



**bioMérieux S.A.**  
**French public limited company (*société anonyme*) with share capital of €12,029,370**  
**Registered office: Marcy l'Étoile (69280), France**  
**Registered with the Lyon Trade and Companies Register under number 673 620 399**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 20, 2021**

**NOTICE OF MEETING OF THE AVIS DE CONVOCATION**

The shareholders of bioMérieux (the "Company") are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at 2:00 p.m. (CEST) on May 20, 2021 at 376 Chemin de l'Orme, Marcy l'Étoile (69280), France.

**IMPORTANT – HEALTH SITUATION**

In view of the ongoing health crisis, the Company may have to modify the conditions for participating in the Annual General Meeting of May 20, 2021. Thus, in the event that the conditions set out in Order no. 2020-321 of March 25, 2020 (as amended by Order no. 2020-1497 of December 2, 2020) and Decree No. 2020-418 of April 10, 2020 (as amended by Decree no. 2020-1614 of December 18, 2020), as extended by Decree no. 2021-255 of March 9, 2021, are still met and/or that health conditions so require, the Annual General Meeting may be held behind closed doors.

Consequently, shareholders are encouraged to regularly consult the Company's website at [www.biomerieux.com](http://www.biomerieux.com) (Investors > Shareholder Area > General Shareholders' Meeting), which may be updated to specify the definitive conditions for participating in the Annual General Meeting, depending on health and/or legal requirements.

Furthermore, in view of the circulation of COVID-19 and the government recommendations to avoid public gatherings, the Board of Directors urges the utmost caution and recommends that each shareholder opt to vote by post or by giving proxy to the Chairman rather than attending in person.

The Company has taken all measures to facilitate remote voting so that shareholders may also vote without physically attending the Annual General Meeting, either by using the designated postal voting form available on bioMérieux's website at [www.biomerieux.com](http://www.biomerieux.com) (Investors > Shareholder Area > General Shareholders' Meeting) or by logging on to the VOTACCESS secure voting platform.

Shareholders are asked to send all requests and documents to the following email address: [investor.relations@biomerieux.com](mailto:investor.relations@biomerieux.com).

The purpose of the Ordinary and Extraordinary Shareholders' Meeting is to deliberate and decide on the following agenda and draft resolutions:

**AGENDA**

**I. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING**

1. Approval of the parent company financial statements for the year ended December 31, 2020; approval of the total amount of expenses and costs falling within the scope of Article 39-4 of the French Tax Code
2. Approval of the consolidated financial statements for the year ended December 31, 2020
3. Granting of discharge to the directors
4. Appropriation of profit for the year ended December 31, 2020
5. Approval of the related-party agreement entered into by the Company with Institut Mérieux regarding an addendum to the services agreement with Institut Mérieux, as described in the Statutory Auditors' special report
6. Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the payment of an additional €12,000,000 under the sponsorship agreement with Fondation Mérieux, as described in the Statutory Auditors' special report

7. Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the payment of an additional €500,000 under the sponsorship agreement with Fondation Mérieux, as described in the Statutory Auditors' special report
8. Approval of the related-party agreement entered into by the Company with the bioMérieux Endowment Fund regarding the payment of an initial endowment of €20,000,000 to the bioMérieux Endowment Fund, as described in the Statutory Auditors' special report
9. Renewal of the term of office of Alain Mérieux as founding Chairman
10. Renewal of the term of office of Marie-Paule Kieny as a director
11. Renewal of the term of office of Fanny Letier as a director
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 and Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code
14. Approval of the compensation policy for the Chief Operating Officer in accordance with Article L.22-10-8 of the French Commercial Code
15. Approval of the compensation policy for directors in accordance with Article L.22-10-8 of the French Commercial Code
16. Approval of the components of compensation paid or allocated to corporate officers in respect of the year ended December 31, 2020
17. Approval of the components of compensation paid or allocated to Alexandre Mérieux as Chairman and Chief Executive Officer in respect of the year ended December 31, 2020
18. Approval of the components of compensation paid or allocated to Pierre Boulud as Chief Operating Officer in respect of the year ended December 31, 2020
19. Authorization given to the Board of Directors to enable the Company to buy back its own shares

## II. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

20. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares
21. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, with pre-emptive subscription rights
22. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer
23. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of an offer governed by Article L.411-2 II of the French Monetary and Financial Code
24. Authorization to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the Annual General Meeting
25. Authorization to be given to the Board of Directors to decide to increase the number of shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities to be issued in the event of a capital increase
26. Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company
27. Authorization to be given to the Board of Directors to decide to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items
28. Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company
29. Authorization to be given to the Board of Directors for a period of thirty-eight months to grant free shares, existing or to be issued, without pre-emptive subscription rights
30. Authorization to be given to the Board of Directors to carry out a capital increase reserved for employees participating in a company savings plan
31. Cancellation of shareholders' pre-emptive subscription rights in favor of employees participating in a company savings plan

32. Overall limit on authorizations to issue shares
33. Amendments to Articles 12, 14, 15 and 17 of the Company's bylaws
34. Approval of the conversion of the Company into a European Company (*Societas Europaea*) and the terms of the proposed conversion
35. Adoption of the Company's bylaws in its new legal form as a European Company
36. Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities

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The full text of resolutions proposed by Board of Directors to the General Meeting has been published in the preliminary notice inserted in the French Bulletin of Compulsory Legal Announcements (Bulletin des Annonces Légales Obligatoires) on April 9, 2021 (number 43).

