



May 28, 2026

NOTICE OF GENERAL MEETING



Welcome to bioMérieux Annual General Meeting

Thursday 28th May 2026 – at 9.00 a.m

376, Chemin de l'Orme at Marcy l'Etoile (69280), France

In the event of any inconsistency, the French version shall prevail. The French version is available on our internal website, under the "Investors – General Meeting" section.

Public limited company with share capital of 12,029,370 euros

Registered office: Marcy l'Etoile (69280)

Lyon Trade and Companies Register 673 620 399

For further information www.biomerieux.com

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All documents made available to shareholders can be consulted and downloaded from the company website at www.biomerieux.com (Investors).

For any request, please contact bioMérieux at the following electronic address investor.relations@biomerieux.com.

I. MESSAGE FROM THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

In an increasingly complex environment, our responsibility is more than ever to uphold an open, cross-functional, and global vision of health. Tackling infectious threats requires the long-term mobilization and outlook that drive bioMérieux. Our investments in R&D, in manufacturing, and through acquisitions reflect our continued commitment to addressing major global public health challenges, for which medical diagnostics and quality control play an essential role.

In 2025, bioMérieux maintained strong momentum, and I commend our 15,000 team members whose dedication and expertise contributed to our solid results.

The solutions we deploy deliver essential information every day to healthcare professionals, helping them improve patient care. In the field of Industrial Applications, our ambition translates into an uncompromising commitment to the safety and quality of food, pharmaceutical, and cosmetic products.

Our strategy is firmly focused on innovation. We devote around 12% of our revenue to R&D, an effort that exceeds that of many healthcare industries. This ambition to address health challenges through innovation materializes through the development of new solutions in point-of-care testing, sequencing, and data analysis.

Beyond economic performance, bioMérieux continues its commitment to the ongoing reduction of its CO₂ emissions, with new, more ambitious objectives set for 2028.



ALEXANDRE MÉRIEUX

Chairman of the
Board of Directors
of bioMérieux

We have also strengthened our support for solidarity initiatives by allocating 1.3% of the Group's net income to philanthropic actions, reflecting a commitment that lies at the very heart of our identity.

True to our roots and driven by global health challenges, we continue to expand bioMérieux with a worldwide, collaborative approach to help improve care and better protect everyone against health risks.

Interview



WITH
**PIERRE
BOULUD**

Chief Executive Officer
of bioMérieux



What makes bioMérieux unique in the in vitro diagnostics landscape?

bioMérieux has been a pure player for more than sixty years, recognized for its particularly strong expertise in infectious diseases and antimicrobial resistance. From the very beginning, the Company has embraced a forward-looking vision, convinced that innovation is the essential driver of medical progress, in the field of diagnostics. This pioneering spirit is reflected concretely in our R&D investments, which represent around 12% of our annual revenue, a level far above that of our competitors.

This forward-thinking approach naturally aligns with our societal commitments, whether by promoting access to diagnostics for all or by reducing our environmental footprint.

If you had to describe the year 2025 in three words, what would they be?

If I had to describe the year 2025 in 3 words, they would be: innovation, investment, and commitment. We are moving forward with a momentum driven above all by innovation, supported both by our own R&D activities and by strategic acquisitions that strengthen our expertise.

This momentum is accompanied by significant investments, in our France headquarters and across all

our sites abroad, to sustainably support our growth. Finally, our commitment is expressed every day through our team members, who are fully dedicated to our public health mission, as well as through the work of the bioMérieux Endowment Fund for Education, with which we organized a remarkable solidarity event this year.

Several acquisitions were made in 2025 in the fields of Point-of-Care testing and Sequencing. What does this mean for the Company?

In 2025, we acquired two innovative companies: SpinChip Diagnostics and Neoprosecta. These acquisitions are fully aligned with our innovation and growth strategy, serving both healthcare professionals and industrial stakeholders. They are particularly emblematic because they operate in two major future fields of diagnostics – point-of-care testing and sequencing – each corresponding to one of our core business areas: diagnostics for clinical and industrial applications.

SpinChip Diagnostics, a Norwegian company specializing in point-of-care immunoassay testing, reflects our commitment to further investing in decentralized testing solutions.

We are currently working on the development of a test dedicated to myocardial infarction.

This enables us to continue shaping our future in this promising diagnostic pathway, following the 2023 launch of our multiplex PCR instrument, BIOFIRE® SPOTFIRE®, whose test menu continues to expand.

These are precise and rapid tests, delivering results in 10 to 15 minutes, making them particularly well-suited for emergency departments.

Our second acquisition, Neoprosecta, is a Brazilian company specializing in genomic data solutions for microbial risk management in the food and pharmaceutical industries. Integrating Neoprosecta's technologies will enhance our sequencing and bioinformatics capabilities initially in Brazil and Latin America, and then progressively across other global markets.

Through this acquisition, bioMérieux strengthens its ability to offer innovative tools for contamination prevention and for improving the quality and safety of industrial production. In the field of sequencing, we also brought to market at the end of 2025, in partnership with Oxford Nanopore, a research-use-only solution designed to identify antimicrobial resistance in tuberculosis.

Today, everyone is talking about artificial intelligence. What will AI change for diagnostics?

Artificial intelligence is not a distant future – it is already here, and we are building it responsibly.

It is already integrated into several bioMérieux software solutions to deliver faster, more actionable results for clinicians. It is already helping with decision-making and will enable the development of predictive models to guide treatments by incorporating regional or global hospital data. It will also play a key role in epidemiological surveillance, pandemic anticipation, and the fight against antimicrobial resistance.

AI is also used daily by our teams to streamline our processes and increase our agility in a constantly changing world.

If you had to summarize bioMérieux's vision for the coming years in one sentence, what message would you share with healthcare stakeholders and society?

If I had to summarize our vision for the years ahead in a single sentence, it would be that we are tirelessly innovating to make diagnostics accessible to all, while acting responsibly to protect public health and preserve the planet.

II. HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

The shareholders of bioMérieux are convened to the Annual General Meeting to be held on **Thursday, May 28, 2026 at 9 a.m. at 376, Chemin de l'Orme, Marcy l'Etoile (69280) (France)**, to consider the agenda and resolutions set out in this brochure.

2.1. CONDITIONS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

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

In accordance with Article R.22-10-28 of the French Commercial Code (*Code de Commerce*), shareholders must provide proof of ownership of their shares by the fifth business day preceding the Annual General Meeting, i.e., **00:00 a.m. (CEST) on the morning of May 21, 2026**, either in the registered share accounts kept on the Company's behalf by its authorized agent, UPTEVIA, or in the bearer share accounts held by an authorized intermediary.

Shareholders may participate in the Annual General Meeting:

- (i) by attending in person;
- (ii) by voting by post;
- (iii) by giving a proxy to the Chairman of the Meeting, to their spouse or the partner with whom they have entered into a civil union, to another shareholder, to any other individual or legal entity of their choice under the conditions provided for in Article L.22-10-39 of the French Commercial Code, or without indicating a proxy; it is specified that for any proxy given by a shareholder without indicating a name, the Chairman of the Meeting will vote to adopt the proposed resolutions presented or supported by the Board of Directors and vote against all other proposed resolutions; or
- (iv) by voting on the Internet via the VOTACCESS secure platform.

In accordance with the provisions of Article R.22-10-28 of the French Commercial Code, any shareholder who has already cast a postal vote, sent a proxy form or requested an admission card or a share ownership certificate to attend the Annual General Meeting may no longer choose another means of participating in the Annual General Meeting. However, they may sell all or some of their shares.

2.1.1. Shareholders wishing to attend the Annual General Meeting in person may request an admission card by post or online:

For holders of registered shares:

- either contact UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France;
- or apply online on the secure VOTACCESS platform:
 - Holders of direct registered shares should log on to their Shareholder Area using their usual access codes at <https://www.investors.uptevia.com/>. Once they have logged in to their Shareholders' Area, they should follow the on-screen instructions to access the VOTACCESS website and request their admission card. If shareholders are no longer in possession of their login and/or password, they can contact the number 0 800 007 546 from France or +33 1 49 37 82 38 from abroad, which will be made available to them.
 - Holders of intermediary registered shares should connect to VoteAG (<https://www.voteag.com/>) using the temporary codes sent on the Single Voting Form or the electronic invitation. Once on the home page of the site, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.
- or, on the day of the Meeting, go directly to the counter specially provided for this purpose with an identity document.

For holders of bearer shares:

- either ask the intermediary who manages your shares to send you an admission card;
- or, if the authorized intermediary who manages your account is connected to the VOTACCESS website, request an admittance card electronically as follows: after logging on to the intermediary's Internet portal with your usual access codes, click on the icon appearing on the line corresponding to your bioMérieux shares and follow the instructions on the screen to access the VOTACCESS site and request an admission card.

2.1.2. Shareholders not attending the Annual General Meeting in person and who wish to vote by post or by proxy under the legal and regulatory conditions, in particular those provided for in Articles L.225-106 and L.22-10-39 of the French Commercial Code, may:

For holders of registered shares: return the single postal voting form or proxy form, which will be sent with the notice of meeting, unless you have requested to receive the notice by electronic means, to the following address: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

For holders of bearer shares: request the single postal voting form or proxy form from the intermediary who manages your shares as of the date the Annual General Meeting is convened; this single form must be accompanied by a share ownership certificate issued by the financial intermediary and sent to: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

To be taken into account, the voting form and the share ownership certificate must be received by bioMérieux or UPTEVIA no later than three calendar days preceding the date of the Annual General Meeting, i.e., **11:59 p.m. (CEST) on May 25, 2026**.

2.1.3. Shareholders will be able to vote online via the secure VOTACCESS website, which will be open from May 4, 2026 to May 27, 2026 at 3:00 p.m. (CEST).

For holders of registered shares:

- log on to VOTACCESS platform :
 - Holders of direct registered shares should log on to their Shareholder Area using their usual access codes at <https://www.investors.uptevia.com/>. Once they have logged in to their Shareholders' Area, they should follow the on-screen instructions to access the VOTACCESS website and vote. If shareholders are no longer in possession of their login and/or password, they can contact the number 0 800 007 546 from France or +33 1 49 37 82 38 from abroad, which will be made available to them.
 - Holders of intermediary registered shares should connect to VoteAG (<https://www.voteag.com/>) using the temporary codes sent on the Single Voting Form or the electronic invitation. Once on the home page of the site, they should follow the on-screen instructions to access the VOTACCESS site and vote.

For holders of bearer shares:

- log on to the portal of the company that holds your account with your usual access codes and click on the icon appearing on the line corresponding to your bioMérieux shares to access the VOTACCESS platform;
- follow the procedure indicated on the screen. Only holders of bearer shares whose account-holding institution has joined the VOTACCESS website may vote online. If the holder of your securities account has not joined VOTACCESS or subjects access to the site to conditions of use, it must tell shareholders how to proceed.

Shareholders are advised not to wait until the last few days to vote, in order to avoid possible congestion in Internet communications.

2.1.4. How to connect to watch the General Meeting live or on demand

The Annual General Meeting will be broadcast live and on a delayed basis on the bioMérieux website www.biomerieux.com (Investors section > General Assembly), in accordance with the provisions of the "Attractiveness" Act of 13 June 2024.

2.2. NOTIFICATION OF THE APPOINTMENT OR REVOCATION OF A PROXY

To be valid, appointments or revocations of proxies other than the Chairman of the Meeting must be received no later than the third day preceding the date of the Meeting when submitted by post, i.e., **May 25, 2026**, or no later than the day before the Meeting when submitted electronically, i.e., **3:00 p.m. (CEST) on May 27, 2026**, in one of the following ways:

- either via VOTACCESS, as described above;
- or by post to the following address: UPTEVIA – Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France;
- or by email to: ct-mandataires-assemblees@uptevia.com. This email must contain the following information: the name of the company concerned (bioMérieux), the date of the meeting (May 28, 2026), your last name, first name, address and bank details, and the last name, first name and, if possible, address of the proxy you wish to appoint. If you are a bearer shareholder, you must ask the financial intermediary who manages your securities account to send written confirmation to the following address: UPTEVIA –Service des Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

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

2.3. WRITTEN QUESTIONS

In accordance with Article R.225-84 of the French Commercial Code, all shareholders may submit questions in writing to the Chairman of the Board of Directors upon the publication of the notice of meeting in the mandatory legal notices gazette. Any questions must be sent to the Chairman of the Board of Directors at the following email address investor.relations@biomerieux.com, no later than the fourth business day preceding the date of the Annual General Meeting, i.e., **May 22, 2026**, accompanied by a share ownership certificate.

All written questions and answers will be published on the Company's website at www.biomerieux.com (Investors > General Assembly) within the time limits imposed by the regulations.

2.4. SHAREHOLDERS' RIGHT OF COMMUNICATION

Documents relating to the preparation of this Meeting will be made available to shareholders in accordance with applicable laws and regulations.

Documents that must be made available to shareholders in connection with the Meeting will be made available at the Company's registered office within the time limits prescribed by law.

