



BIOMÉRIEUX

NOTICE OF MEETING
GENERAL MEETING
MAY 23, 2022



PUBLIC
HEALTH



INNOVATION



PLANET



EMPLOYEES



HEALTHCARE
ECOSYSTEM



LOCAL
COMMUNITIES

PIONEERING DIAGNOSTICS

Welcome to the Annual General Meeting

May 23rd, 2022 – at 2.00 p.m
376, Chemin de l'Orme à Marcy l'Etoile (69280)

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

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

I. MESSAGE FROM THE CHAIRMAN



Once again, the past year has been extraordinary. In 2021, the COVID-19 pandemic continued to disrupt our lives and health systems, with the appearance of new variants and successive waves of infection. We were able to rely on the extraordinary efforts of all the actors in the healthcare field to deal with the health emergency. I would like also to salute the remarkable commitment of the bioMérieux staff who showed resilience and solidarity in a fast-changing situation without losing sight of the core essence of our business: ceaselessly innovating to provide diagnostic solutions for public health and consumer safety worldwide.

The responsibility to innovate

This pandemic has had an unprecedented impact on our business sector. Diagnostic testing has become part of the daily life of all the inhabitants on the planet. In addition to hospitals and laboratories, it has become accessible on the street corner, in physician's offices, pharmacies and even at home. This democratization is accompanied by a greater recognition of the value of diagnosis in the healthcare continuum, along with prevention and treatment. In this context, we have the responsibility to innovate and make these innovations accessible. This year again, we have invested 12% of our sales in research and development to prepare future solutions and we have improved our production capacities. When we built new units in Salt Lake City (United States) or Suzhou (China), when we enlarged our International Distribution Center in Saint-Vulbas (France), we made a long-term commitment to combatting infectious diseases.

Fighting antimicrobial resistance

Our innovative, fast and reliable solutions aim to meet the needs of clinical pathologists, clinicians and patients. Beyond COVID-19, bioMérieux has made fighting antimicrobial resistance a major part of its strategy. We launched a mass spectrometer, VITEK® MS Prime, which revolutionizes routine microbial identification and adds to our already robust product lines. We have been committed to the fight against this silent pandemic for a long time. Here again, diagnostics have an essential role to play, particularly by supporting healthcare professionals in the reasoned management of antibiotics.

In response to crucial medical needs, we also marketed new tests in 2021, such as VIDAS® TB IGRA to identify latent tuberculosis infection and NEPHROCLEAR™ CCL14 to predict persistent severe acute kidney injury.

Innovative solutions for industry

Our innovations also serve industry, a quickly evolving sector. In the food segment, we have especially developed our molecular biology solutions to enhance our product portfolio and address new markets. In the healthcare segment, we support quality control for gene and cell therapies that are so promising for the medicine of the future.

Contributing to improving global health is our purpose. Our social, societal and environmental goals are an integral part of our overall strategy. We will also continue to carry out numerous philanthropic activities: in addition to supporting the humanitarian activities of the Fondation Mérieux, we have initiated an endowment fund to reduce inequalities in education around the world. At bioMérieux, CSR is a real ambition shared by every level of the organization.

Alexandre Mérieux

Chairman and Chief Executive Officer

II. HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

IMPORTANT

In the context of the COVID-19 epidemic, the Company may have to modify the conditions for participating in the Annual General Meeting in the light of legislative and regulatory changes that may occur after the publication of this notice.

Consequently, shareholders are encouraged to regularly consult the Company's website at 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.

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 second business day preceding the Annual General Meeting, i.e., 00:00 a.m. (CEST) on the morning of May 19, 2022, 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, 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, France;
- 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 should 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, 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: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France.

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 preceding the date of the Annual General Meeting, i.e., 11:59 p.m. (CEST) on May 19, 2022.

3. Shareholders will be able to vote online via the secure VOTACCESS website, which will be open from May 2, 2022 to May 22, 2022 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.

