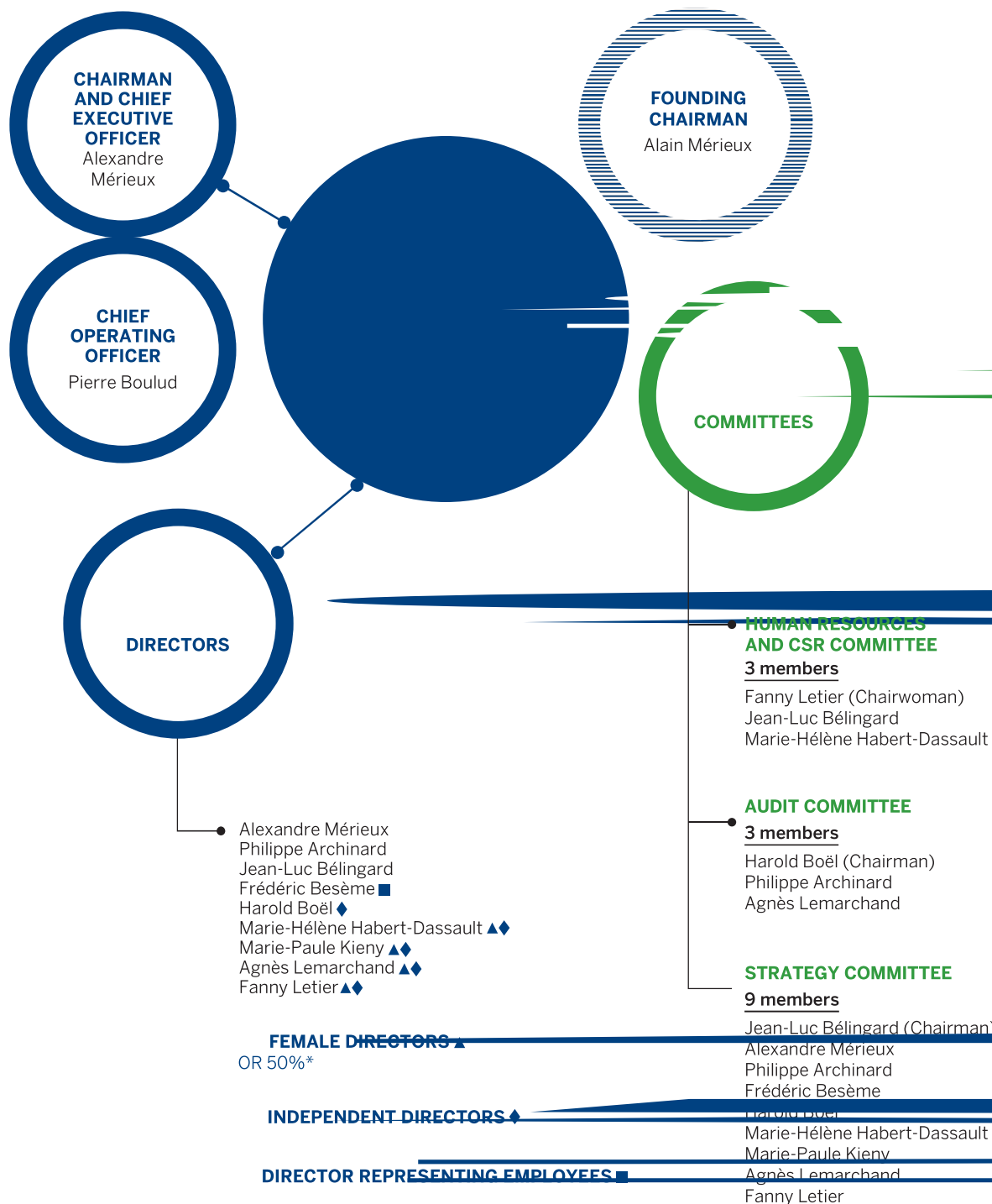


4.2.2 Summary presentation of the board of directors



* By virtue of Article L.225-23 of the French Commercial Code (Code de Commerce), the percentage of female directors is calculated without including the director representing employees.