All information and documents referred to in Articles R. 22-10-23, R.225-81 and R.225- 83 of the French Commercial Code, the 2025 Universal Registration Document (URD), which includes, among other things, the annual financial report and the corporate governance report issued pursuant to Articles L.225-37 et seq. of the French Commercial Code, will be made available on the Company's website at www.biomerieux.com (Investors > General Assembly), no later than the twenty-first day before the Annual General Meeting.

III. PRESENTATION OF THE BOARD OF DIRECTORS



* 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 appointment	Term expires	Number of years on Board (at 31/12/2025)	Participation in Board committees
Alexandre Mérieux <i>Chairman of the Board of Directors</i>	51 years	H	French	60	2		04/16/2004	2026	21 years	Strategy Committee
Philippe Archinard	66 years	H	French	30	2		06/10/2010	2027	15 years	Strategy Committee
Jean-Luc Bélingard	77 years	H	French	60 150	4		09/15/2006	2026	19 years	Strategy Committee (Pdt)
Harold Boël	61 years	H	Belgian	150	2		05/30/2012	2028	13 years	Strategy Committee Audit Committee (Pdt)
Groupe Industriel Marcel Dassault					4		23/05/2024	2028	2 years	Strategy Committee
Represented par Marie-Hélène Habert-Dassault	60 years	F	French	57	2					Appointment, Compensation, CSR Committee
Marie-Paule Kieny	70 years	F	French and Swiss	180	1	✓	08/28/2017	2029	8 years	Strategy Committee Appointment, Compensation, CSR Committee
Fanny Letier	46 years	F	French	30	2	✓	05/30/2017	2029	8 years	Strategy Committee Appointment, Compensation, CSR Committee (Pdt) Audit Committee
Viviane Monges	62 years	F	French	100	3	✓	05/23/2024	2028	2 years	Strategy Committee Audit Committee
Sylvain Orenga <i>Director representing employees</i>	60 years	H	French	N/A	N/A		05/23/2022	2026	3 years	Strategy Committee Appointment, Compensation, CSR Committee

(a) Including the position held at bioMérieux

BIOGRAPHY OF THE DIRECTOR WHOSE RENEWAL IS SUBMITTED BY THE BOARD OF DIRECTORS FOR APPROVAL AT THE 2026 ANNUAL GENERAL MEETING



Born on 01/15/1974
(aged 52)

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

M. Alexandre MÉRIEUX

**Chairman of the Board of Directors
Member of the Strategy Committee**

Non independent director

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

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 Cinqus 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 the Compagnie Mérieux Alliance SAS with the meaning of Article L. 233-16 of the French Commercial Code.

BIOGRAPHY OF MR. FRANÇOIS LACOSTE WHOSE APPOINTMENT AS A DIRECTOR IS BEING PROPOSED BY THE BOARD OF DIRECTORS TO THE 2026 ANNUAL SHAREHOLDERS' MEETING



Born on 03/14/1960
(aged 66)

Nationality: French

Number of shares in
the Company:
27 500

MAIN EXPERTISE:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Health sector

R&D and Innovation

M. 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 Groups 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.

Other directorships and positions held at 12/31/2025

Within the Group ^(a) :

- Executive Vice President of Institut Mérieux

Outside the Group ^(a) :

- Member of the Supervisory board de l'IHU Sepsis
- Director of the IHU Fondation Méditerranée
- Director of ID Cluster
- Director of Lyonbiopôle
- Director of VetAgro Sup
- Member of the Strategic Expert Group (STEG) of the International Pandemic Preparedness Secretariat

Directorships and positions that have expired in the past five years

Within the Group ^(a) :

N/A

Outside the Group ^(a) :

- Director of BIOASTER

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

BIOGRAPHY OF MR. JEAN-LUC BELINGARD WHOSE APPOINTMENT AS ADVISORY BOARD MEMBER IS BEING PROPOSED BY THE BOARD OF DIRECTORS TO THE 2026 ANNUAL SHAREHOLDERS' MEETING



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 EXPERTISES:

Governance

International experience

Executive management
of major groups/listed
companies

Strategy and M&A

Health sector

M. Jean-Luc BÉLINGARD

Advisory Board member (*censeur*)

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

Within the Group ^(a) :

- Director of Transgene SA (France – listed company)

Outside the Group ^(a) :

- Director of LabCorp of America (USA – 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 the Institut Mérieux (France – term expired: 2024)
- Vice-President of the Institut Mérieux (France – term expired: 2024)
- Director of bioMérieux (France – term expired: may 2026)

Outside the Group ^(a) :

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

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

IV. BRIEF SUMMARY OF THE COMPANY'S SITUATION DURING 2025 FISCAL YEAR

4.1. SITUATION AND ACTIVITY OF THE GROUP

The year ended 31 December 2025 was marked by the following main events.

4.1.1. ACTIVITY

Unless otherwise stated, sales growth is expressed at constant exchange rates and scope of consolidation (like-for-like).

Consolidated sales amounted to €4,070 million in 2025, up 6.2% like-for-like from €3,980 million in the prior year period. Reported growth stood at +2.3% for the period. The appreciation of the Euro against most currencies in 2025, and notably the US dollar, the Argentine peso, the Turkish lira and the Indian rupee, had a -€151 million negative impact on 2025 annual sales.

Evolution of sales

In € millions

SALES – TWELVE MONTHS ENDED DECEMBER 31, 2024	3,980	
Currency effect	-151	-3.8%
Changes in scope of consolidation & Hyperinflation	-7	-0.2%
Organic growth (at constant exchange rates and scope of consolidation)	+248	+6.2%
SALES – TWELVE MONTHS ENDED DECEMBER 31, 2025	4,070	+2.3%

The year-on-year change in sales by application is summarized as follows:

Sales by Application In € millions	12 months ended Dec. 31, 2025	12 months ended Dec. 31, 2024	% change as reported	% change at constant exchange rates and scope of consolidation
Clinical Applications	3,430.8	3,373.8	1.7%	5.8%
Molecular biology	1,733.0	1,647.1	5.2%	9.3%
Microbiology	1,339.0	1,330.7	0.6%	4.2%
Immunoassays	308.3	341.4	-9.7%	-6.4%
Other lines ⁽¹⁾	50.6	54.7	-7.5%	15.5%
Industrial Applications⁽²⁾	638.9	606.0	5.4%	8.8%
TOTAL SALES	4,069.8	3,979.9	2.3%	6.2%

(1) Including BioFire Defense, R&D-related revenue arising on clinical applications

(2) Including R&D-related revenue arising on industrial applications.

- **Clinical applications** sales, (84% of total annual sales), rose by 3% in the fourth quarter:
 - In **molecular biology**:
 - o BIOFIRE® non-respiratory panels sales grew by 11%, driven by growth across all panels, the expansion of the installed base and the successful execution of the cross-selling strategy;
 - o BIOFIRE® respiratory panels sales decreased by 10%, impacted by lower epidemiology in Q4 2025 versus Q4 2024;
 - o SPOTFIRE® sales reached € 57m, with a +56% increase in reagents sales in the context of a weaker respiratory epidemiology compared to Q4 24. Around 900 units were installed in the quarter, bringing the total installed base to close 6,400 units (+110% in 2025), with 3,400 new units installed over the full year.
 - In **microbiology** sales grew by 8% in Q4 compared with the same period of 2024, driven by high single digit growth in blood culture BACT/ALERT® reagents sales and a mid-teens sales growth in instruments.
 - In the **immunoassays**, sales increased by 1% with a doubling in VIDAS® KUBE instrument sales and around 3% increase in VIDAS® routine and emergency reagents sales partly offset by the continuous decline in VIDAS® PCT sales.
- **Industrial applications** sales (16% of total annual sales) delivered a solid performance in the final quarter of 2025, rising by 7%. Strong momentum in cytometry and molecular solutions drove a double-digit sales increase in the Pharma Quality Control segment.

The year-on-year change in sales by geographic region is summarized as follows:

Sales by Region	12 months ended Dec. 31, 2025	12 months ended Dec. 31, 2024	% change as reported	% change at constant exchange rates and scope of consolidation
In € millions				
North America	1,846.8	1,793.3	3.0%	7.6%
Latin America	274.7	261.6	5.0%	17.5%
EMEA ⁽¹⁾	1,313.9	1,268.6	3.6%	4.6%
Asia Pacific	634.4	656.3	-3.3%	1.5%
TOTAL SALES	4,069.8	3,979.9	2.3%	6.2%

(1) Europe, Middle East and Africa.

- In **North America** (45% of the total annual sales), sales declined slightly by 1%. The solid performance of BIOFIRE® non-respiratory panels, SPOTFIRE® and Industrial Applications was offset by a double-digit decrease in BIOFIRE® respiratory panels sales, driven by a milder respiratory season compared with the same period in 2024.
- In **Latin America** (7% of the total annual sales), sales rose by nearly 20% in Q4 2025, driven by sustained growth across all clinical segments (including close to 30% expansion in microbiology), as well as in Industrial Applications.
- Sales in **Europe – Middle East – Africa** region (32% of the total annual sales) came to €357 million for the fourth quarter, up 6%. This performance was led by a double-digit increase in BIOFIRE® non respiratory panels and a high single digit rise in microbiology, partially offset by a high single digit decline in BIOFIRE® respiratory panels in the context of a moderate epidemiology.
- Sales in the **Asia-Pacific** region (16% of the total annual sales) reached €167 million in the last quarter of 2025, up 6% fueled by the continued strong uptake of SPOTFIRE® sales in Japan, the sustained expansion of BIOFIRE® non respiratory panels, microbiology solutions and industrial applications in the region, partly offset by the mid-single digit decline in China. Excluding China, sales grew double digit in the region.

4.1.2. PARTNERSHIPS, ACQUISITIONS AND STRATEGIC AGREEMENTS

◦ bioMérieux strengthens its point of care presence with the acquisition of the immunoassay start-up SpinChip

On January 13, 2025, bioMérieux announced that it has entered into an agreement to acquire SpinChip Diagnostics ASA (“SpinChip”), a privately held Norwegian diagnostics company that has developed a game-changing immunoassay diagnostics platform. The small benchtop analyzer is well adapted to near patient testing as it can deliver a result from a whole blood sample within 10 minutes with the same high-sensitivity performance as the laboratory instruments. bioMérieux has held a minority stake in SpinChip since March 2024.

◦ bioMérieux strengthens its next-generation sequencing capabilities with the acquisition of Day Zero Diagnostics solutions and technologies

On June 16, 2025, bioMérieux announced an agreement to acquire the assets of Day Zero Diagnostics, a US-based infectious disease diagnostics company using genome sequencing and machine learning to combat the rise of antibiotic-resistant infections. This strategic acquisition aims to enhance bioMérieux's capabilities in next-generation sequencing (NGS) and rapid diagnostics, further solidifying its commitment to advancing healthcare and Antimicrobial Stewardship through innovative solutions.

4.1.3. NEW PRODUCTS / CERTIFICATIONS

◦ U.S. FDA clearance for the new version of its molecular test targeting causes of gastroenteritis, BIOFIRE® FILMARRAY® Gastrointestinal (GI) Panel Mid

On February 11, 2025, bioMérieux announced that its BIOFIRE® FILMARRAY® Gastrointestinal (GI) Panel Mid has obtained clearance from the U.S. Food and Drug Administration (FDA). This midplex molecular panel tests for 11 of the most common bacteria, viruses, and parasites associated with gastroenteritis — all from one sample, with results available in approximately one hour.

◦ bioMérieux launches GENE-UP® TYPER, an innovative diagnostic solution for food industries to rapidly analyze the root cause of contamination of Listeria monocytogenes

On February 13, 2025, bioMérieux announced the launch of GENE-UP® TYPER, a real-time PCR solution for rapid root cause analysis in the food industry.

◦ bioMérieux receives FDA 510(k) Clearance for its VITEK® COMPACT PRO, a new ID/AST system to fight against antimicrobial resistance

On March 18, 2025, bioMérieux announced the U.S. Food and Drug Administration (FDA) 510(k) clearance for VITEK® COMPACT PRO. This innovative system for microorganism identification (ID) and antibiotic susceptibility testing (AST) will benefit clinical laboratories to help diagnose infectious diseases and combat antimicrobial resistance, and industrial laboratories to identify contaminants for ensuring consumer safety.

◦ bioMérieux obtains CE-marking for LUMED™ APSS™, a cutting-edge software solution to aid medical decision-making in Antimicrobial Stewardship

On April 7, 2025, bioMérieux announced the CE marking of LUMED™ APSS™, an advanced clinical decision support system (CDSS) designed to enhance antimicrobial stewardship programs (ASP) and improve patient outcomes.

- **WATCHFIRE™ by bioMérieux: a PCR test to detect viruses and bacteria in wastewater and respond to potential infectious disease outbreaks**

On April 22, 2025, bioMérieux announced the launch of its WATCHFIRE™ molecular testing solution. The WATCHFIRE™ Respiratory (R) Panel, targeting 22 pathogens*, will run on the BIOFIRE® FILMARRAY® TORCH instrument, integrated with FIREWORKS™ software, to deliver real-time trending of viruses and bacteria present in wastewater samples.

