running of the Company and settles all matters affecting the Company by its deliberations, within the limits of the corporate purpose and subject to the powers expressly granted to Annual General Meetings. The Board of Directors carries out all controls and procedures that it deems appropriate.

The Chairman organizes and oversees the Board of Directors' work and reports thereon to the Annual General Meeting. He ensures that the Company's management bodies operate effectively and that the directors are able to perform their duties.

The Chairman of the Board of Directors is responsible for shareholder relations. He therefore works in close cooperation with the Investor Relations Department (see § 7.1). The Chairman reports on his activities to the Board of Directors, where appropriate.

The Board of Directors meets as often as the Company's interests require, in accordance with the legislative and regulatory requirements, at the invitation of its Chairman, either at the headquarters or at any other place indicated in the meeting notice. Meetings are held in the presence of directors or by videoconferencing or any other means of telecommunication.

The number of meetings the Board of Directors and its committees held during the previous fiscal year is stated in the Chairman's report to the Annual General Meeting, which also provides shareholders with any necessary information on the participation of Board members in these meetings. The Board may validly deliberate only if at least half of the directors are present.

The Board's internal rules

The internal rules, adopted in 2004 by the Board of Directors and intended to define its operating procedures, in addition to legal, regulatory and statutory requirements, are regularly updated to reflect new legal provisions and the recommendations of the AFEP-MEDEF Corporate Governance Code for listed companies. All Board members have agreed to comply with it.

The Board of Directors' internal rules were updated by a decision taken by the Board of Directors on May 15, 2025 in order to reflect the changes to the Company's articles of association, as approved by a decision of the Annual General Meeting held on that same day.

The internal rules also stipulate that prior to accepting their duties, directors must first ensure that they are fully informed of the general and specific obligations attached to their duties and are familiar with securities regulations pertaining to breaches of stock market regulations. They must familiarize themselves and comply with the laws and regulations, the articles of association, the Board of Directors' internal rules and any additional information that the Board of Directors may provide to them, the rules concerning the Board provided for in the AFEP-MEDEF Corporate Governance Code (particularly the rules of ethics for directors) as well as the Stock Market Code of Conduct adopted by the Company.

The internal rules also stipulate that directors:

- (i) represent all the shareholders, even though they are shareholders themselves holding at least ten shares, and must act in the Company's interests in all circumstances;
- (ii) must inform the Board of Directors of any actual or potential direct or indirect conflict of interest between the interests of the Company and their own interests or those of the shareholder or group of shareholders they represent, and must abstain from voting on the issues concerned;