| | Personal information | | | Experience | | | Position on the Board | | | Participation in Board Committees |
|---|----------------------|-----|------------------|---------------------|---|-------------------|--------------------------------|--------------------|--------------------|---|
| | Age | Sex | Natio- nality | Number of shares | Number of directorships in listed companies* | Indepen- dence | Initial appointment date | Term expiration | Board seniority | |
| Alexandre Mérieux <i>Chairman and Chief Executive Officer</i> | 47 years | M | French | 60 | 2 | | 04/16/2004 | 2022 | 17 years | Member of the Strategy Committee |
| Philippe Archinard <i>Non-independent director</i> | 61 years | M | French | 30 | 3 | | 06/10/2010 | 2023 | 11 years | Member of the Audit Committee Member of the Strategy Committee |
| Jean-Luc Bélingard <i>Non-independent director</i> | 72 years | M | French | 150 | 4 | | 09/15/2006 | 2022 | 15 years | Chairman of the Strategy Committee Member of the Human Resources and CSR Committee |
| Frédéric Besème <i>Director representing employees</i> | 64 years | H | French | 2 940 | 1 | | 17/05/2018 | 2022 | 3 years | Member of the Strategy Committee |
| Harold Boël <i>Independent director</i> | 56 years | M | Belgian | 150 | 2 | ✓ | 05/30/2012 | 2024 | 9 years | Chairman of the Audit Committee Member of the Strategy Committee |
| Marie-Hélène Habert-Dassault <i>Independent director</i> | 55 years | F | French | 57 | 4 | ✓ | 05/30/2012 | 2024 | 9 years | Member of the Strategy Committee Member of the Human Resources and CSR Committee |
| Marie-Paule Kieny <i>Independent director</i> | 65 years | F | French | 180 | 1 | ✓ | 08/28/2017 | 2021 | 4 years | Member of the Strategy Committee |
| Agnès Lemarchand <i>Independent director</i> | 66 years | F | French | 150 | 3 | ✓ | 05/28/2014 | 2023 | 7 years | Member of the Audit Committee Member of the Strategy Committee |
| Fanny Letier <i>Independent director</i> | 41 years | F | French | 30 | 2 | ✓ | 05/30/2017 | 2021 | 4 years | Chair of the Human Resources and CSR Committee Member of the Strategy Committee |

* Including the position held at bioMérieux.

4.2.3 Members of the Board of Directors

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

On December 31, 2020, it had nine members, five of whom were independent and one a director representing employees.

The directors

The Annual General Meeting of June 30, 2020 renewed the terms of office of Marie-Hélène Habert-Dassault and Harold Boël for a period of four years until the close of the Annual General Meeting to be held in 2024 to approve the financial statements for the year ending December 31, 2023.

The terms of office of Agnès Lemarchand and Philippe Archinard were renewed by the Annual General Meeting of May 23, 2019, and will end at the close of the Annual General Meeting to be held in 2023 to approve the financial statements for the year ending December 31, 2022.

The terms of office of Alexandre Mérieux and Jean-Luc Bélingard were renewed by the Annual General Meeting of May 17, 2018, and will end at the close of the Annual General Meeting to be held in 2022 to approve the financial statements for the year ending December 31, 2021.

The Board of Directors will propose the renewal of the terms of office of Marie-Paule Kieny and Fanny Letier to the Annual General Meeting of May 20, 2021, for a period of four years until the close of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

Biography of the directors for whom the Board of Directors is proposing the renewal of terms of office to the Annual General Meeting

Marie-Paule Kieny

With a PhD in microbiology, until 2017, Marie-Paule Kieny occupied the position of Assistant Director General responsible for health systems and innovation at the World Health Organization (WHO). She notably coordinated the WHO's R&D work during the Ebola epidemic in West Africa from 2014 to 2016. She also designed the WHO's master plan for R&D (global preparedness plan against emerging diseases epidemics). Before joining the WHO, Ms. Kieny occupied first-rate research positions in the public and private sectors in France. She is currently research director at INSERM (Paris, France), in charge of the priority research program on antimicrobial resistance initiated by France in 2019 under the Future Investments program. Between March and July 2020, she was a member of the Research and Expertise Analysis Committee (CARE), created by President Macron, to advise the government on COVID-19 treatments, vaccines and tests. Since June 2020, she has been Chair of the French Scientific Committee for the COVID-19 vaccine.