- **VETFIRE™: bioMérieux launches cutting-edge equine infectious respiratory disease testing**

On June 3, 2025, bioMérieux announced the launch of VETFIRE™, a PCR diagnostic kit designed for the simultaneous detection of seven pathogens responsible for infectious equine respiratory diseases. Currently marketed in France, Ireland and the United Kingdom, this easy-to-use and very rapid test helps veterinarians make treatment and isolation decisions within a very short timeframe, improving animal care and contributing to the containment of outbreaks.

- **bioMérieux receives U.S. FDA 510(k) clearance and CLIA-waiver for Anterior Nasal Swab specimens, an additional sample type for use with the BIOFIRE® SPOTFIRE® R/ST Panel Mini**

On August 18, 2025, bioMérieux announced that its BIOFIRE® SPOTFIRE® Respiratory/Sore Throat (R/ST) Panel Mini has received U.S. Food and Drug Administration (FDA) 510(k) clearance and Clinical Laboratory Improvement Amendments (CLIA) waiver for the addition of Anterior Nasal Swab (ANS) as a validated specimen type for this panel, specifically for use with the respiratory test menu. By swabbing only the anterior part of the nasal cavity, ANS provides significantly more comfort for the patient.

- **Oxford Nanopore and bioMérieux launch AmPORE-TB, a Research Use Only sequencing-based solution to rapidly characterize drug-resistant tuberculosis**

On November 5, 2025, Oxford Nanopore Technologies plc, the company delivering a new generation of nanopore-based molecular sensing technology, and bioMérieux, a world leader in the field of in vitro diagnostics, have announced the launch of AmPORE-TB, a Research Use Only solution for the rapid characterization of mutations associated with antimicrobial resistance (AMR) in Mycobacterium tuberculosis complex, using Oxford Nanopore sequencing technology.

- **bioMérieux launches leading endocrinology testing offer dedicated to enhancing equine health**

On December 4, 2025, bioMérieux announced the launch of its immunoassay endocrinology offer for equine health, consisting of VIDAS® Equine INSULIN and VIDAS® Equine ACTH. Designed to be performed directly at the point of care, these rapid and reliable tests deliver results comparable to those of a laboratory within just 20 to 45 minutes, enabling veterinarians to better detect and manage the main chronic equine endocrine disorders.

4.1.4. OTHER INFORMATION

Human Resources

As of December 31, 2025, the Group had around 15,000 employees¹.

¹ Full-time equivalent, including employees (fixed-term and permanent contracts) and apprentices (France); excluding interns, VIEs and temporary staff.

4.2. PRESENTATION OF THE CONSOLIDATED ACCOUNTS; ECONOMICAL AND FINANCIAL RESULTS

4.2.1. CONSOLIDATED INCOME STATEMENT

• Contributive operating income

In 2025, reported CEBIT rose by +16% at constant exchange rates and scope of consolidation reaching €728 million, representing 17.9% of total sales, an increase of +100 bps on a reported basis versus 2024. The margin increase of 160 bps (constant exchange rates and scope) was partly offset by -10 bps of negative currency effects (-€33 million) and -50 bps of scope impact (-20m€) from recently acquired companies.

- **Gross profit** for the year stood at €2,309 million, representing 56.7% of sales, up 90 bps on an organic basis versus 2024. This improvement was driven by a favorable product mix – notably a higher share of molecular products – and GO.28 performance initiatives (lower procurement and transport costs, as well as efficiency improvements), which were partly offset by higher tariffs and depreciation of placed instruments.
- **Selling, general and administrative expenses** amounted to €1,111 million, or 27.3% of sales, a like-for-like increase of 4.1% reflecting the continued investment in marketing and commercial capabilities and the cost of MyShare, the bioMérieux worldwide employees share ownership plan, partly offset by efficiency in sales, marketing and support functions.
- **R&D expenses** stood at -€507 million, or 12.5% of sales. The moderate like-for-like increase of 2.9% was enabled by the GO.28 Innovation Powerhouse initiatives, while continuing to deliver innovation.
- **Other operating income** amounted to around €38 million for the year, down from 47€ million in 2024 mainly due to evolution in the R&D tax credits in the US and in France.

• Operating income

The amortization and impairment of acquisition-related to intangible assets amounted to €167 million in 2025 compared with -€58 million in 2024. Of this amount, €141 million are attributable to the partial impairment of the REVEAL™ technology (fast AST solution), reflecting a slower-than-expected development of the market and a more gradual commercial ramp-up of the product.

As a result, the Group ended the year 2025 with an operating income of €521 million, down 4% at current exchange rate and scope of consolidation compared to €589 million in 2024.

• Net income of consolidated companies

- **Net financial result** amounted to €4 million over the year, up from the -€9 million in 2024 mainly driven by a positive currency effect on cash positions related to appreciation of the euro versus the US dollar.
 - The Group's **effective tax rate** stood at 24.5% on December 31, 2025, versus 26.6% in 2024 which was impacted by the impairment on Hybiome.
 - **Net income, Group share** reached €398 million in 2025, down 8% in comparison to €432 million in 2024.
 - **Adjusted Net Income**², which excludes the amortization and impairment of acquired intangible assets, as well as the effects of significant non-recurring operations, including restructuring operations, and their relaxed tax impacts, reached €552 million, up 17% organically versus 2024.
- Adjusted **diluted** earnings per share for 2025 were €4.64 compared with €4.25 in 2024, a +9% reported increase, **fully** in line with the evolution of the CEBIT.

4.2.2. CASH MANAGEMENT AND FINANCE

• Free cash flow

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)³ came to €960 million, or 23.6% of sales, up 10% organically versus 2024, significantly exceeding the organic sales growth, reflecting the strengthened operating leverage.

Working capital requirement increased by €66 million in 2025:

- inventories rose by €10 million during the period, driven by internalization of the VITEK® MS PRIME manufacturing, as well as raw materials for the BACT/ALERT® range;
- trade receivables grew by +4% (+€29 million) at constant exchange rates and scope, a slower pace than organic sales, thanks to a significant improvement in cash collection, notably in the US;
- trade payables were slightly up compared to 2024;
- other working capital requirement increased by €30 million, mainly due to the payment of some variable compensation debts related to the 2024 fiscal year.

² Net income adjusted for depreciation and amortization and impairment losses on acquired intangible assets, as well as the effects of significant non-recurring transactions, including restructuring transactions and their tax impacts. The company considers this indicator to be the best representation of its financial performance. The reconciliation between Net Income and Adjusted Net Income is presented in Note 33 of the financial report as at 31 December 2025.

³ EBITDA corresponds to the aggregate of contributive operating income before non-recurring items, and operating depreciation and amortization.

Income tax paid represented €152 million, down from €206 million in 2024, reflecting the impact of the evolution of the US tax legislation that came into effect in July 2025.

Capital expenditure represented 8.2% of sales or €335 million in 2025, versus €346 million in 2024. Main investments were related to the expansion and automation of the manufacturing capacities in the US and in France together with the placement of instruments, mainly SPOTFIRE®.

As a result, **free cash flow** came in at €462 million in 2025, a remarkable improvement compared to €330 million in 2024.

• **Business development operations**

In January 2025, bioMérieux acquired 100% of **SpinChip Diagnostics ASA**, a company based in Oslo (Norway), that has developed a game-changing immunoassay Point-of-Care diagnostics platform. The cash outflow amounted to € 112 million.

In January 2025, bioMérieux acquired 100% of **Neoprosecta**, a Brazil-based company dedicated to data and genomics solutions for microbial risk management in food and pharma industries. The cash outflow amounted to €8 million.

In June 2025, bioMérieux acquired the assets of **Day Zero Diagnostics**, a US-based company infectious disease diagnostics company using genome sequencing and machine learning to combat the rise of antibiotic-resistant infections. The cash outflow amounted to €19 million.

• **Change in net debt**

Dividend of €106 million or €0.90 per share has been paid in 2025, +6% from the €0.85 dividend per share the year before.

As a result, net cash position came to €108 million as of December 31, 2025, versus a net debt position of €41 million as of December 31, 2024. This net cash position includes the discounted liability related to leases (IFRS 16) amounting to €151 million.

4.2.3. CORPORATE SOCIAL RESPONSABILITY

In 2025, bioMérieux continued to advance its CSR roadmap, notably accelerating the reduction of its absolute GHG emissions (Scope 1 & 2), which improved from -13% at the end of 2024 to -28% at the end of 2025 (versus 2019).

In parallel, bioMérieux defined a new cycle of CSR objectives, with ambitious targets and major milestones in 2028, reinforcing its focus on both planet and health impacts. Details of the actions plans, results and targets of bioMérieux's sustainability roadmap are available in the sustainability report published on March 16th, 2026.

bioMérieux was again included in the Dow Jones Sustainability Index (DJSI) and in the S&P's Global Sustainability Yearbook for 2026. bioMérieux also achieved a Gold rating from EcoVadis with a score of 82/100.

4.2.4. THE DIVIDENDS

The Board of Directors recommended that shareholders at the Annual General Meeting on May 28, 2026, approve a dividend of **€0.98 per share**, representing a 9% increase versus last year and fully aligned with the reported growth in Adjusted Net Income.

4.3. SUBSEQUENT EVENTS AND PERSPECTIVES

4.3.1. SUBSEQUENT EVENTS

➤ **bioMérieux acquires Accellix to elevate pharmaceutical quality control and accelerate advanced therapies**

On January 22, 2026, bioMérieux announces the acquisition of Accellix, a US company specializing in rapid, automated flow cytometry solutions for cell and gene therapy quality control. With this strategic transaction, bioMérieux strengthens its Pharmaceutical Quality Control activity and invests in innovative solutions that will support the growing advanced therapy market and improve patient outcomes worldwide.

➤ **bioMérieux launches SMARTBIOME™ to help food manufacturers gain deeper insights into spoilage and protect product quality**

On February 18, 2026, bioMérieux announces the launch of SMARTBIOME™, an innovative solution designed to help food manufacturers better understand, control and prevent microbiological spoilage. By combining high-precision DNA sequencing, advanced bioinformatics and bioMérieux's microbiology expertise, SMARTBIOME™ provides actionable insights to protect product quality, reduce waste and better preserve consumer safety.

➤ **bioMérieux receives IVDR CE-Marking for Two BIOFIRE® SPOTFIRE® Panels to strengthen near-patient respiratory and sore throat diagnostics across Europe**

On March 19, 2026, bioMérieux announces that its BIOFIRE® SPOTFIRE® Respiratory/Sore Throat *plus* (R/ST*plus*) Panel and BIOFIRE® SPOTFIRE® Respiratory/Sore Throat *plus* (R/ST*plus*) Panel Mini have been CE-marked under the IVDR*. The certification includes conformity assessment for near-patient testing, enabling its use outside traditional laboratories, directly at the point of care. These multiplex PCR** tests can simultaneously detect the most common pathogens responsible for respiratory and sore throat infections, within a timeframe aligned with a typical patient visit.

4.3.2. FUTURES PROSPECTS

In 2026, sales are expected to grow between +5% and +7% on a like-for-like basis, driven by the four growth drivers of the GO•28 strategic plan:

- Sales of BIOFIRE® non-respiratory panels are expected to grow around 10% organically leveraging the large installed base of BIOFIRE® instruments;
- Sales of SPOTFIRE® should grow between +40% and +60% organically depending on the respiratory epidemiology across the year;
- Microbiology sales are expected to grow between +3% and +5% organically driven by the increased need for efficient solutions to fight against antimicrobial resistance while still impacted by the soft Chinese market;
- Industrial Applications sales should grow between +7% and +9% organically.

BIOFIRE® respiratory panels sales are foreseen to evolve between -3% and +3% organically depending on the respiratory epidemiology across the year. Immunoassays sales should decline between 0% to -5% organically.

Contributive operating income before non-recurring items is expected to grow by at least +10% in 2026 versus 2025 at constant exchange rates and scope (and assuming 15% US tariffs). Currency effect would have a negative impact in the range of €50 million to €60 million on the 2026 CEBIT.

4.4. SUBSIDIARIES AND EQUITY INVESTMENTS

4.4.1. EQUITY INVESTMENTS TAKEN AND DISPOSED OF DURING THE 2024 FINANCIAL YEAR AND THE BEGINNING OF 2025

➤ **bioMérieux acquires Accellix**

See 'Subsequent events' above, § 4.3.1.

4.4.2. NEW SUBSIDIARY

No new subsidiaries were established during the 2025 financial year.

4.4.3. BRANCHES AND REPRESENTATIVE OFFICES

On December 31, 2025, bioMérieux does not hold any branches directly.