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 20, 2022, or no later than the day before the Meeting when submitted electronically, i.e., 3:00 p.m. (CEST) on May 22, 2022, 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, France.
- or by email to: 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 23, 2022), 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, 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.

3. 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 preceding the date of the Annual General Meeting, i.e., April 27, 2022.

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 new certificate proving registration of their shares in the account under the same conditions no later than the second business day preceding the date of 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.

4. 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, no later than the fourth business day preceding the date of the Annual General Meeting, i.e., May 17, 2022, accompanied by a share ownership certificate.

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

5. SHAREHOLDERS' RIGHT OF COMMUNICATION

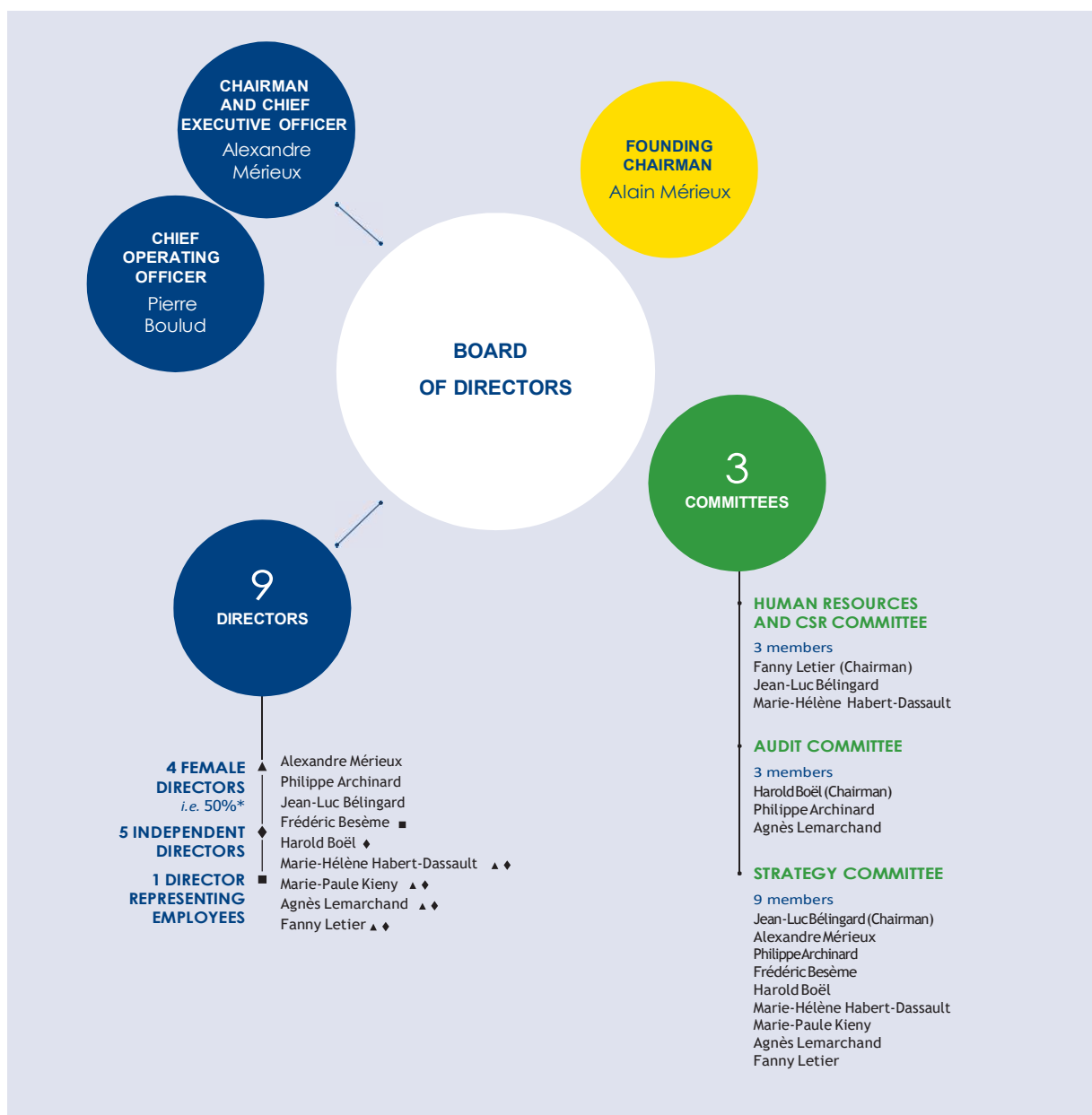
Shareholders may obtain the documents referred to in Articles R.225-81 and R.225-83 of the French Commercial Code by sending a simple request by email to investor.relations@biomerieux.com or to BNP Paribas Securities Services.