Marie-Paule Kieny is 65 years old. She has been a member of the Board of Directors of bioMérieux since 2017 as an independent director. She is a member of the Strategy Committee.

Le descriptif de ses mandats et fonctions est indiqué au § 4.2.4.

After debating the matter at its meeting of February 23, 2021, the Board of Directors concluded that Marie-Paule Kieny is an independent director even though she is also a member of the Board of Directors of Fondation Mérieux (see section 4.2.5).

The Board of Directors recommends to the Annual General Meeting the renewal of the directorship of Marie-Paule Kieny for the following reasons:

- having been a director of the Company for the past four years, she is conversant with the Company and its challenges,
- her independence;
- her experience in research and development and global health (in particular infectious diseases, immunology and antimicrobial resistance); her knowledge of health systems in countries with limited income; her experience in CSR, strategy and M&A.

Fanny Letier

A graduate of Sciences Politiques Paris, ENA and the French Institute of Administrators (IFA), Ms. Letier was a senior civil servant in the French Treasury Department (Ministry of Finance) from 2004 to 2012, Secretary General of the Inter-Ministry Committee on Industrial Restructuring (CIRI) from 2009 to 2012, Deputy Director of the Office of the Minister of Industrial Recovery from 2012 to 2013, and Director, then Executive Investment Director of SME funds for Bpifrance from 2013 to 2018. She is a co-founder of GENE0 Partenaires and GENE0 Capital Entrepreneur. Fanny Letier is 41 years old.

She has been a member of the Board of Directors of bioMérieux since 2017 as an independent director. She chairs the Human Resources and CSR Committee and is a member of the Strategy Committee.

A description of her directorships and positions is included in section 4.2.4.

The Board of Directors debated the matter at its meeting on February 23, 2021 and concluded that Fanny Letier is an independent director (see section 4.2.5).

The Board of Directors recommends to the Annual General Meeting the renewal of the directorship of Fanny Letier for the following reasons:

- having been a director of the Company for the past four years, she has in-depth knowledge of the Company and its challenges and contributes her expertise as Chair of the Human Resources and CSR Committee;
- her independence;
- her experience as an investor and her experience of major groups and listed companies, in an international environment; her knowledge of CSR challenges and impacts, governance, digital and human resources issues.

The director representing employees

Frédéric Besème was appointed director representing employees during 2018 for a period of four years, *i.e.* until 2022. The General Meeting of May 17, 2018 amended the bylaws to allow for the terms and conditions of his appointment by the Central Works Council.

The Founding Chairman

Alain Mérieux was appointed Founding Chairman by the Board of Directors in 2017.

The Board of Directors will recommend the renewal of the term of office of the Founding Chairman, Alain Mérieux, to the Annual General Meeting of May 20, 2021, for a period of four years until the close of the Annual General Meeting held in 2025 to approve the financial statements for the year ending December 31, 2024.

The bylaws enable the Board of Directors to appoint an honorary Founding Chairman, a natural person, selected from among the former Chairpersons of the Company. Alain Mérieux is a former Chairman of the Company.

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

Representatives of the Central Social and Economic Committee (CSEC)

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

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

Situation as at February 23, 2021.

| | Departure | Appointment | Renewal |
|--|-----------|-------------|--|
| Board of Directors | N/A | N/A | Harold Boël and Marie-Hélène Habert-Dassault (June 30, 2020) |
| Audit Committee | N/A | N/A | Harold Boël (June 30, 2020) |
| Human Resources and CSR Committee | N/A | N/A | Marie-Hélène Habert-Dassault (June 30, 2020) |
| Strategy Committee | N/A | N/A | Harold Boël and Marie-Hélène Habert-Dassault (June 30, 2020) |

4.2.4 Description of the terms of office of the directors

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

| | |
|--|--|
|  <p>Alexandre MÉRIEUX</p> <p>CHAIRMAN AND CHIEF EXECUTIVE OFFICER MEMBER OF THE STRATEGY COMMITTEE</p> <p>Non-independent director</p> | <p>Born on 01/15/1974 (aged 47) Nationality: French First appointed on: 04/16/2004 Term expires: 2022 Number of shares in the Company: 60</p> |
|--|--|

MAIN EXPERTISE:

- Executive management of major groups/listed companies
- International environment
- Strategy and M&A
- Health sector

Alexandre Mérieux earned a degree in biology from Lyon I University and is a graduate of HEC Montréal Business School. He worked for Siliker Group Corporation from 1999 to 2004. 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, Mr. Mérieux was Corporate Vice President of the Microbiology and Industrial Operations unit. He became Chief Operating Officer in April 2014 and led bioMérieux'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.