4.5. FINANCIAL DATAS

4.5.1. CONSOLIDATED INCOME STATEMENT

<i>In millions of euros</i>	2025	2024
NET SALES	4,069.8	3,979.9
Cost of sales	-1,761.0	-1,764.6
GROSS PROFIT	2,308.8	2,215.3
<i>GROSS PROFIT (in % of net sales)</i>	<i>56.7%</i>	<i>55.7%</i>
OTHER OPERATING INCOME	37.8	46.9
Selling and marketing expenses	-791.2	-783.8
General and administrative expenses	-320.0	-313.8
Research and development expenses	-507.4	-491.5
TOTAL OPERATING EXPENSES	-1,618.7	-1,589.1
CONTRIBUTIVE OPERATING INCOME	727.9	673.1
<i>CONTRIBUTIVE OPERATING INCOME (in % of net sales)</i>	<i>17.9%</i>	<i>16.9%</i>
Amortization and impairment of acquisition-related intangible assets and acquisition costs (a)	-166.8	-58.4
OPERATING INCOME BEFORE NON-RECURRING ITEMS	561.1	614.7
Other non-recurring income (expenses)	-39.8	-25.9
OPERATING INCOME	521.3	588.8
Cost of net financial debt	13.2	-4.9
Other financial items	-8.9	-4.5
Income tax	-128.8	-154.3
Share of net income of associates	-0.1	0.0
NET INCOME OF CONSOLIDATED COMPANIES	396.9	425.1
Attributable to the minority interests	-0.6	-7.1
ATTRIBUTABLE TO THE PARENT COMPANY	397.5	432.2
Basic net income per share	3.37 €	3.67 €
Diluted net income per share	3.34 €	3.64 €

4.5.2. CONSOLIDATED BALANCE SHEET

ASSETS

<i>(In millions of euros)</i>	12/31/2025	12/31/2024
Goodwill	727.8	730.4
Other intangibles assets	401.5	492.0
Property, plant and equipment	1,515.9	1,525.4
Right of use	141.3	170.2
Financial assets	128.7	195.0
Investments in associates	0.7	0.8
Other non-current assets	10.3	9.1
Deferred tax assets	108.1	145.9
NON-CURRENT ASSETS	3,034.3	3,268.9
Inventories and work in progress	959.7	1,037.3
Accounts receivable	766.2	792.3
Other operating receivables	178.5	176.0
Tax receivable	47.8	21.3
Non-operating receivables	18.4	24.5
Cash and cash equivalents	569.8	449.8
CURRENT ASSETS	2,540.4	2,501.1
ASSETS HELD FOR SALE	0.0	0.0
TOTAL ASSETS	5,574.7	5,770.0

LIABILITIES AND SHAREHOLDERS' EQUITY

<i>(In millions of euros)</i>	12/31/2025	12/31/2024
Share capital	12.0	12.0
Additional paid-in capital & Reserves	3,692.6	3,760.6
Net income for the year	397.5	432.2
SHAREHOLDERS' EQUITY	4,102.1	4,204.9
MINORITY INTERESTS	3.9	6.1
TOTAL EQUITY	4,106.0	4,211.0
Net financial debt – long-term	330.0	349.2
Deferred tax liabilities	26.0	25.7
Provisions	48.0	49.2
NON-CURRENT LIABILITIES	404.0	424.1
Net financial debt – short-term	131.4	141.5
Provisions	44.3	37.3
Accounts payable	262.1	272.4
Other operating liabilities	539.4	574.2
Tax liabilities	18.3	35.4
Non-operating liabilities	69.2	74.1
CURRENT LIABILITIES	1,064.7	1,134.9
LIABILITIES RELATED TO ASSETS HELD FOR SALE	0.0	0.0
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	5,574.7	5,770.0

4.5.3. CONSOLIDATED CASH FLOW STATEMENT

In million of euros

	2025	2024
Net income of consolidated companies	396.9	425.1
- Cost of net financial debt	-13.2	4.9
- Other net financial income and expenses	8.9	4.5
- Income tax expense	128.8	154.3
- Net additions to operational depreciation – non-current provisions and amortization and impairment of acquisition-related intangible assets	438.4	325.1
EBITDA (before non-recurring items)	959.7	913.9
Other operating non-recurring income (expenses) excluding non-recurring provisions for impairment and capital gains (losses) on disposals of fixed assets	0.0	0.0
Other financial income and expenses (excluding provisions and disposals of non-current financial assets)	-3.7	0.2
Net additions to operating provisions for contingencies and losses	14.4	-8.2
Fair value gains (losses) on financial instruments	1.2	-0.6
Share-based payments	26.5	23.4
Elimination of other non-cash or non-operating income and expenses	38.3	14.8
Change in inventories	-10.1	-85.1
Change in trade receivables	-29.0	-53.7
Change in trade payables	3.4	-0.6
Change in other operating working capital	-30.2	92.3
Change in operating working capital requirement (a)	-65.9	-47.1
Other non-operating working capital	-0.8	-0.2
Change in non-current non-financial assets and liabilities	-4.6	-3.7
Change in working capital requirement	-71.3	-51.0
Income tax paid	-151.6	-205.5
Cost of net financial debt	13.2	-4.9
NET CASH FROM OPERATING ACTIVITIES	788.3	667.3
Purchases of property, plant and equipment and intangible assets (b)	-335.3	-345.8
Proceeds from disposals of property, plant and equipment and intangible assets	10.4	9.4
Proceeds from other non-current financial assets	-1.0	-1.2
FREE CASH FLOW (c)	462,4	329,7
Disbursement related to taking non-controlling interests	-5.2	-13.4
Impact of changes in Group structure	-130.5	-8.8
NET CASH USED IN INVESTING ACTIVITIES	-461.7	-359.8
Purchases and sales of treasury shares	-18.2	-37.6
Dividends paid to owners	-106.1	-100.2
Cash flows from new borrowings	33.6	9.8
Cash flows from loan repayments	-63.2	-84.6
Change in interests without gain or loss of controlling interest	-1.5	0.0
NET CASH USED IN FINANCING ACTIVITIES	-155.4	-212.6
NET CHANGE IN CASH AND CASH EQUIVALENTS	171.3	94.8
NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	442.1	333.4
Impact of currency changes on net cash and cash equivalents	-48.4	13.9
NET CASH AND CASH EQUIVALENTS AT END OF YEAR	565.1	442.1

^(a) Including allocations (reversals) of short-term provisions.

^(b) Including advances and prepayments to suppliers of fixed assets.

^(c) Free cash flow is defined as the sum of flows related to the activity and those related to investments excluding the net cash of the impact of changes in the scope of consolidation.

V. AGENDA

The General Meeting will be broadcast live in video format on the Company's website, www.biomerieux.com, unless technical reasons make it impossible or seriously disrupt the broadcast. The replay will be available on the Company's website by the end of the seventh business day after the General Meeting. Shareholders are also encouraged to send all requests for documents and/or questions electronically. The agenda and draft texts of the resolutions finally approved by the Board of Directors and submitted to the Combined General Meeting are set out below:

5.1 RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

1. Approval of the parent company financial statements for the year ended December 31, 2025; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code;
2. Approval of the consolidated financial statements for the year ended December 31, 2025;
3. Granting of discharge to the directors;
4. Appropriation of net income for the year ended December 31, 2025;
5. Approval of the related-party agreement regarding the internal mobility of employees within entities of the Mérieux Group and the Mérieux Foundation;
6. Approval of the related-party sponsorship agreement between the Company and the bioMérieux Endowment Fund;
7. Approval of the "We act for the Children" related-party sponsorship agreement between the Company and the bioMérieux Endowment Fund;
8. Renewal of the term of office of Alexandre Mérieux as a director;
9. Appointment of François Lacoste as a director;
10. Appointment of Jean-Luc Bélingard as an Advisory Board member (*censeur*);
11. Determination of the total annual compensation for directors;
12. Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code;
13. Approval of the compensation policy for the Chairman of the Board of Directors in accordance with Article L.22-10-8 of the French Commercial Code;
14. Approval of the compensation policy for the Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code;
15. Approval of the compensation policy for the directors in accordance with Article L.22-10-8 of the French Commercial Code;
16. Approval of the information concerning compensation for corporate officers referred to in Article L.22-10-9 I of the French Commercial Code;
17. Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Alexandre Mérieux for 2025;
18. Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Pierre Boulud for 2025;
19. Approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer;
20. Authorization given to the Board of Directors to enable the Company to buy back its own shares.

5.2 RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

21. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares;
22. Authorization to be given to the Board of Directors to carry out a capital increase reserved for employees participating in a company savings plan;
23. Cancellation of shareholders' pre-emptive subscription rights in favor of employees participating in a company savings plan;
24. Authorization to be given to the Board of Directors to grant share subscription or purchase options, without pre-emptive subscription rights;
25. Overall limit on authorizations to issue shares;
26. Amendments to the Company's articles of association;
27. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities.

VI. REPORT OF THE BOARD OF DIRECTORS

To the Shareholders,

We have called this Ordinary and Extraordinary Shareholders' Meeting in accordance with the Company's articles of association and the French Commercial Code (*Code de commerce*) to approve the resolutions presented below.

After presenting the position of the Company and the Group in 2025 as well as the outlook and the events that have occurred since the end of the year, the following resolutions will be submitted for your approval during the **Ordinary Shareholders' Meeting**:

- the parent company and consolidated financial statements for the year ended December 31, 2025 as approved by the Board of Directors on February 26, 2026;
- the appropriation of net income;
- the approval of three new related-party agreements authorized by the Board of Directors;
- the renewal of the term of office of a director;
- the appointment of a director;
- the appointment of an Advisory Board member;
- setting of the total annual compensation of directors;
- the *ex-ante* say-on-pay vote on the compensation policy for corporate officers, the Chairman of the Board of Directors, Chief Executive Officer, and the directors in accordance with Article L.22-10-8 of the French Commercial Code;
- the *ex-post* say-on-pay vote on the compensation paid or allocated to the corporate officers, the directors, the Chairman of the Board of Directors and the Chief Executive Officer in respect of the year ended December 31, 2025;
- the approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer;
- lastly, a resolution to provide the Board of Directors with the required authorization to enable the Company to buy back its own shares.

During the **Extraordinary Shareholders' Meeting**, the following resolution will be submitted for your approval:

- further to the authorization given to the Board of Directors to buy back Company shares, a resolution to authorize the Board of Directors to reduce the Company's share capital accordingly by canceling the treasury shares bought back;
- resolutions providing the Board of Directors with authorizations to carry out, where applicable, at its sole discretion, various financial transactions, in particular:
 - o a capital increase through the issue of ordinary shares reserved for employees participating in a company savings plan, without a pre-emptive subscription,
 - o a grant of share subscription or purchase options, without pre-emptive subscription rights;
- the overall limit on authorizations to issue shares;
- an amendment to the Company's articles of association;
- the delegation of full powers to the bearer of an original copy of the minutes of the Meeting for the purpose of completing formalities.

The 2025 Universal Registration Document (URD) and other shareholder information are available on the Company's website.

6.1 MANAGEMENT REPORT ON THE TRANSACTIONS THAT OCCURRED DURING THE YEAR ENDED DECEMBER 31, 2025

The parent company and consolidated financial statements (see Chapter 6, pages 257 *et seq.*) as well as the management report are set out in the URD, including the annual financial report, as indicated in the concordance tables on pages 384 to 392 of the URD.

6.2 THE BOARD OF DIRECTORS' REPORT ON THE ORDINARY AND EXTRAORDINARY RESOLUTIONS

6.2.1. RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDER'S ANNUAL MEETING

Parent company and consolidated financial statements, appropriation of net income (first to fourth resolutions)

The parent company and consolidated financial statements are set out in the management report, in Chapter 6, Sections 6.2 and 6.1 of the URD, respectively.

The shareholders are asked to grant discharge to the directors for their duties during the past year.

The appropriation of net income is set out in Section 6.2.3.2 of the URD.

Related-party agreements referred to in Articles L.225-38 et seq. of the French Commercial Code (fifth to seventh resolutions)

The Statutory Auditors' special report describes the agreements duly authorized by the Board of Directors in 2025 and the agreements authorized in previous years that remained in force in 2025. The URD provides details on the related-party agreements and the third parties involved and sets out the Statutory Auditors' special report (see Section 2.4, pages 101 et seq.).

- The following agreements were authorized in 2025:
 - A sponsorship agreement for the bioMérieux Endowment Fund, dated May 20, 2025, which aims to set out the terms and conditions under which the Company supports the bioMérieux Endowment Fund through sponsorship, pursuant to the Syndicated Credit Agreement. This support entails the transfer of any surpluses gained following bank margin adjustments, determined in accordance with the ESG criteria, depending on the achievement of annual targets based on key performance indicators.
 - An agreement signed between Institut Mérieux dated July 31, 2025, regarding the internal mobility of employees within Mérieux Group and the Mérieux Foundation. This agreement aims to set out the rules for allocating termination benefits to employees having worked for at least two Mérieux Group entities, or at least one Mérieux Group entity and for the Mérieux Foundation.
 - An agreement entered into on December 16, 2025, with the bioMérieux Endowment Fund, which aims to set out the terms and conditions under which the Company supports the bioMérieux Endowment Fund through its sponsorship. BioMérieux demonstrates its support through the payment of €70,000 to the Endowment Fund, raised as part of the "We act for the Children" internal solidarity event held in November 2025.