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 (Investors > Shareholder Area > General Shareholders' Meeting), no later than from the twenty-first day preceding the date of the Annual General Meeting, i.e., May 2, 2022.

This preliminary notice of meeting will be followed by a convening notice containing any changes made to the agenda following requests to include draft resolutions submitted by the shareholders or the Social and Economic Committee.

III. PRESENTATION OF THE BOARD OF DIRECTORS



* Pursuant to 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			
	Age	Gender	Nationality	Number of shares	Number of directorships in listed companies *	Independence	Initial appointment date	Term expiration	Number of years on Board	Participation in Board Committees
Alexandre Mérieux <i>Chairman and Chief Executive Officer</i>	48 years	M	French	60	2		04/16/2004	2022	18 years	Strategy Committee
Philippe Archinard <i>Non-independent director</i>	62 years	M	French	30	3		06/10/2010	2023	12 years	Audit Committee Strategy Committee
Jean-Luc Bélingard <i>Non-independent director</i>	73 years	M	French	60,150	4		09/15/2006	2022	16 years	Strategy Committee (Chairman) HR and CSR Committee **
Frédéric Besème <i>Director representing employees</i>	65 years	M	French	2,940	1		05/17/2018	2022	4 years	Strategy Committee
Harold Boël <i>Independent director</i>	57 years	M	Belgian	150	2	✓	05/30/2012	2024	10 years	Audit Committee (Chairman) Strategy Committee
Marie-Hélène Habert-Dassault <i>Independent director</i>	56 years	F	French	57	4	✓	05/30/2012	2024	10 years	Strategy Committee HR and CSR Committee **
Marie-Paule Kieny <i>Independent director</i>	66 years	F	French	180	1	✓	08/28/2017	2025	5 years	Strategy Committee
Agnès Lemarchand <i>Independent director</i>	67 years	F	French	150	3	✓	05/28/2014	2023	8 years	Audit Committee Strategy Committee
Fanny Letier <i>Independent director</i>	42 years	F	French	30	2	✓	05/30/2017	2025	5 years	HR and CSR Committee ** (Chairman) Strategy Committee

** Including the position held at bioMérieux.

** Human Resources and CSR Committee.



Alexandre Mérieux

CHAIRMAN AND CHIEF EXECUTIVE OFFICER
MEMBER OF THE STRATEGY COMMITTEE
 Non-independent director

Born on 01/15/1974 (aged 48)
 Nationality: French
 First appointed on: 04/16/2004
 Term expires: 2022
 Number of shares in the Company: 60

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 12/31/2021 (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 Christophe et 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

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 62)
 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 École 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 Chairman and Chief Executive Officer in 2010. Since 2014, Philippe Archinard has been Chairman of BIOASTER (Foundation for scientific cooperation), a technology research institute focusing on infectious diseases and microbiology. He chaired the Lyon competitiveness cluster, Lyon Biopôle, for 11 years. He 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 12/31/2021 (all companies)

Within the Group^(a):

- Chief Operating Officer of Institut Mérieux (France)
- 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)
- Chairman of the Supervisory Board of Fabentech

Directorships and positions that have expired in the past five years

Within the Group^(a):