Other directorships and positions held at 12/31/2020 (all companies)

Within the Group ^(a):

- Chief Operating Officer and Vice-Chairman of Institut Mérieux
- Chairman of Mérieux Développement SAS, Mérieux NutriSciences Corp. (Chairman) (United States)
- CEO of Compagnie Mérieux Alliance
- Director of IM US Holding (US)
- Manager of SCI ACCRA
- Director of the Fondation Mérieux et Christophe and Rodolphe Mérieux and the Fondation Mérieux
- Director of Mérieux Equity Partners SAS
- Representative of bioMérieux, Chairman of the bioMérieux Endowment Fund

Outside the Group ^(a):

- Director of Plastic Omnium (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

Directorships and positions that have expired in the past five years

Within the Group ^(a):

- bioMérieux China Ltd (China), bioMérieux Shanghai Ltd (China), Sysmex bioMérieux Ltd (Japan), SGH, Foncière de Montcelard SAS (term expired: 2015)

Outside the Group ^(a):

N/A

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



Philippe ARCHINARD

MEMBER OF THE AUDIT COMMITTEE
MEMBER OF THE STRATEGY COMMITTEE
Non-independent director

Born on 11/21/1959 (aged 61)

Nationality: **French**

First appointed on: **06/10/2010**

Term expires: **2023**

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

MAIN EXPERTISE:

- International environment
- Executive management of major groups/listed companies
- Scientific expertise
- Strategy and M&A
- Finance/audit
- Health sector

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

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

Other directorships and positions held at 12/31/2020 (all companies)

- **Within the Group ^(a):**
- Director of Transgene SA (France - listed company)
- Chief Executive Officer of TSGH (France)
- Permanent representative of TSGH, director of ABL Inc. (USA)

Outside the Group ^(a):

- Director of Erytech Pharma SA (France – listed company)
- Chairman of BIOASTER (Foundation for scientific cooperation)
- Director of NH Theraguix (France)

Directorships and positions that have expired in the past five years


Within the Group ^(a):

- Chairman and Chief Executive Officer of Transgène SA (France - Listed company – end 2020)

Outside the Group ^(a):

- Director of CPE Lyon – Representative of FPUL (end 2020)

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

| | |
|--|---|
|  <p>Jean-Luc BÉLINGARD</p> <p>CHAIRMAN OF THE STRATEGY COMMITTEE MEMBER OF THE HUMAN RESOURCES AND CSR COMMITTEE</p> <p>Non-independent director</p> | <p>Born on 10/28/1948 (aged 72) Nationality: French First appointed on: 09/15/2006 Term expires: 2022 Number of shares in the Company: 150</p> |
|--|---|

MAIN EXPERTISE:

- Executive management of major groups/listed companies
- International environment
- Strategy and M&A
- Health sector

Jean-Luc Bélingard is a graduate of HEC Paris and holds an MBA from *Cornell University* (United States). He was CEO of Roche Diagnostic 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 12/31/2020 (all companies)**Within the Group ^(a):**

- Director of Institut Mérieux (France),
- Director of Transgene SA (France - listed company)

Outside the Group ^(a):

- Director of Pierre Fabre SA (France)
- Director of LabCorp of America (United States - listed company)
- Director of Lupin (India - listed company)


Directorships and positions that have expired in the past five years**Within the Group ^(a):**

- Director of ABL Inc. (term expired: 2018)

Outside the Group ^(a):

- Director of Starllegen Greer (UK - listed company - term expired: 2019)