Renewal of the term of office of Alexandre MERIEUX as a director (eighth resolution)

The shareholders are invited to vote on the renewal of the term of office of a director on May 28, 2026.

The Board of Directors recommends that you reappoint Alexandre Mérieux as a director for a further period of four (4) years, i.e., until the Annual General Meeting called in 2030 to approve the financial statements for the year ending December 31, 2029.

Alexandre Mérieux (see full biography above)

Alexandre Mérieux, aged 52, was Chairman and Chief Executive Officer of the Company and has been Chairman of bioMérieux's Board of Directors since July 1, 2023, when these roles were separated.

Alexandre Mérieux holds a degree in biology from Lyon I University and is a graduate of HEC Montréal Business School. He worked for Silliker Group Corporation from 1999 to 2004 (now Mérieux NutriSciences). During this period, 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-President of the 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 has been a director of bioMérieux since 2004 and is a member of the Strategy Committee.

A description of his offices and functions is given in Section 2.2.4 of the URD. He has been a director of bioMérieux since 2004 and is a member of the Strategy Committee.

The Board of Directors recommends that you renew the directorship of Alexandre Mérieux for the following reasons:

- he has extensive knowledge of the Group's operations acquired through a variety of roles and responsibilities;
- having been director for 21 years, he has an excellent knowledge of the Company, its market and its strategic challenges which allow him to make a significant contribution as Chairman of the Board of Directors;
- once the Chairman and Chief Executive Officer then Chairman of the Board of Directors, he has played a central role since 2017 in defining and implementing the Group's strategy; and
- he has maintained a perfect attendance rate at Board meetings throughout his current term of office.

Appointment of François LACOSTE as a director (ninth resolution)

The Board of Directors recommends that you appoint François Lacoste as director for a period of four (4) years, i.e., until the Annual General Meeting called in 2030 to approve financial statements for the year ending December 31, 2029.

François Lacoste (see full biography above)

Non-independent director

François Lacoste, aged 65 and a French citizen, is currently Executive Vice President, Medical and Scientific Affairs at Institut Mérieux. He was previously Executive Vice President, R&D at bioMérieux and a member of the Executive Committee.

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

François Lacoste is a graduate of the École Nationale Vétérinaire de Toulouse, and holds a postgraduate degree in virology from the Institut Pasteur in Paris as well as in Immunology from the École Nationale Vétérinaire de Maisons-Alfort. He also studied management at INSEAD.

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

List of offices and functions held at December 31, 2025:

- Executive Vice President, Institut Mérieux;
- Member of the Supervisory Board of IHU Sepsis;
- Member of the Board of Directors of IHU Fondation Méditerranée;
- Member of the Board of Directors of ID Cluster;

- Member of the Board of Directors of Lyonbiopôle;
- Member of the Board of Directors of VetAgro Sup; and
- Member of the Strategic Expert Group (STEG) of the *International Pandemic Preparedness Secretariat*.

Appointment of Jean-Luc BELINGARD as an Advisory Board member (censeur) (tenth resolution)

The Board of Directors, on the recommendation of the Chairman of the Board of Directors, recommends that you appoint Jean-Luc Belingard as Advisory Board member (*censeur*) for a period of three (3) years, i.e., until the Annual General Meeting called in 2029 to approve the financial statements for the year ending December 31, 2028.

Jean-Luc Bélingard (see full biography above)

In accordance with the decision of February 26, 2026, and on the recommendation of the Chairman of the Board of Directors, the Board of Directors recommends to the Shareholders' Meeting of May 28, 2026, that Jean-Luc Bélingard be appointed as a non-voting director (*censeur*) at the end of his term of office on May 28, 2026. Jean-Luc Bélingard, aged 77, was Chairman and Chief Executive Officer of bioMérieux from 2011 to December 2017.

He is a graduate of HEC Paris and holds an MBA from Cornell University (United States). He was CEO of Roche Diagnostics and Member of the Executive Committee of Roche Group (1990 to 1999). He was also a member of the Management Board 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. He has been a director of bioMérieux since 2006.

The Board of Directors recommends that you appoint Jean-Luc Bélingard as non-voting member (*censeur*) for the following reasons:

- His expertise in the Company's various fields of activity;
- His long-standing knowledge of the Company and his experience within it;
- His experience as an executive in major international healthcare groups giving him excellent knowledge of the issues in this sector.

Determination of the total annual compensation of the directors (eleventh resolution)

On the recommendation of the Appointment, Compensation and CSR Committee, the Board of Directors proposes to the Annual General Meeting the total remuneration budget allocated to directors.

The maximum amount of remuneration allocated to directors in 2025 was €600,000 per annum, in accordance with the eleventh resolution approved at the Company's Annual General Meeting on 23 May 2024. Subject to the approval by the 2026 Annual General Meeting of the relevant resolution, the annual budget will be increased to €700,000 with effect from the current financial year and until the next decision by the Annual General Meeting.

This proposal to amend the budget follows a comparative study of directors' remuneration within SBF120 companies, which revealed that the level of the fixed portion of the Company's directors' remuneration was below average. The new remuneration policy for directors, and in particular the new allocation rules set out in the table in Section 2.3.1.2.1 of the URD, which is to be submitted to the Annual General Meeting, will, if approved, bring the level of the fixed portion of directors' remuneration closer to the average for SBF120 companies, without quite reaching it.

It should be noted that the amount proposed corresponds to a maximum annual amount, taking account of the new rules regarding the components of compensation set out in the table in Section 2.3.1.2.1 of the URD, which is not necessarily used in its entirety, given that the compensation actually paid takes into account the composition of the Board and its committees, as well as the number of meetings and the attendance rate of directors. For example, in 2025, the allocation for compensation was €600,000, but the actual amount paid to directors came to €383,000.

Ex-ante say-on-pay vote – 2026 compensation policy (twelfth to fifteenth resolutions)

In accordance with Article L.22-10-8 of the French Commercial Code, the Board of Directors submits the compensation policy for corporate officers, the Chairman of the Board of Directors, the Chief Executive Officer and the directors to the Annual General Meeting for approval.

The policy is set by the Board of Directors based on a recommendation of the Appointments, Compensation and CSR Committee and is presented in the report required under the aforementioned article and included in Section 2.3.1 of the URD.

In accordance with Article L.22-10-8 of the French Commercial Code, the amounts resulting from the implementation of the policy will be submitted for shareholder approval at the Annual General Meeting called to approve the financial statements for the year ending December 31, 2026.

The compensation policy for corporate officers (Chairman of the Board of Directors, the Chief Executive Officer and members of the Board of Directors) for 2026 (as described in Section 2.3.1 of the URD) is subject to an overall vote, which has no impact on the outcome of the individual votes on the application of the policy to the Chairman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors.

We recommend that you approve the 2026 compensation policy for corporate officers, the Chairman of the Board of Directors, the Chief Executive Officer and the directors as described in the URD.

2025 ex-post say-on-pay vote (sixteenth to eighteenth resolutions)

In accordance with Article L.22-10-34 of the French Commercial Code, the Board of Directors submits the components of compensation paid or allocated to Alexandre Mérieux, Pierre Boulud and the directors for the year ended December 31, 2025, as described in Section 2.3.2 of the URD, to the Annual General Meeting for approval.

We recommend that you approve the 2025 compensation components as set out in the URD.

Approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer as part of the MyShare 2026 employee share ownership plan (nineteenth resolution)

The Board of Directors proposes that the Annual General Meeting approve the rules governing the share purchase plan reserved for employee beneficiaries located in the State of California in the US, as part of the MyShare 2026 employee share ownership plan, as amended for these beneficiaries and as adopted by the Chief Executive Officer, in accordance with the sixteenth resolution of the Ordinary and Extraordinary

Shareholders' Meeting of May 15, 2025, authorizing the Board of Directors to buy back shares of the Company for the purpose of selling them to Group employees, and in accordance with the authorization given by the Board of Directors on December 16, 2025 in respect of the terms and conditions of MyShare 2026.

Authorization to be given to the Company to buy back its own shares (twentieth resolution)

We request that you authorize the Board of Directors, which may delegate or subdelegate its powers in accordance with the regulatory provisions applicable at the time of such buybacks, to purchase, on the Company's behalf, on one or more occasions, whenever it deems appropriate, a number of the Company's own shares, within the legal limit.

For several years now, the Company has been implementing the share buyback programs approved by successive Annual General Meetings, in order to allocate shares to employees under free share plans and employee share ownership plans and in connection with liquidity agreements. Once again this year, we are requesting that you authorize the Board of Directors, which may delegate its powers, to buy back shares on the Company's behalf.

This authorization is given to enable the Company, by order of priority, to:

- maintain a liquid secondary market for bioMérieux's shares through market-making transactions carried out by an independent investment services provider under a liquidity agreement that complies with the regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF);
- deliver shares under stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, allocate shares under a Company or Group employee savings plan (or similar plan) in connection with Company profit-sharing and/or allocate shares under any other share allocations to employees and/or corporate officers of the Group;
- reduce the Company's share capital by canceling shares within the legal limits;
- hold shares for their subsequent delivery in payment or exchange for external growth transactions;
- implement any market practices permitted or that may subsequently be permitted by the market authorities.

Under this authorization, the Company may buy back its own shares within the limits set out below (which may be adjusted in connection with transactions affecting the Company's share capital):

- the maximum purchase price per share may not exceed €250 excluding acquisition-related fees;
- the maximum theoretical amount set aside for this program is €2,856,149,000 (maximum theoretical amount excluding treasury shares). However, the Board of Directors, which may delegate its powers in accordance with the law, may adjust the aforementioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves and the granting of free shares, stock splits or reverse splits, capital redemptions or reductions, the distribution of reserves or other assets and any other transactions affecting equity, in order to take into account the impact of such transactions on the value of the shares.

The Board of Directors will report to the Annual General Meeting on the transactions carried out pursuant to this authorization.

In particular, a summary of the transactions carried out in 2025 is provided in Section 7.4.3 of the URD.

6.2.2. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Statutory Auditors have drawn up reports on the financial delegations, in accordance with applicable law.

Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares (twenty-first resolution)

Provided the resolution to buy back shares is approved (twentieth resolution), we request that you authorize the Board of Directors, in accordance with Article L.22-10-62 of the French Commercial Code, to reduce the Company's share capital by canceling all or some of the shares bought back by the Company under the share buyback program authorized in the twentieth resolution of this Meeting, at its sole discretion, on one or more occasions, within the limit of 10% of the share capital over a period of 24 months from the date of this Meeting, and reducing the share capital by the same amount. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to reflect capital transactions carried out subsequent to this Meeting.

Accordingly, the shareholders would authorize the Board of Directors to offset any excess of the purchase price of canceled shares over their par value against existing paid-in capital or available reserve accounts, and grant full powers to the Board of Directors, which may be delegated under the conditions set by law, for the purpose of carrying out any and all formalities and making any and all filings necessary to finalize the capital reductions under this authorization, and to amend the Company's articles of association accordingly.

This authorization would be given to the Board of Directors for a period of 18 months from the date of this Meeting. With effect from the date hereof, it would supersede any other prior authorization for the same purpose.

Authorizations given to the Board of Directors (twenty-second to twenty-fifth resolutions)

We recommend that you renew certain financial delegations to the Board of Directors in order to give the Company the means to act in the best interests of the Company, in particular by enabling the Company to strengthen its financial structure and develop its organic and external growth as well as employee profit-sharing.