- Chairman and Chief Executive Officer of Transgene 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 CHAIRMAN OF THE STRATEGY COMMITTEE MEMBER OF THE HUMAN RESOURCES AND CSR COMMITTEE Non-independent director</p>	<p>Born on 10/28/1948 (aged 73) Nationality: French First appointed on: 09/15/2006 Term expires: 2022 Number of shares in the Company: 60,150</p>
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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 12/31/2021 (all companies)

Within the Group^(a):

- Director and Vice-Chairman 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 MEMBER OF THE STRATEGY COMMITTEE Director representing employees</p>	<p>Born on 09/23/1956 (aged 65) Nationality: French First appointed on: 05/17/2018 Term expires: 2022 Number of shares in the Company: 2,940</p>
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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 bioMérieux. To perform his role as a director, he completed a training course at the Institut Français des Administrateurs (IFA) in 2018.

Other directorships and positions held at 12/31/2021 (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 57)
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 and new economy

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

Other directorships and positions held at 12/31/2021 (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 SODAVI (Belgium – term expired: 2020)

(a) Independent director according to the assessment made by the Board of Directors (see Section 4.2.5). 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 56)
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 12/31/2021 (all companies)

Within the Group^(b):

N/A

Outside the Group^(b):

- Chair 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-Chair of the Serge Dassault Foundation
- Vice-Chair 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 and HDH Immobilière
- Director of SIPAREX
- Director of Fondation Fondamental
- Manager of SCI Duquesne
- Chair and member of the Strategy Committee of HDF (SAS)

Directorships and positions that have expired in the past five years

Within the Group^(b):

N/A

Outside the Group^(b):

- Member of the Supervisory Board of GIMD
- Chair of the Supervisory Board of Rond-Point Immobilier
- Vice-Chair of HDF
- Manager of HDH

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



Marie-Paule Kieny

MEMBER OF THE STRATEGY COMMITTEE
Independent director^(a)

Born on 04/24/1955 (aged 66)
Nationality: French
First appointed on: 08/28/2017
Term expires: 2025
Number of shares in the Company: 180

MAIN EXPERTISE:

- Strategy and M&A
- CSR
- Health sector (global health, low-income countries, research and development)

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-Chair of the Board of the Global Antibiotic Research and Development Partnership (GARDP, Geneva, Switzerland). 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 12/31/2021 (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). 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 67)
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 École 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 Institut Français des Administrateurs (IFA).

Other directorships and positions held at 12/31/2021 (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):

- Chairman of Orchard SAS (October 2019)
- Member of the Supervisory Board of CGG (listed company – term expired: October 2017)

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

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

Independent director^(a)

Born on 03/15/1979 (aged 42)
 Nationality: French
 First appointed on: 05/30/2017
 Term expires: 2025
 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 the asset management company GENE0 Partenaires and the investment company GENE0 Capital Entrepreneur in 2019, and is a director of Aéroports de Paris, and France Invest.

Other directorships and positions held at 12/31/2021 (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).

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

IV. BRIEF SUMMARY OF THE COMPANY'S SITUATION DURING 2021 FISCAL YEAR

1. SITUATION AND ACTIVITY OF THE GROUP

The year ended 31 December 2021 was marked by the following main events.

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 €3,376 million in 2021, up 10.5 % like-for-like from €3,118 million in the prior-year period. Reported growth stood at 8.3 % for the period. The currency effect reduced reported sales by €69 million, primarily due to the decline in the US dollar and certain Latin American currencies.

Evolution of sales

In € millions

SALES – TWELVE MONTHS ENDED DECEMBER 31, 2020	3,118	
Currency effect	-69	-2.2 %
Changes in scope of consolidation	0	0 %
Organic growth (at constant exchange rates and scope of consolidation)	+327	+10.5 %
SALES – TWELVE MONTHS ENDED DECEMBER 31, 2021	3,376	+8.3 %

NB: A definition of the currency effect and of changes in the scope of consolidation is provided at the end of this press release.