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

| | |
|--|---|
|  <p>Frédéric BESÈME</p> <p>MEMBER OF THE STRATEGY COMMITTEE</p> <p>Director representing employees</p> | <p>Born on 09/23/1956 (aged 64) Nationality: French First appointed on: 05/17/2018 Term expires: 2022 Number of shares in the Company: 2,940</p> |
|--|---|

MAIN EXPERTISE:

- Health sector
- CSR

Frédéric Besème holds a PhD in Biology (University of Montpellier). He worked at INSERM from 1984 to 1987. He joined bioMérieux in 1987, as an R&D researcher. He has held various personnel representation roles as union delegate and social partner (between 1997 and 2016). He became CSR Manager between 2016 and 2020. Since becoming a director representing employees in 2018, in accordance with the law, he has abandoned all personnel representation and union functions within the Company. To perform his role as a director, he completed a training course at the IFA (Institut des Administrateurs Français) in 2018.

Other directorships and positions held at 12/31/2020 (all companies)

N/A

Directorships and positions that have expired in the past five years

N/A



Harold BOËL

CHAIRMAN OF THE AUDIT COMMITTEE
MEMBER OF THE STRATEGY COMMITTEE
Independent director^(a)

Born on 08/27/1964 (aged 56)

Nationality: **Belgian**

First appointed on: **05/30/2012**

Term expires: **2024**

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

MAIN EXPERTISE:

- International environment
- Strategy & M&A
- Finance/Audit
- Digitalization

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

Other directorships and positions held at 12/31/2020 (all companies)

Within the Group ^(b):

- Director of Mérieux NutriSciences Corporation (United States)

Outside the Group ^(b):

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

Directorships and positions that have expired in the past five years

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Member of the Supervisory Board of Eurazeo (France – listed company, term expired: September 2017)
- Director of Caledonia Investment plc (UK – listed company, term expired: May 2017)
- Director of Suez Environnement (France – listed company, term expired: 2016)
- Director of SODAVI (Belgium, term expired: 2020)

(a) Independent director according to the assessment made by the Board of Directors (see section 4.2.5).

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



Marie-Hélène HABERT-DASSAULT

MEMBER OF THE STRATEGY COMMITTEE
MEMBER OF THE HUMAN RESOURCES
AND CSR COMMITTEE
Independent director^(a)

Born on 04/04/1965 (aged 55)

Nationality: **French**

First appointed on: **05/30/2012**

Term expires: **2024**

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

MAIN EXPERTISE:

- Executive management of major groups/listed companies
- Health sector
- CSR

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

Other directorships and positions held at 12/31/2020 (all companies)

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Member of the Supervisory Board of GIMD
- Director of Dassault Aviation SA ^(c) (France – listed company) since 2014, Dassault Systèmes SA ^(c) (France – listed company) since 2014, and Artcurial SA ^(c)
- Director and Vice-President of the Serge Dassault Foundation
- Vice-President on the Supervisory Board of Immobilière Dassault SA ^(c) (France - listed company)
- Member of the Supervisory Board of Rond-Point Immobilier (SA)
- Manager of H Investissements SARL, HDH, and HDH Immobilière
- Director of SIPAREX
- Director of Fondation Fondamental
- Manager of SCI Duquesne
- Vice-Chairman and member of the Strategy Committee of HDF (SAS)

Directorships and positions that have expired in the past five years

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Chair of the Supervisory Board of GIMD
- Chair of the Supervisory Board of Rond-Point Immobilier

(a) Independent director according to the assessment made by the Board of Directors (see section 4.2.5).

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

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



Marie-Paule KIENY

MEMBER OF THE STRATEGY COMMITTEE
Independent director^(a)

Born on 04/24/1955 (aged 65)

Nationality: **French**

First appointed on: **08/28/2017**

Term expires: **2021**

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

MAIN EXPERTISE

- Strategy and M&A
- Health sector
- CSR

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

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

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

She is Chair of the Board of Directors of the Drugs for Neglected Diseases initiative (DNDi, Geneva, Switzerland) and the *Medicines Patent Pool Foundation* (MPPF, Geneva, Switzerland). She is also Vice-President of the Board of the Global Antibiotic Research and Development Partnership (GARDP, Geneva, Switzerland), and a member of the Board of Directors of the Human Vaccine Project (HVP, New York, United States), and Solidarité Thérapeutique et Initiatives pour la Santé (Solthis, Paris, France). She sits on the scientific advisory boards of several organizations that are active in the healthcare field. She is a director of the Fondation Mérieux.