Accordingly, we submit the following authorizations for approval:

Authorization to be given to the Board of Directors to carry out a capital increase reserved for 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, and having noted that the share capital has been fully paid up, pursuant to Articles L.3332-18 *et seq.* of the French Labor Code (*Code du travail*) and Articles L.225-129-2, L.225-129-6 (paragraphs 1 and 2) and L.225-138-1 of the French Commercial Code and in accordance with the provisions of said Code, the shareholders:

1. authorize the Board of Directors to increase the share capital, on one or more occasions, at its sole discretion, through the issue of shares or securities giving access to the Company's share capital reserved for employees participating in a company savings plan in France or in foreign companies related to the Company under the conditions provided for in Article L.225-180 of the French Commercial Code and Articles L.3344-1 and L.3344-2 of the French Labor Code, for a maximum nominal amount of 3% of the share capital at the date of this Meeting (including any free shares granted instead of the discount or as the employer's matching contribution under the conditions and subject to the limits set out in Articles L.3332-18 *et seq.* of the French Labor Code), it being specified that this amount shall be included in **Overall Limit I** provided for under the twenty-fifth resolution;
2. resolve that the characteristics of the securities giving access to the Company's share capital shall be decided by the Board of Directors in accordance with the law;
3. resolve that the subscription price of the securities issued under this authorization shall be set by the Board of Directors and determined in accordance with the conditions provided for in Article L.3332-19 of the French Labor Code;
4. note that the Board of Directors may decide to issue shares or securities giving access to the Company's share capital reserved for employees participating in a savings plan at the same time or independently from one or several issues open to shareholders or third parties;
5. resolve that the Board of Directors shall have full powers, which may be delegated under the conditions set by law, to implement this authorization within the limits and under the conditions set out above, and in particular:
 - 5.1. set the characteristics of the securities to be issued and the amounts to be offered for subscription, and, in particular, set the issue price, and, where applicable, the discount provided for in Article L.3332-19 of the French Labor Code, the dates, deadlines, terms and conditions of subscription, payment, delivery and vesting of the securities, in accordance with the applicable legal and regulatory provisions,
 - 5.2. set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or purchase, individually or via a mutual fund or an investment company with variable capital, shares or other securities giving access to the share capital issued under this authorization,
 - 5.3. set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,
 - 5.4. take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with legal and regulatory provisions and, where applicable, the contractual terms and conditions providing for other adjustments,
 - 5.5. place on record the capital increases in the amount of shares actually subscribed or other securities issued pursuant to this authorization,
 - 5.6. offset, where applicable, the cost of capital increases against the amount of shares which are actually subscribed or other securities issued pursuant to this authorization and deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following these increases,
 - 5.7. in the event of the issue of free shares instead of the discount or as the employer's matching contribution, offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, place on record the capital increases carried out pursuant to this authorization and amend the articles of association to reflect the new share capital,
 - 5.8. enter into all agreements, complete directly or by agent all transactions and procedures including the completion of formalities following the share capital increases and the amendment of the articles of association to reflect these increases and, more generally, do whatever is necessary,
 - 5.9. generally, enter into any agreement in particular to successfully carry out the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial management of the securities issued pursuant to this authorization, as well as the exercise of the related rights;
6. resolve that this authorization is given to the Board of Directors for a period of 26 months from the date of this Meeting and supersedes any other prior authorization for the same purpose.

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

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, the shareholders resolve to cancel the shareholders' pre-emptive subscription right to these shares, including shares resulting from the issue pursuant to the twenty-second resolution of securities giving access to the share capital either immediately and/or in the future, in favor of employees, retired former employees and eligible corporate officers within the meaning of the law, participating in a company savings plan; said shareholders would waive any right to shares or securities which may be granted under this resolution, including any portion of reserves, profits or additional paid-in capital incorporated into the share capital in connection with the grant of free shares and securities issued pursuant to the twenty-second resolution instead of the discount or as the employer's matching contribution.

Authorization to be given to the Board of Directors to grant share subscription or purchase options, 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 Articles L.225-177 to L.225-185 *et seq.* of the French Commercial Code, the shareholders:

1. Authorize the Board of Directors to grant, during periods authorized by the law, on one or more occasions, options giving right to the subscription of new shares to be issued in respect of the Company's capital increase or the purchase of existing Company shares, for the benefit of the persons of its choice that it shall determine among the employees and corporate officers of the Company and companies or groups that are related to it under the conditions referred to in Article L. 225-180 of the French Commercial Code (*Code de Commerce*), under the following conditions:
 - 1.1. the total number of options that may be granted by the Board of Directors in respect of this authorization may not give the right to subscribe to or purchase a number of shares exceeding 10% of the share capital existing on the day of the allocation, and must comply with the legal limit set by Articles L. 225-182 and R. 225-143 of the French Commercial Code (*Code de Commerce*); it being specified

that to this limit shall be added the number of shares to be issued, if applicable, in respect of the adjustments carried out to preserve the rights of the beneficiaries of the options, in accordance with the law,

- 1.2. the number of options allocated to corporate officers may not represent more than 0.1% of the total allocations carried out by the Board of Directors pursuant to this resolution,
 - 1.3. each option gives the right to subscribe to or purchase one Company share,
 - 1.4. the options shall be allocated to some or all of the employees and/or corporate officers of the Company and companies or economic interest groups related to it 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 shares of the Company are admitted to a regulated market, in order to allocate stock or purchase options to Company executives referred to in paragraph 4 of Article L. 225-185 of the French Commercial Code (*Code de Commerce*), the Board of Directors must comply with the provisions of Article L. 225-186-1 of the French Commercial Code (*Code de Commerce*),
 - 1.5. the total number of options granted shall give the right to subscribe for or purchase a total number of shares representing a maximum nominal amount of €1,202,937, i.e., a maximum of 11,836,122 shares, it being specified that the amount of capital increases resulting from the exercise of stock subscription options granted pursuant to this authorization shall not be deducted from the overall limit provided for in the twenty-fifth resolution,
 - 1.6. the exercise price of the options shall be set by the Board of Directors on the grant date. The price may not be lower than 80% of the average listed price during the 20 trading days preceding the grant date, as no options may be granted less than 20 trading days after the ex-dividend date of shares entitling the holder to a dividend or a capital increase,
 - 1.7. each option must be exercised no later than four years from the grant date, after which it will lapse. In the case of grants to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors shall either (i) decide that the shares resulting from the exercise of the options may not be sold by the persons concerned until they cease to hold office or their office is renewed, or (ii) set the number of shares resulting from the exercise of the options that must be held in registered form until they cease to hold office or their office is renewed,
 - 1.8. the grants made pursuant to this resolution may be subject to the achievement of one or several performance criteria that shall be defined by the Board of Directors and assessed over a three-year period;
2. Grant, consequently, full powers to the Board of Directors to implement this authorization, including, but not limited to:
- 2.1. determining the list of beneficiaries and the number of options granted to each one, subject to the above limits,
 - 2.2. determining the type of options (share subscription or purchase options),
 - 2.3. setting the terms and conditions of the options and finalizing the plan rules, including, if applicable, any performance criteria and the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may bring forward the exercise dates or periods of the options, maintain the exercisable nature of the options or amend the dates on or periods during which the shares resulting from the exercise of the options may not be transferred or converted into bearer shares, and determining any clauses prohibiting the immediate resale of all or some of the shares,
 - 2.4. taking all necessary measures to protect the interests of the beneficiaries in light of any financial transactions that may take place before the options are exercised,
 - 2.5. if applicable, limiting, suspending, restricting or prohibiting the exercise of the options or the conversion to bearer form of the shares resulting from the exercise of the options during certain periods or after certain events, with such decision covering all or some of the options or shares or concerning all or some of the beneficiaries,
 - 2.6. setting the exercise periods for the options granted, it being stipulated that the term of the options may not exceed four years from the grant date,
 - 2.7. providing for the option to temporarily suspend the right to grant options, under the conditions provided for by the applicable laws and regulations,
 - 2.8. placing on record the completion of the capital increases for the amount of shares that will be actually subscribed through the exercise of stock options, amending the articles of association accordingly, completing the subsequent formalities, and, at its sole discretion, if deemed appropriate, making any deductions from additional paid-in capital of the costs incurred by the completion of the issues and deducting from this amount the sums required to increase the statutory reserve,
 - 2.9. taking all measures and carrying out all formalities required for the listing of the newly issued shares.

This authorization entails the express waiver by the shareholders of their pre-emptive subscription right to subscribe for the shares issued as and when the options are exercised, in favor of the beneficiaries of the options.

The capital increase resulting from the exercise of the options shall be definitively completed by the declaration of the exercise of the option, accompanied by the subscription note and the payment of the full amount, either in cash or by offsetting against Company receivables.

Every year, the Board of Directors shall report to the Ordinary Shareholders' Meeting on the transactions carried out pursuant to this resolution, in accordance with Article L.225-184 of the French Commercial Code.

This authorization 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.

Overall limit on authorizations to issue shares

We therefore request that you:

- resolve that the total amount of capital increases that may be carried out immediately and/or in the future, pursuant to the twenty-second resolution proposed for approval by this Meeting, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the

law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares (“Overall limit I”);

- resolve, in addition, that the total nominal amount of debt securities giving access by any means, immediately or in the future, to the share capital that may be issued pursuant to the twenty-second resolution of this Meeting shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision (“Overall limit II”).

These limits may be increased, where applicable, by the nominal amount of the shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities or other rights giving access to the Company’s share capital, issued by a Subsidiary and/or a parent company in accordance with the authorizations granted to the Board of Directors.

Amendments to the Company’s articles of association (twenty-sixth resolution)

In compliance with the latest regulatory changes, the Company intends to amend its articles of association, in particular Articles 11, 13 and 14.

We therefore ask you to approve the changes outlined below:

- Update **Article 11.3** under “**Board of Directors**” of the Company’s articles of association, which will now read as follows:

11.3 Directors representing employee shareholders

[–]

*“Candidates for the position of Director representing employee shareholders, **along with two (2) substitutes each**, are appointed as follows:*

*When the voting rights attached to shares held by employees are exercised by members of the supervisory board of a corporate mutual fund, said supervisory board **appoints one candidate and two substitutes per candidate - one man and one woman** - from among its designated employee representative members. Where there is more than one such corporate mutual fund, the supervisory boards may agree, through identical deliberations, to put forward a **common candidate and two substitutes**, chosen from among their designated employee representative members.*

To ensure compliance with the gender equality requirements as set out in the legal provisions applicable to the composition of the Board of Directors, the supervisory board of the corporate mutual fund ensures that each group of three is made up of one candidate and two (2) substitutes - one man and one woman - and therefore contributes to the balanced representation of women and men on the Board of Directors.

Any failure to meet this requirement is duly justified and mentioned in the deliberations of the supervisory board of the company’s mutual fund.

[..]

*If the director representing employee shareholders is absent for any reason whatsoever, the Board of Directors may, between two General Meetings, temporarily appoint **one of his or her substitutes, who will be chosen to ensure compliance with the gender equality requirements and who** will act as Director representing employee shareholders for the remainder of the term of office. Until the date of this replacement, the Board of Directors may nevertheless continue to validly meet and deliberate.*

The other provisions of the article remain unchanged.

- Update **Article 13, II** under “**Term of office of the directors – Replacement**” of the Company’s articles of association, which will now read as follows:

“II - In the event of vacancy due to death or resignation, of one or more positions of Director, the Board of Directors may carry out temporary appointments between General Meetings, in accordance with the relevant legal provisions.

When its composition is no longer compliant with the first paragraph of Article L.225-18-1, the Board of Directors must carry out temporary appointments to remedy the situation within six (6) months of the date on which the vacancy occurs.

Any Director appointed to replace another Director shall only remain in post for the remainder of his or her predecessor’s term of office.”

The other provisions of the article remain unchanged.

- Update **Article 14, IV** under “**Meetings of the Board of Directors**”, which will now read as follows:

*“IV - Decisions of the Board of Directors may be made by written consultation of the directors, **in accordance with the quorum and majority rules as set out in Article 14, III**. The documents containing information required by the directors will be sent to them electronically. Directors will have two (2) days from the date of the documents being sent to communicate their vote electronically to the Chairman of the Board of Directors. Any member of the Board of Directors may object to the use of electronic voting by sending an e-mail to the Chairman no later than **twenty-four (24) hours** after receipt of the consultation documents. In the event of a tie, the meeting Chairman shall have the casting vote.”*

The other provisions of the article remain unchanged.

Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities (twenty-seventh resolution)

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

On the basis of the foregoing, we request that you approve the proposed resolutions.

The Board of Directors

VII. TEXT OF THE DRAFT RESOLUTIONS

7.1 RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the parent company financial statements for the year ended December 31, 2025; approval of the total amount of expenses and costs referred to in Article 39-4 of the French Tax Code

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, 2025, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2025, the shareholders approve the parent company financial statements for the year ended December 31, 2025 as submitted to them, showing net income of €320,480,242.95. They also approve the transactions reflected in those financial statements or summarized in those reports.

In accordance with Article 223 *quater* of the French Tax Code (*Code général des impôts*), the shareholders approve the total amount of non-deductible costs and expenses referred to in Article 39-4 of said Code, which amounted to €1,001,838 for the year ended December 31, 2025, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €250,459.50. In addition, the shareholders duly note the detailed list of the expense categories referred to in paragraph 5 of Article 39 of the French Tax Code 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, 2025

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report on the management of the Group and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2025, which show consolidated net income of €397,513,280, the shareholders approve the consolidated financial statements for the year ended December 31, 2025 as submitted to them, as well as the transactions reflected in those financial statements or summarized in the Group management report.

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' report thereon, the shareholders duly note the content of those reports and grant discharge to the directors for their duties during the previous financial year.

FOURTH RESOLUTION

Appropriation of net income for the year ended December 31, 2025

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and subsequent to the adoption of the first resolution, the shareholders note that (i) the statutory reserve is paid up in full (10% of the share capital) and that (ii) the balance sheet for the year ended December 31, 2025 shows net income of €320,480,242.95 which, when increased by retained earnings of €635,861,297.80, results in distributable net income of €956,341,540.75.

The shareholders therefore resolve, on a proposal by the Board of Directors, to appropriate said distributable net income as follows:

- €635,861,297.80 to be transferred to the "General reserve", increasing the balance from €905,000,000.28 to €1,540,861,298.08;
- €0 to be transferred to the "Special sponsorship reserve", the balance of which will remain at €1,020,052.58;
- €115,993,995.60 to be distributed as dividends;

the remaining €204,486,247.35 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.98 per share.
This dividend would be paid on June 11, 2026.