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

Sales by Application	12 months ended Dec. 31, 2021	12 months ended Dec. 31, 2020	% change as reported	% change at constant exchange rates and scope of consolidation
In € millions				
Clinical Applications	2,883.7	2,663.5	+8.3 %	+10.5 %
Molecular biology	1,267.9	1,207.1	+5.0 %	+7.9 %
Microbiology	1,062.3	950.7	+11.7 %	+13.5 %
Immunoassays	457.6	428.3	+6.8 %	+8.2 %
Other lines ⁽¹⁾	95.8	77.5	+23.7 %	+27.8 %
Industrial Applications⁽²⁾	492.5	454.6	+8.3 %	+10.2 %
TOTAL SALES	3,376.2	3,118.2	+8.3 %	+10.5 %

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

(2) Including R&D collaborations relating to industrial applications.

- Clinical application sales, which accounted for approximately 85 % of bioMérieux's consolidated total, rose by nearly 8 % in the fourth quarter to €797 million and by more than 10% to €2,884 million for the full year.
 - In molecular biology, the BIOFIRE® product range reagents sales increased by 29 % in the fourth quarter of 2021 in the context of COVID-19 variants spread, and up 18 % for the full year. Fourth quarter growth was fueled by continued strong demand for the BIOFIRE® Respiratory 2.1 Panel (RP2.1) as well as high double-digit increase of non-respiratory panels. The installed base continued to expand at a sustained pace, with more than 600 units deployed during the quarter. This lifted the total BIOFIRE base to around 22,000 units, or a 27 % increase over the year. The other molecular biology lines, NUCLISENS® and ARGENE®, stepped back versus exceptional levels last year period.
 - In microbiology, business pursued its strong dynamic with 15 % organic growth in Q4, led by automated ID/AST as well as Blood Culture reagents. Full-year sales stood 7 % above pre-pandemic levels, confirming the resilience of this market segment.
 - In the immunoassays product line, the activity has been impacted in the fourth quarter by the now resolved Field Corrective Action (FCA) on VIDAS®, linked to a raw material quality issue, as well as the downward trend of the procalcitonin assay in the US.

- Industrial application sales, which represented 15 % of the consolidated total, amounted to €127 million for the last three months of 2021, down 0.6 % year-on-year. Reagents sales performance of 7% was steady in both food and healthcare segments, and total sales were only negatively impacted by a strong basis effect on equipment sales in the same period last year. For the entire year 2021, sales came in at €493 million, up over 10 % versus the previous year.

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

Sales by Region	12 months ended Dec. 31, 2021	12 months ended Dec. 31, 2020	% change as reported	% change at constant exchange rates and scope of consolidation
In € millions				
Americas	1,668.7	1,588.9	+5.0 %	+8.8 %
North America	1,488.7	1,428.6	+4.2 %	+7.7 %
Latin America	180.0	160.3	+12.3 %	+19.3 %
EMEA ⁽¹⁾	1,127.0	1,024.8	+10.0 %	+10.5 %
Asia Pacific	580.4	504.6	+15.0 %	+15.5 %
TOTAL SALES	3,376.2	3,118.2	+8.3 %	+10.5 %

(1) Europe, Middle East and Africa.

Sales in the Americas (49 % of the consolidated total) reached €480 million in fourth-quarter 2021, an increase of 12 % versus the same period in 2020, and full-year sales increased 9 % to stand at €1,669 million.

- In North America (44 % of the consolidated total), quarterly growth was driven by strong demand for the BIOFIRE® molecular biology product line. The microbiology segment enjoyed a robust high single digit growth fueled by equipment sales. Finally, the immunoassays range experienced price pressure and volume decrease on procalcitonin assays in the United States, a similar trend than previous quarters.
- Latin America recorded a solid increase in fourth-quarter sales, led by robust growth in reagent sales of BIOFIRE® panels and microbiology products.
- Sales in Europe – Middle East – Africa region (33 % of the consolidated total) came to €309 million for the fourth quarter, up 5 % year-on-year, and to €1,127 million for the full year, up 11 % year-on-year.
 - In Europe (27% of the consolidated total), sales performance was led by strong demand for the BIOFIRE® range and a steady performance of the microbiology business, balanced by lower activity in other molecular ranges and in VIDAS® due to the FCA.
 - In the Russia - Middle East - Africa region, sales growth was remarkable, led by Russia, Turkey as well as Middle East distributors.
- Sales in the Asia-Pacific region (17 % of the consolidated total) reached €135 million in the last quarter of 2021, down nearly 8 % compared with the same period in 2020, explained by the impact of the now resolved Field Corrective Action on VIDAS®. Meanwhile, reagents sales of BIOFIRE® range enjoyed a very robust growth in the regions.