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

Other directorships and positions held at 12/31/2020 (all companies)

Within the Group ^(b):

- Director of Fondation Mérieux

Outside the Group ^(b):

N/A

Directorships and positions that have expired in the past five years

N/A

(a) Independent director according to the assessment made by the Board of Directors (see section 4.2.5).

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



Agnès LEMARCHAND

MEMBER OF THE AUDIT COMMITTEE
MEMBER OF THE STRATEGY COMMITTEE
Independent director^(a)

Born on 12/29/1954 (aged 66)

Nationality: **French**

First appointed on: **05/28/2014**

Term expires: **2023**

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

MAIN EXPERTISE

- International environment
- Executive management of major groups/listed companies
- Strategy and M&A

A graduate of the Ecole Nationale Supérieure de Chimie de Paris (ENSCP) and of MIT (USA), with an MBA from INSEAD, Agnès Lemarchand began her professional life with various operational responsibilities within the Rhône-Poulenc Group from 1980 to 1985.

In 1986, she was appointed Chief Executive Officer of Industrie Biologique Française (IBF), and in 1987, she founded IBF Biotechnics in the United States, a subsidiary of the Rhône-Poulenc group and Institut Mérieux, where she was appointed Chairman and Chief Executive Officer.

In 1991, she joined the Ciments Français Group as Chief Executive Officer of Prodical, an industrial minerals subsidiary that she managed from 1991 to 1996. She joined the Lafarge Group in 1997 as Strategy Director of the Specialty Materials Division, and in 1999, was appointed Chairman and Chief Executive Officer of Lafarge Chaux. In 2004, together with the managers, she took over the subsidiary of Lafarge Chaux in the United Kingdom and founded Steetley Dolomite Limited, where she was Executive Chair for 10 years before selling the company to the Lhoist industrial group.

Agnès Lemarchand was a member of the Economic, Social and Environmental Council (economic activities section) from 2012 to 2015. She is a member of the ESG Committee of the IFA (Institut Français des Administrateurs).

Other directorships and positions held at 12/31/2020 (all companies)

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Independent director of Saint-Gobain (listed company);
Chairman of the CSR Committee
- Independent director of Solvay SA (Belgium - listed company)

Directorships and positions that have expired in the past five years

Within the Group ^(b):

N/A

Outside the Group ^(b):

- President of Orchard SAS (October 2019)
- Member of the Supervisory Board of CGG (listed company – term expired: October 2017)
- Member of the Supervisory Board of Areva (listed company – term expired: January 2015)
- Member of the Supervisory Board of Vivescia Industries (SCA), representing Bpifrance Participations (term expired: 12/31/2015)
- Member of the Economic, Social and Environmental Committee, working in the economic division (term expired: 2015)

(a) Independent director according to the assessment made by the Board of Directors (see section 4.2.5).

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



Fanny LETIER

CHAIRWOMAN OF THE HUMAN
RESOURCES AND CSR COMMITTEE
MEMBER OF THE STRATEGY COMMITTEE

Independent director^(a)

Born on 03/15/1979 (aged 41)

Nationality: **French**

First appointed on: **05/30/2017**

Term expires: **2021**

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

MAIN EXPERTISE:

- International environment
- Executive management of major groups/listed companies
- Strategy and M&A
- Finance/audit
- CSR
- Digitalization

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

She co-founded GENE Capital Entrepreneur in 2019, and is a director of Nexans, Aéroports de Paris, and the IFA (Institut Français des Administrateurs).

Other directorships and positions held at 12/31/2020 (all companies)

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Director of Aéroports de Paris (France - listed company)

Directorships and positions that have expired in the past five years

Within the Group ^(b):

N/A

Outside the Group ^(b):

- Director of Nexans (listed company - end 2020)

(a) Independent director according to the assessment made by the Board of Directors (see section 4.2.5).

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

Professional address of directors

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

Limit on directorships

The laws currently in force on the maximum number of directorships are applied within the Company.