In accordance with the provisions of Article L.225-210 of the French Commercial Code (*Code de Commerce*), 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 shareholders take note that the sums distributed as dividends over the past three financial years, were as follows:

Year ended	Distributed dividends (in euros) ^(*)	Distributed dividends per share (in euros)
Dec. 31, 2024	106,525,098.00	0.90
Dec. 31, 2023	100,607,037.00	0.85
Dec. 31, 2022	100,607,037.00	0.85

^(*) 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".

Under current French tax legislation, the dividends distributed to individuals domiciled in France for tax purposes are taxed in two phases:

- In the payment year, the gross amount of dividends received is subject to a mandatory, non-discharging flat-rate (PFNL) income tax installment of 12.8% in application of Article 117 *quater* of the French Tax Code, and social security withholdings of 17.2%. Low-income taxpayers may request an exemption from the PNFL levy, subject to certain conditions.
- The following year, they are subject to income tax at the flat rate of 12.8% (withholding tax – PFU), or optionally, according to the progressive income tax scale. In the latter case, a 40% allowance (Article 158, 3^{2°} of the French Tax Code) is applied to the gross amount received.

The PFNL of 12.8%, withheld during the payment year, is deducted from the income tax due in the following year. The excess is refunded, if applicable.

FIFTH RESOLUTION

Approval of the related-party agreement relating to the management of employee mobility within entities of the Mérieux Group and the Mérieux Foundation

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having heard the reading of the Statutory Auditors' special report, presented in accordance with Article L. 225-40 of the French Commercial Code, on agreements referred to in Articles L.225-38 *et seq.* of said Code, the shareholders (i) duly note the conclusions of said report, and (ii) approve the agreement relating to the management of employee mobility within entities of the Mérieux Group and the Mérieux Foundation concluded on July 31, 2025.

This resolution was submitted to a vote, in which shareholders with a direct or indirect interest, did not participate. Their shares were therefore excluded from the calculation of the majority.

SIXTH RESOLUTION

Approval of the related-party sponsorship agreement between the Company and the bioMérieux Endowment Fund

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having heard the reading of the Statutory Auditors' special report, presented in accordance with Article L. 225-40 of the French Commercial Code, on agreements referred to in Articles L.225-38 *et seq.* of said Code, the shareholders (i) duly note the conclusions of said report, and (ii) approve the sponsorship agreement between the Company and the bioMérieux Endowment Fund concluded on May 20, 2025.

This resolution was submitted to a vote, in which shareholders with a direct or indirect interest, did not participate. Their shares were therefore excluded from the calculation of the majority.

SEVENTH RESOLUTION

Approval of the "We act for the Children" related-party sponsorship agreement between the Company and the bioMérieux Endowment Fund

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having heard the reading of the Statutory Auditors' special report, presented in accordance with Article L. 225-40 of the French Commercial Code, on agreements referred to in Articles L.225-38 *et seq.* of said Code, the shareholders (i) duly note the conclusions of said report, and (ii) approve the "We act for the Children" sponsorship agreement between the Company and the bioMérieux Endowment Fund concluded on December 16, 2025.

This resolution was submitted to a vote, in which shareholders with a direct or indirect interest, did not participate. Their shares were therefore excluded from the calculation of the majority.

EIGHTH RESOLUTION

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to renew the term of office of Alexandre Mérieux as a director, for a further period of four (4) years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2029.

NINTH RESOLUTION

Appointment of François Lacoste as a director

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to appoint François Lacoste as a director, for a period of four (4) years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2029.

TENTH RESOLUTION

Appointment of Jean-Luc Bélingard as an Advisory Board member (censeur)

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders (i) acknowledge that the term of office of Jean-Luc Bélingard as a director is due to expire at the close of the Annual General Meeting, and (ii) upon the recommendation of the Chairman of the Board of Directors, following approval by the Board of Directors and in accordance with Article 12-IV of the Company's articles of association, appoint Jean-Luc Bélingard as an Advisory Board member (*censeur*) for a period of three (3) years expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2028.

ELEVENTH RESOLUTION*Determination of the total annual compensation for directors*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, on a proposal by the Board of Directors, the shareholders resolve to set the total annual compensation allocated to the directors at €700,000 (seven hundred thousand euros) for the current financial year and for subsequent financial years, until further decision by the Annual General Meeting.

TWELFTH RESOLUTION*Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the information on the compensation of corporate officers provided for in Article L.22-10-9 I of the French Commercial Code, as presented in Section 2.3.1 of the 2025 Universal Registration Document, which includes said corporate governance report.

THIRTEENTH RESOLUTION*Approval of the compensation policy for the Chairman of the Board of Directors in accordance with Article L.22-10-8 of the French Commercial Code*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chairman of the Board of Directors, as presented in Section 2.3.1 of the 2025 Universal Registration Document, which includes said corporate governance report.

FOURTEENTH RESOLUTION*Approval of the compensation policy for the Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the Chief Executive Officer, as presented in Section 2.3.1 of the 2025 Universal Registration Document, which includes said corporate governance report.

FIFTEENTH RESOLUTION*Approval of the compensation policy for the directors in accordance with Article L.22-10-8 of the French Commercial Code*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for the directors, as presented in Section 2.3.1 of the 2025 Universal Registration Document, which includes said corporate governance report.

SIXTEENTH RESOLUTION*Approval of the information concerning compensation for corporate officers referred to in Article L.22-10-9 I of the French Commercial Code*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the corporate governance report, in accordance with Article L.22-10-34 I of the French Commercial Code, the shareholders approve the information referred to in Article L.22-10-9 I of the French Commercial Code presented therein, as set out in Section 2.3.2 of the 2025 Universal Registration Document.

SEVENTEENTH RESOLUTION*Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Alexandre Mérieux for 2025*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2025 to Alexandre Mérieux in respect of his office as Chairman of the Board of Directors, as presented in Section 2.3.2 of the 2025 Universal Registration Document, which includes said corporate governance report.

EIGHTEENTH RESOLUTION

Approval of the fixed, variable and extraordinary elements making up the total compensation and benefits in kind, paid or due to Pierre Boulud for 2025

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-34 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or allocated for the year ended December 31, 2025 to Pierre Boulud in respect of his office as Chief Executive Officer, as presented in Section 2.3.2 of the 2025 Universal Registration Document, which includes said corporate governance report.

NINETEENTH RESOLUTION

Approval of the amended share purchase plan rules for beneficiaries located in the State of California in the US, as adopted by the Chief Executive Officer

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders approve, (i) solely for the purposes of the legislation applicable in the State of California in the US and (ii) to comply with the registration exemption obligations under the rules governing securities offerings in the State of California, the employee share purchase plan – MyShare 2026 as amended for employee beneficiaries located in California in the US and as adopted by the Chief Executive Officer, in accordance with the sixteenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 15, 2025, authorizing the Board of Directors to buy back the Company's shares for the purpose of selling them to Group employees, and in accordance with the authorization given by the Board of Directors on December 16, 2025 in respect of the terms and conditions of MyShare 2026.

TWENTIETH RESOLUTION

Authorization 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, and having considered the Board of Directors' report, in accordance with Article L.22-10-62 of the French Commercial Code, the shareholders authorize the Board of Directors, which may delegate its powers, to purchase, on the Company's behalf, on one or more occasions, whenever it deems appropriate, a number of the Company's own shares, within the legal limit of 10% of its share capital (with said limit applying at any time whatsoever to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting), it being specified that the maximum number of shares bought back by the Company for the purpose of being held in treasury for subsequent delivery in exchange for a merger, spin-off or contribution is capped at 5% of the share capital, as provided by law.

This authorization is given to enable the Company, in descending order of priority, to:

- maintain a liquid secondary market for bioMérieux's shares through market-making transactions carried out by an independent investment services provider under a liquidity agreement that complies with the regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF);
- deliver shares under stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, allocate shares under a Company or Group employee savings plan (or similar plan) in connection with Company profit-sharing and/or allocate shares under any other share allocations to employees and/or corporate officers of the Group;
- reduce the Company's share capital by canceling shares within the legal limits;
- hold shares for their subsequent delivery in payment or exchange for external growth transactions;
- implement any market practices permitted or that may subsequently be permitted by the market authorities.

Under this authorization, the Company may buy back its own shares within the limits set out below (which may be adjusted in connection with transactions affecting the Company's share capital).

The maximum purchase price per share may not exceed €250 excluding acquisition-related fees.

The maximum theoretical amount set aside for this program is €2,856,149,000 (maximum theoretical amount excluding treasury shares). However, the Board of Directors, which may delegate its powers in accordance with the law, may adjust the aforementioned purchase price in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves and the granting of free shares, stock splits or reverse splits, capital redemptions or reductions, the distribution of reserves or other assets and any other transactions affecting equity, in order to take into account the impact of such transactions on the value of the shares.

The shareholders resolve that the shares may be purchased, sold or transferred by any means, including through the use of derivative financial instruments, both on the stock market or over the counter, excluding the sale of put options, except in the case of exchanges in accordance with applicable regulations. No restriction applies to the portion of shares bought back 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 sold 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 – which may delegate those powers to the Chief Executive Officer or, with the approval of the latter, to one or more Chief Operating Officers – to place any and all trading orders, enter into any and all agreements, make any and all filings with the AMF and any other organization, carry out all other formalities, and generally do everything necessary to use this authorization. The persons thus designated will report to the Board of Directors on how this authorization is used.

With effect from the date hereof, this authorization supersedes the unused portion of any authorizations previously given for the same purpose, and is given for a period expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2026 or for a period of 18 months from this Annual General 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 will report to the Annual General Meeting on the transactions carried out pursuant to this authorization.

7.2 RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

TWENTY-FIRST RESOLUTION

Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares

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, subject to the adoption of the twentieth resolution of this Meeting, the shareholders authorize the Board of Directors, in accordance with Article L.22-10-62 of the French Commercial Code, to reduce the Company's share capital by canceling all or some of the shares bought back by the Company under the share buyback program authorized in the twentieth resolution of this Meeting, at its sole discretion, on one or more occasions, within the limit of 10% of the share capital over a period of 24 months from the date of this Meeting, and reducing the share capital by the same amount. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to reflect capital transactions carried out subsequent to this Meeting.

The shareholders authorize the Board of Directors to offset any excess of the purchase price of canceled shares over their par value against existing paid-in capital or available reserve accounts, and grant full powers to the Board of Directors, which may be delegated under the conditions set by law, for the purpose of carrying out any and all formalities and making any and all filings necessary to finalize the capital reductions under this authorization, and to amend the articles of association accordingly.

This authorization is given to the Board of Directors for a period of 18 months from the date of this Meeting. With effect from the date hereof, it supersedes any other prior authorization for the same purpose.

TWENTY-SECOND RESOLUTION

Authorization to be given to the Board of Directors to carry out a capital increase reserved for 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, and having noted that the share capital has been fully paid up, pursuant to Articles L.3332-18 *et seq.* of the French Labor Code (*Code du travail*) and Articles L.225-129-2, L.225-129-6 (paragraphs 1 and 2) and L.225-138-1 of the French Commercial Code and in accordance with the provisions of said Code, the shareholders:

1. authorize the Board of Directors to increase the share capital, on one or more occasions, at its sole discretion, through the issue of shares or securities giving access to the Company's share capital reserved for employees participating in a company savings plan in France or in foreign companies related to the Company under the conditions provided for in Article L.225-180 of the French Commercial Code and Articles L.3344-1 and L.3344-2 of the French Labor Code, for a maximum nominal amount of 3% of the share capital at the date of this Meeting (including any free shares granted instead of the discount or as the employer's matching contribution under the conditions and subject to the limits set out in Articles L.3332-18 *et seq.* of the French Labor Code), it being specified that this amount shall be included in **Overall Limit I** provided for under the twenty-fifth resolution;
2. resolve that the characteristics of the securities giving access to the Company's share capital shall be decided by the Board of Directors in accordance with the law;
3. resolve that the subscription price of the securities issued under this authorization shall be set by the Board of Directors and determined in accordance with the conditions provided for in Article L.3332-19 of the French Labor Code;
4. note that Board of Directors may decide to issue shares or securities giving access to the Company's share capital reserved for employees participating in a savings plan at the same time or independently from one or several issues open to shareholders or third parties;
5. resolve that the Board of Directors shall have full powers, which may be delegated under the conditions set by law, to implement this authorization within the limits and under the conditions set out above, and in particular:
 - 5.1. set the characteristics of the securities to be issued and the amounts to be offered for subscription, and, in particular, set the issue price, and, where applicable, the discount provided for in Article L.3332-19 of the French Labor Code, the dates, deadlines, terms and conditions of subscription, payment, delivery and vesting of the securities, in accordance with the applicable legal and regulatory provisions,
 - 5.2. set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or purchase, individually or via a mutual fund or an investment company with variable capital, shares or other securities giving access to the share capital issued under this authorization,
 - 5.3. set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,
 - 5.4. take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with legal and regulatory provisions and, where applicable, the contractual terms and conditions providing for other adjustments,
 - 5.5. place on record the capital increases in the amount of shares actually subscribed or other securities issued pursuant to this authorization,
 - 5.6. offset, where applicable, the cost of capital increases against the amount of shares which are actually subscribed or other securities issued pursuant to this authorization and deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following these increases,
 - 5.7. in the event of the issue of free shares instead of the discount or as the employer's matching contribution, offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, place on record the capital increases carried out pursuant to this authorization and amend the articles of association to reflect the new share capital,
 - 5.8. enter into all agreements, complete directly or by agent all transactions and procedures including the completion of formalities following the share capital increases and the amendment of the articles of association to reflect these increases and, more generally, do whatever is necessary,
 - 5.9. generally, enter into any agreement in particular to successfully carry out the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial management of the securities issued pursuant to this authorization, as well as the exercise of the related rights;

6. resolve that this authorization is given to the Board of Directors for a period of 26 months from the date of this Meeting and supersedes any other prior authorization for the same purpose.