1.2. PARTNERSHIPS, ACQUISITIONS AND STRATEGIC AGREEMENTS

- **Co-distribution agreement in Europe for the SPECIFIC REVEAL® Rapid AST system**

On June 29, 2021, bioMérieux and Specific Diagnostics announced that bioMérieux will distribute Specific Diagnostics' newly introduced REVEAL Rapid AST system in Europe. The REVEAL Rapid AST system provides actionable results for bloodstream infections (in an average of five hours directly from positive blood culture). It thus enables the clinician to quickly adjust the therapy prescribed to the patient, whether by using a more appropriate and lower-cost therapy or life-saving escalation to a more effective drug when a multidrug-resistant (MDR) infection is present.

1.3. NEW PRODUCTS

- **CE marking of the NEPHROCHECK™ test on VIDAS®**

On February 3, 2021, bioMérieux announced the CE marking of the innovative NEPHROCHECK® assay to detect kidney stress in patient at risk of acute kidney injury.

- **BIOFIRE® Respiratory 2.1 (RP2.1) Panel with SARS-CoV-2 obtains De Novo FDA Authorization**

On March 18, 2021, bioMérieux announced that BioFire Diagnostics, its subsidiary specialized in molecular syndromic infectious disease testing, has received U.S Food and Drug Administration (FDA) De Novo authorization for the BIOFIRE® RP2.1. This *De Novo* authorization will be concurrent with the revocation of U.S. FDA EUA that was obtained on May 1, 2020 for this panel.

- **CE marking of TB IGRA® test on VIDAS®**

On March 24, 2021, bioMérieux announced the CE marking of its innovative and fully automated test VIDAS® TB IGRA (Interferon Gamma Release Assay) to diagnose latent TB infection.

- **CE marking of 3 dengue immunoassays on VIDAS®**

On April 7, 2021, bioMérieux announced the CE marking of assays to diagnose dengue infection: VIDAS® DENGUE NS1 Ag, VIDAS® Anti-DENGUE Ig and VIDAS® Anti-DENGUE IgG.

- **Launch of new MALDI-TOF mass spectrometry identification system: VITEK® MS PRIME**

On April 30, 2021, bioMérieux announced the CE marking of VITEK® MS PRIME, the next generation of the VITEK® MS MALDI-TOF mass spectrometry system for routine microbial identification in minutes.

- **CE marking of new generation semi-quantitative VIDAS® SARS-COV-2 IgG II serology test**

On May 7, 2021, bioMérieux announced the CE marking of the new generation of VIDAS® SARS-COV-2 IgG serological test. This test makes possible a semi-quantitative interpretation of antibody levels in individuals who have been exposed to the SARS-COV-2 virus that causes COVID-19.

- **Launch of EPISEQ® SARS-COV-2**

On June 24, 2021, bioMérieux announced the launch of EPISEQ® SARS-COV-2, a genomic software solution to support microbiology labs in identification and reporting from raw sequencing data relating to SARS-COV-2 variants.

- **CE marking of the NEPHROCLEAR™ CCL14 test**

On October 21, 2021, Baxter and bioMérieux announced the CE marking for this test to predict persistent severe acute kidney injury. This test can be used to support timely clinical decision-making and care pathways. The companies intend to commercially launch the test on bioMérieux's VIDAS platform in Western Europe in 2022.