### **How to participate 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 second business day preceding the Annual General Meeting, i.e., by 00:00 a.m. (CEST) on the morning of May 18, 2021, either in the registered share accounts kept on the Company's behalf by its authorized agent, BNP PARIBAS Securities Services, 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 (Code de commerce), or without indicating a proxy; it is specified that for any proxy given by a shareholder without indicating a proxy, 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 admittance 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.

#### **1. Shareholders wishing to attend the Annual General Meeting in person may request an admittance card by post or online:**

For holders of registered shares:

- either contact BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex,
- or apply online on the secure VOTACCESS platform accessible via the Planetshares website at the following address: <https://planetshares.bnpparibas.com>.

Holders of pure registered shares should log on to the Planetshares website using their usual access codes. Holders of shares registered in administered registered form should log on to the Planetshares website using their identifier number, which can be found in the top right-hand corner of the paper voting form. Shareholders who have forgotten their login and/or password may call 0 826 109 119 from France or +33 1 55 77 40 57 from abroad.

After logging on, registered shareholders must follow the instructions on the screen to access the VOTACCESS site and request an admittance 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 admittance 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 admittance card.

#### **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: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.

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: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.

To be taken into account, the voting form and the share ownership certificate must be received by bioMérieux or BNP PARIBAS Securities Services no later than three calendar days prior to the date of the Annual General Meeting, i.e., by May 17, 2021.

**3. Shareholders will be able to vote online via the secure VOTACCESS website, which will be open from April 30, 2021 to May 19, 2021 at 3:00 p.m. (CEST).**

For holders of registered shares:

- log on to VOTACCESS via the Planetshares website: <https://planetshares.bnpparibas.com>;
- holders of pure registered shares should log on to the Planetshares website using their usual access codes. Holders of administered registered shares should log on to the Planetshares website using their login number, which can be found in the top right-hand corner of the printed voting form. Shareholders who have forgotten their login and/or password may call 0 826 109 119 from France or +33 1 55 77 40 57 from abroad.

After logging on, shareholders must follow the instructions on the screen 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 site ;
- 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.

**4. 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 before the Meeting when submitted by post, i.e., May 17, 2021, or no later than the day before the Meeting when submitted electronically, i.e., 3:00 p.m. (CEST) on May 19, 2021, in one of the following ways:

either via VOTACCESS, as described above;

- or by post to the following address: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.
- or by email to: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com). This email must contain the following information: the name of the company concerned (bioMérieux), the date of the meeting (May 20, 2021), 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: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.

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.

**Request for the inclusion of draft resolutions or items on the agenda**

One or more shareholders representing at least the fraction of the capital provided for by the applicable legal and regulatory provisions may request the inclusion of items on the agenda or draft resolutions under the conditions provided for in Articles L.225-105 and R.225-71 to R.225-73 and R.22-10-22 of the French Commercial Code.

In accordance with the conditions set out in Article R.225-73 of the French Commercial Code, requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the legal requirements must reach the Company's registered office by registered letter with acknowledgment of receipt no later than the twenty-fifth calendar day before the date set for the Annual General Meeting, i.e., by April 26, 2021.

They must be accompanied by a certificate of account registration proving that the authors of the request hold or represent the fraction of the capital required by the aforementioned Article R.225-71. The request for the inclusion of draft resolutions must also be accompanied by the text of the draft resolutions, and the request for the inclusion of items on the agenda must be accompanied by a short explanatory statement.

Items or draft resolutions submitted by shareholders in accordance with the law will be reviewed at the Annual General Meeting provided such shareholders have submitted a request for a new certificate proving registration of their shares in the account under the same conditions no later than the second business day preceding the Annual General Meeting. These new items or draft resolutions will be placed on the agenda of the Meeting and brought to the attention of the shareholders under the conditions determined by the regulations in force.

**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 receipt of this notice. Any questions must be sent to the Chairman of the Board of Directors at the following email address [investor.relations@biomerieux.com](mailto:investor.relations@biomerieux.com), no later than the fourth business day preceding the date of the Annual General Meeting, i.e., May 16, 2021, accompanied by a share ownership certificate.

All written questions and answers will be published on the Company's website at [www.biomerieux.com](http://www.biomerieux.com) (Investors > Shareholder Area > General Shareholders' Meeting) within the time limits imposed by the regulations.

**Shareholders' right of communication**

Shareholders may obtain the documents referred to in Articles R.225-81 and R.225-83 of the French Commercial Code by sending a simple request by email to [investor.relations@biomerieux.com](mailto:investor.relations@biomerieux.com) or to BNP Paribas Securities Services.

The documents that must be made available to the shareholders in connection with the Meeting will be made available at the Company's registered office within the legal time limits.

The documents and information referred to in Article R.22-10-23 of the French Commercial Code that are to be presented at the Meeting will be made available on the Company's website at [www.biomerieux.com](http://www.biomerieux.com) (Investors > Shareholder Area > General Shareholders' Meeting), no later than from the twenty-first day before the Annual General Meeting, i.e., April 29, 2021.