

7.4.3 Employee share ownership

7.4.3.1 Statement of employee profit-sharing

As of December 31, 2016, employees held:

- 189,790 shares under the Opus Classic corporate mutual fund ("FCPE"), representing 0.48% of the share capital.

In 2016, the French employees received a matching employer contribution when they contributed to the OPUS Classis corporate mutual fund (a fund made up entirely of bioMérieux shares) within the framework of the Employee Savings Plan under the following conditions: minimum amount of €100, 100% matched; any contribution invested above €100 is 20% matched up to the total net profit-sharing amount that each employee benefits from.

- a total of 51,705 registered shares, or 0.13% of the share capital.

In 2017, the Group's employees (excluding France and the United States) will be offered new employee share ownership plans, to be validated by the Board of Directors, under which the Company will grant free shares to employees that have subscribed to a certain number of shares. These shares will be granted permanently, after the vesting period defined by the Board, subject to a presence condition.

In the United States, a bioMérieux Inc. phantom share plan was implemented in 2015 and continued in 2016 and 2017. The employees are not shareholders of the Company as such, but the plan makes it possible to link their individual contributions more closely to the Company's performance. BioFire implemented a similar plan in 2016, which will be continued in 2017.

The table below shows the number of free shares granted and not fully vested at the end of 2016:

Grant date	Number of shares granted	Share price In euros
March 1, 2016	900	118
May 26, 2016	108,200	119.70
December 15, 2016	25,000	138.25

7.4.3.2 Special report on free share grants and stock options

This report was prepared in accordance with the provisions of articles L.225-184 and L.225-197-4 of the French Commercial Code.

The Company does not currently have any stock option plans. No stock options were granted to corporate officers or employees by the Company or Group companies in 2016. At the date of this report, no stock options are exercisable.

The Board of Directors granted 134,100 free shares in 2016 under share grant plans set up by the Board – after consulting with the Human Resources, Appointment and Compensation Committee – pursuant to the authority granted to it by the Ordinary and Extraordinary Shareholders' Meetings of May 28, 2015 and May 26, 2016.

On this basis, the Company proceeded with a free grant of 20,000 shares to a corporate officer. No free share grants were made to corporate officers for their mandates in a controlled company within the meaning of article L.233-16 of the French Commercial Code.

On May 26, 2016, the Board of Directors granted 20,000 free shares to Jean-Luc Belingard, Chairman and Chief Executive Officer.

Grant date	Share price (In euros)	Company employing the beneficiary	Number of shares granted	Beneficiary category
March 1, 2016		bioMérieux Shanghai Biotech Co	300	2 Global Leaders
		bMx Shanghai	600	1 Global Leader
TOTAL GLOBAL LEADER 2015 PLAN	118		900	3 GLOBAL LEADERS
May 26, 2016		BioFire Diagnostics LLC	7,500	1 Global Leader
		bioMérieux Algeria	400	1 Global Leader
		bioMérieux Argentina	600	1 Global Leader
		bioMérieux Belgium	400	1 Global Leader
		bioMérieux Canada Inc.	4,500	1 Global Leader
		bioMérieux Germany GmbH	8,000	2 Global Leaders
		bioMérieux Greece Hellas SA	600	1 Global Leader
		bioMérieux Italy spA	5,600	3 Global Leaders
		bioMérieux Inc.	7,000	1 Global Leader
		bioMérieux SA	53,000	41 Global Leaders
		bioMérieux Spain SA	600	1 Global Leader
TOTAL GLOBAL LEADER 2016 PLAN	119.70		88,200	55 Global Leaders
May 26, 2016		bioMérieux SA	20,000	1 corporate officer
TOTAL CORPORATE OFFICER PLAN	119.70		20,000	1 corporate officer
December 15, 2016		bioMérieux Inc.	6,000	1 Global Leader
		bioMérieux SA	5,000	1 Global Leader
		BioFire Diagnostics LLC	14,000	7 Global Leaders
TOTAL GLOBAL LEADER 2016 PLAN	138.25		25,000	9 Global Leaders
GRAND TOTAL			134,100	

Vesting period

In the 2016 share grant plan, a three-year vesting period applies (four years for the plan of March 1, 2016), from the date of the decision to grant the shares before the beneficiary becomes the owner of the shares granted.

Eligibility and performance conditions

During the 2016 year, based on a recommendation of the Human Resources, Appointment and Compensation Committee, the Board of Directors decided to grant free shares that will vest provided that presence conditions are met, to which performance conditions are added for (i) the plan of May 26, 2016 for corporate officer, (ii) a part of the May 26, 2016 plan for the Global Leaders with the highest roles in the Company and (iii) the plan of December 15, 2016.

Delivery of shares

At the end of the vesting period and provided that the vesting conditions and criteria set by the Board of Directors are met, the Company will transfer to the beneficiary the number of free shares granted by the Board of Directors.

The beneficiaries will become shareholders but they are required to hold their shares during any lock-up period set by the plan if any.

Lock-up period

The 2016 share grant plans do not stipulate a lock-up period, except for Jean-Luc Belingard who must retain his shares throughout his term of office.

Beneficiaries' rights

Even though the shares will not be transferable, like any other shareholder, the beneficiaries of vested shares are entitled to exercise all other rights attached to such shares during the lock-up period, including:

- pre-emptive subscription rights;
- right to information;
- right to attend Shareholders' Meetings;
- right to vote;
- right to dividends and, if applicable, distributed reserves.