TWENTY-THIRD RESOLUTION

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

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, the shareholders resolve to cancel the shareholders' pre-emptive subscription right to these shares, including shares resulting from the issue pursuant to the twenty-second resolution of securities giving access to the share capital either immediately and/or in the future, in favor of employees, retired former employees and eligible corporate officers within the meaning of the law, participating in a company savings plan; said shareholders would waive any right to shares or securities which may be granted under this resolution, including any portion of reserves, profits or additional paid-in capital incorporated into the share capital in connection with the grant of free shares and securities issued pursuant to the twenty-second resolution instead of the discount or as the employer's matching contribution.

TWENTY-FOURTH RESOLUTION

Authorization to be given to the Board of Directors to grant share subscription or purchase options, 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 Articles L.225-177 to L.225-185 *et seq.* of the French Commercial Code, the shareholders:

1. Authorize the Board of Directors to grant, during periods authorized by the law, on one or more occasions, options giving right to the subscription of new shares to be issued in respect of the Company's capital increase or the purchase of existing Company shares, for the benefit of the persons of its choice that it shall determine among the employees and corporate officers of the Company and companies or groups that are related to it under the conditions referred to in Article L. 225-180 of the French Commercial Code (*Code de Commerce*), under the following conditions:
 - 1.1. the total number of options that may be granted by the Board of Directors in respect of this authorization may not give the right to subscribe to or purchase a number of shares exceeding 10% of the share capital existing on the day of the allocation, and must comply with the legal limit set by Articles L. 225-182 and R. 225-143 of the French Commercial Code (*Code de Commerce*); it being specified that to this limit shall be added the number of shares to be issued, if applicable, in respect of the adjustments carried out to preserve the rights of the beneficiaries of the options, in accordance with the law,
 - 1.2. the number of options allocated to corporate officers may not represent more than 0.1% of the total allocations carried out by the Board of Directors pursuant to this resolution,
 - 1.3. each option gives the right to subscribe to or purchase one Company share,
 - 1.4. the options shall be allocated to some or all of the employees and/or corporate officers of the Company and companies or economic interest groups related to it 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 shares of the Company are admitted to a regulated market, in order to allocate stock or purchase options to Company executives referred to in paragraph 4 of Article L. 225-185 of the French Commercial Code (*Code de Commerce*), the Board of Directors must comply with the provisions of Article L. 225-186-1 of the French Commercial Code (*Code de Commerce*),
 - 1.5. the total number of options granted shall give the right to subscribe for or purchase a total number of shares representing a maximum nominal amount of €1,202,937, i.e., a maximum of 11,836,122 shares, it being specified that the amount of capital increases resulting from the exercise of stock subscription options granted pursuant to this authorization shall not be deducted from the overall limit provided for in the twenty-fifth resolution,
 - 1.6. the exercise price of the options shall be set by the Board of Directors on the grant date. The price may not be lower than 80% of the average listed price during the 20 trading days preceding the grant date, as no options may be granted less than 20 trading days after the ex-dividend date of shares entitling the holder to a dividend or a capital increase,
 - 1.7. each option must be exercised no later than four years from the grant date, after which it will lapse. In the case of grants to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors shall either (i) decide that the shares resulting from the exercise of the options may not be sold by the persons concerned until they cease to hold office or their office is renewed, or (ii) set the number of shares resulting from the exercise of the options that must be held in registered form until they cease to hold office or their office is renewed,
 - 1.8. the grants made pursuant to this resolution may be subject to the achievement of one or several performance criteria that shall be defined by the Board of Directors and assessed over a three-year period;
2. Grant, consequently, full powers to the Board of Directors to implement this authorization, including, but not limited to:
 - 2.1. determining the list of beneficiaries and the number of options granted to each one, subject to the above limits,
 - 2.2. determining the type of options (share subscription or purchase options),
 - 2.3. setting the terms and conditions of the options and finalizing the plan rules, including, if applicable, any performance criteria and the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may bring forward the exercise dates or periods of the options, maintain the exercisable nature of the options or amend the dates on or periods during which the shares resulting from the exercise of the options may not be transferred or converted into bearer shares, and determining any clauses prohibiting the immediate resale of all or some of the shares,
 - 2.4. taking all necessary measures to protect the interests of the beneficiaries in light of any financial transactions that may take place before the options are exercised,

- 2.5. if applicable, limiting, suspending, restricting or prohibiting the exercise of the options or the conversion to bearer form of the shares resulting from the exercise of the options during certain periods or after certain events, with such decision covering all or some of the options or shares or concerning all or some of the beneficiaries,
- 2.6. setting the exercise periods for the options granted, it being stipulated that the term of the options may not exceed four years from the grant date,
- 2.7. providing for the option to temporarily suspend the right to grant options, under the conditions provided for by the applicable laws and regulations,
- 2.8. placing on record the completion of the capital increases for the amount of shares that will be actually subscribed through the exercise of stock options, amending the articles of association accordingly, completing the subsequent formalities, and, at its sole discretion, if deemed appropriate, making any deductions from additional paid-in capital of the costs incurred by the completion of the issues and deducting from this amount the sums required to increase the statutory reserve,
- 2.9. taking all measures and carrying out all formalities required for the listing of the newly issued shares.

This authorization entails the express waiver by the shareholders of their pre-emptive subscription right to subscribe for the shares issued as and when the options are exercised, in favor of the beneficiaries of the options.

The capital increase resulting from the exercise of the options shall be definitively completed by the declaration of the exercise of the option, accompanied by the subscription note and the payment of the full amount, either in cash or by offsetting against Company receivables.

Every year, the Board of Directors shall report to the Ordinary Shareholders' Meeting on the transactions carried out pursuant to this resolution, in accordance with Article L.225-184 of the French Commercial Code.

This authorization 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.

TWENTY-FIFTH RESOLUTION

Overall limit on authorizations to issue 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, and having noted that the share capital has been fully paid up, in accordance with Article L.225-129-2 of the French Commercial Code, the shareholders:

- resolve that the total amount of capital increases that may be carried out immediately and/or in the future, pursuant to the twenty-second resolution proposed for approval before this Meeting, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares ("**Overall limit I**");
- resolve, in addition, that the total nominal amount of debt securities giving access by any means, immediately or in the future, to the share capital that may be issued pursuant to the twenty-second resolution of this Meeting shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision ("**Overall limit II**").

These limits may be increased, where applicable, by the nominal amount of the shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities or other rights giving access to the Company's share capital, issued by a Subsidiary and/or a parent company in accordance with the authorizations granted to the Board of Directors.

TWENTY-SIXTH RESOLUTION

Amendments to the Company's articles of association

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report, the shareholders:

- resolve to update Article 11 "Board of Directors" of the Company's articles of association, which will now read as follows:

Previous wording

Article 11: Board of Directors

[-]

11.3 Directors representing employee shareholders

[-]

Candidates for the position of director representing employee shareholders, along with their substitutes, are appointed as follows:

- When the voting rights attached to shares held by employees are exercised by members of the supervisory board of a corporate mutual fund, said supervisory board appoints a candidate from among its designated employee representative members. Where there is more than one such corporate mutual fund, the supervisory boards may agree, through identical deliberations, to put forward a common candidate, chosen from among their designated employee representative members.

[-]

If the director representing employee shareholders is absent for any reason whatsoever, his or her substitute will act as director representing employee shareholders for the remainder of the term of office. Until the date of this replacement, the Board of Directors may nevertheless continue to validly meet and deliberate.

[-]

New wording

Article 11: Board of Directors

[-]

11.3 Directors representing employee shareholders

[-]

Candidates for the position of director representing employee shareholders, **along with two (2) substitutes each**, are appointed as follows:

- When the voting rights attached to shares held by employees are exercised by members of the supervisory board of a corporate mutual fund, said supervisory board **appoints one candidate and two substitutes per candidate - one man and one woman** - from among its designated employee representative members. Where there is more than one such corporate mutual fund, the supervisory boards may agree, through identical deliberations, to put forward a **common candidate and two substitutes**, chosen from among their designated employee representative members.

To ensure compliance with the gender equality requirements as set out in the legal provisions applicable to the composition of the Board of Directors, the supervisory board of the corporate mutual fund ensures that each group of three is made up of one candidate and two (2) substitutes - one man and one woman - and therefore contributes to the balanced representation of women and men on the Board of Directors. Any failure to meet this requirement is duly justified and mentioned in the deliberations of the supervisory board of the company's mutual fund.

[-]

If the director representing employee shareholders is absent for any reason whatsoever, the Board of Directors may, between two General Meetings, temporarily appoint **one of his or her substitutes, who will be chosen to ensure compliance with the gender equality requirements** and who will act as Director representing employee shareholders for the remainder of the term of office. Until the date of this replacement, the Board of Directors may nevertheless continue to validly meet and deliberate.

[-]

The other provisions of the article remain unchanged.

- resolve to update Article 13, II "Term of office of the directors – Replacement" of the Company's articles of association, which will now read as follows:

Previous wording

Article 13: Term of office of the directors – Replacement

[-]

II - In the event of vacancy due to death or resignation, of one or more positions of Director, the Board of Directors may carry out temporary appointments between General Meetings, in accordance with the relevant legal provisions. Any Director appointed to replace another Director shall only remain in post for the remainder of his or her predecessor's term of office.

[-]

New wording

Article 13: Term of office of the directors – Replacement

[-]

II - In the event of vacancy due to death or resignation, of one or more positions of Director, the Board of Directors may carry out temporary appointments between General Meetings, in accordance with the relevant legal provisions.

When its composition is no longer compliant with the first paragraph of Article L.225-18-1, the Board of Directors must carry out temporary appointments to remedy the situation within six (6) months of the date on which the vacancy occurs.

Any Director appointed to replace another Director shall only remain in post for the remainder of his or her predecessor's term of office.

[-]

The other provisions of the article remain unchanged.

- resolve to update Article 14, IV "Meetings of the Board of Directors" of the Company's articles of association, which will now read as follows:

Previous wording

Article 14: Meetings of the Board of Directors

[-]

IV - Decisions of the Board of Directors may be made by written consultation of the directors. The documents containing information required by the directors will be sent to them electronically. Directors will have two (2) days from the date of the documents being sent to communicate their vote electronically to the Chairman of the Board of Directors. Any member of the Board of Directors may object to the use of electronic voting by sending an e-mail to the Chairman no later than 24 hours after receipt of the consultation documents. In the event of a tie, the meeting Chairman shall have the casting vote.

[-]

New wording

Article 14: Meetings of the Board of Directors

[-]

IV - Decisions of the Board of Directors may be made by written consultation of the directors, **in accordance with the quorum and majority rules as set out in Article 14, III**. The documents containing information required by the directors will be sent to them electronically. Directors will have two (2) days from the date of the documents being sent to communicate their vote electronically to the Chairman of the Board of Directors. Any member of the Board of Directors may object to the use of electronic voting by sending an e-mail to the Chairman no later than **twenty-four (24) hours** after receipt of the consultation documents. In the event of a tie, the meeting Chairman shall have the casting vote.

The other provisions of the article remain unchanged.

TWENTY-SEVENTH RESOLUTION

Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, the shareholders grant full powers to the bearer of an original copy of the minutes of this Annual General Meeting, or of a copy or extract thereof, for the purpose of completing all necessary formalities.

VIII. ADDITIONAL DOCUMENTS REQUEST

Documents relating to the preparation of this Meeting will be made available to shareholders in accordance with applicable laws and regulations. Documents that must be made available to shareholders in connection with the Meeting will be made available at the Company's registered office within the time limits prescribed by law. All information and documents referred to in Articles R. 22-10-23, R.225-81 and R.225- 83 of the French Commercial Code, the 2025 Universal Registration Document, which includes, among other things, the annual financial report and the corporate governance report issued pursuant to Articles L.225-37 et seq. of the French Commercial Code, will be made available on the Company's website at www.biomerieux.com (Investors > General Shareholders Meetings), no later than the twenty-first day before the Annual General Meeting.

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