Corporate officers' interests in the company and the Group

In accordance with Delegated Regulation (EU) 2019/980 of March 14, 2019, it is noted that Alexandre Mérieux is one of the main shareholders of the Compagnie Mérieux Alliance, which itself holds 100% of the holding Institut Mérieux, the Company's majority shareholder with 58.90% of the Company's share capital and 73.06% of its voting rights as at February 28, 2021 (see sections 7.3.2 and 7.4.1).

4.2.5 Independent directors, conflict of interest and other declarations

Evaluation of the independence of directors

| | Criterion 1 | Criterion 2 | Criterion 3 | Criterion 4 | Criterion 5 | Criterion 6 | Criterion 7 | Criterion 8 |
|------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Alexandre Mérieux | | | ✓ | ✓ | ✓ | | | |
| Philippe Archinard | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Jean-Luc Bélingard | | | ✓ | ✓ | ✓ | | ✓ | ✓ |
| Frédéric Besème | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Harold Boël | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Marie-Hélène Habert-Dassault | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Marie-Paule Kieny | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Agnès Lemarchand | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Fanny Letier | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

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

Criterion 1: Employee corporate officer during the preceding years

Not being or having been during the preceding five years:

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

Criterion 2: Cross-directorships

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

Criterion 3: Material business relationships

Not being a customer, supplier, Corporate banker, investment banker, consultant:

- in a significant capacity for the Company or its group;
- or for whom the Company or its group represents a material share of business.

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

Criterion 4: Family ties

Not having any close family ties with a corporate officer.

Criterion 5: Statutory Auditor

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

Criterion 6: Being a director for more than 12 years

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

Criterion 7: Status of non-executive corporate officer

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

Criterion 8: Status of major shareholder

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

The Board of Directors, during its meeting of February 23, 2021, reviewed the analysis of the Human Resources, and CSR Committee regarding the independence of directors, according to the criteria contained in the AFEP-MEDEF Code. After having debated it, the Board of Directors confirmed the independent capacity of the following five directors out of the nine who composed it: Harold Boël, Marie-Hélène Habert-Dassault, Marie-Paule Kieny, Agnès Lemarchand and Fanny Letier.

In particular, the Board of Directors deemed the following directors to be independent: Harold Boël, despite the fact that he is director of Mérieux NutriSciences Corporation, a US company held by Institut Mérieux, and Marie-Paule Kieny, a director of Fondation Mérieux (see section 4.1 and the following section).

Evaluation of conflicts of interest

The Board of Directors of February 23, 2021 assessed the business ties and potential conflicts of interest that could arise from the terms of office of some of its directors.

Although Harold Boël is a director of Mérieux NutriSciences Corporation, the Board of Directors deemed that there is no conflict of interest. The two companies are independent and each operates in different areas. The existing business relations are not significant and are not likely to call into question their independence. Accordingly, Harold Boël will abstain from discussion and votes held by the Board of Directors regarding any circumstances relating to Mérieux NutriSciences Corporation.

Marie-Paule Kieny is a Director of the Fondation Mérieux. The Board of Directors also decided that there was no conflict of interest that would call her independence into question. This is because the Fondation Mérieux is an independent foundation with public interest status. It specifically receives grants from the Company. Accordingly, Marie-Paule Kieny will abstain from discussions and votes held by the Board of Directors regarding any circumstances relating to the Fondation Mérieux.

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

Other declarations

To the best of the Company's knowledge:

- no member of the Board of Directors of the Company has been convicted of fraud in the past five years;
- no member of the Board of Directors has been involved, in the past five years, in any bankruptcy, court-ordered receivership or liquidation, in their capacity as member of an administrative, management or supervisory body or as Chief Executive Officer;
- no sentence has been pronounced in the past five years against any member of the Board of Directors of the Company barring them from serving on an issuer's administrative, management or supervisory body or from participating in the management or conduct of the affairs of an issuer;
- no member of the Board of Directors of the Company has been charged with an offense or had any official public disciplinary action taken against them by a statutory or regulatory authority (including recognized professional bodies).

To the best of the Company's knowledge, there is no potential conflict of interest between the duties to the Company of any member of the Board of Directors, and their private and/or other interests. The agreements involving certain directors are subject to the procedures concerning related-party agreements and are described in section 4.4.

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