- **bioMérieux molecular tests effectively detect the Omicron variant of SARS-Cov-2**

On December 1, 2021, bioMérieux confirmed that to date its BIOFIRE® and ARGENE® molecular tests amplify and effectively detect SARS-COV-2 infection with the omicron variant, with no change in performance. This confirmation was made as part of the close monitoring of the emergence of each variant of concern and the in-depth internal analyses in silico performed by the Company.

1.4. OTHER INFORMATION

Human Resources

As of December 31, 2021, the Group had around 13,000 employees, compared with around 12,800 one year earlier.

Corporate Social Responsibility (CSR)

On December 14, 2021, bioMérieux announced that it had recently received a series of official recognitions from independent third parties. These included approval of bioMérieux's greenhouse gas emissions reduction targets by the Science Based Targets initiative (SBTi), inclusion in the Dow Jones Sustainability Index (DJSI) at both World and European levels, and the renewal of its leading position in its sector in the Euronext Vigeo Eiris Index.

European company

The conversion of bioMérieux into a European company and the terms of the proposed conversion were approved by the Annual General Meeting on May 20, 2021 on the recommendation of the Board of Directors.

The Board of Directors wishes to ensure the continuity of bioMérieux's operations and the neutrality of the change of corporate form for the Group's activities. An analysis of the formalities required in certain jurisdictions as a result of its change of corporate form is ongoing. Accordingly, given these circumstances, the Board of Directors has decided to postpone the Company's registration as a European company.

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

2.1. THE ACCOUNTS

2.1.1 Consolidated income statement

Contributive operating income before non-recurring items

For the twelve months to December 31, 2021, contributive operating income before non-recurring items rose by 31 % year-on-year to €801 million, or 23.7 % of sales. The reported figure includes an unfavorable currency effect of around €33 million and no scope effect. At constant rates and scope of consolidation, contributive operating income before non-recurring items climbed by around 36 % over the year. The impact of expenses recognized in respect of bonus plans in the United States that are indexed to the bioMérieux share price (phantom share plans) totaled €2 million in 2021, compared to an expense of €44 million in 2020.

- **Gross profit** for the year stood at €1,964 million, or 58.2 % of sales, up from 56.2 % the year before. The increase in gross margin stemmed primarily from the positive impact of changes in the product mix with the strong growth of BIOFIRE[®] reagents sales and from the increase in volumes.
- **Selling, general and administrative expenses** amounted to €818 million, or 24.2% of sales, compared with 25.3 % in 2020. The improvement primarily derived from lower phantom share costs and significant operating savings, as travel expenses and marketing spend remained low in the continued context of the pandemic.
- **R&D expenses** stood at €389 million, or 11.5 % of sales, compared with €399 million and 12.8 % in 2020. The like-for-like decrease of less than 1 % reflected the development efforts for COVID-19 tests in 2020 and high phantom share costs in 2020.
- **Other operating income** amounted to around €45 million for the year, down from €47 million in 2020, due to lower R&D tax credits.

Non-recurring income and expenses

- As a reminder, the Group decided in 2020 to support a variety of solidarity actions, totaling €42 million, which were recognized as non-recurring expenses from operations. The total amount included €22 million in exceptional corporate philanthropy projects and €20 million as initial contribution to the new bioMérieux endowment fund.

Operating income

- The depreciation/amortization charged against assets valued at the date of acquisition of BioFire amounted to €17 million in 2021, nearly stable year-on-year. As a result, the Group ended the year with an **operating income** of €784 million, up 42 % on the €595 million reported in 2020.

Net income of consolidated companies

Net financial expense amounted to €10 million over the period, down from the €29 million recorded in 2020. The cost of net debt came to €7 million in 2021 versus €25 million in 2020, mainly thanks to debt refinancing in 2020, and other financial income and expenses totaled €2.7 million, compared to €3.5 million in 2020.

The Group's **effective tax rate** stood at 22.7 % on December 31, 2021, versus 23.2 % in 2020, explained by the decrease of French corporate income tax rate combined with a steady increase in US-based export revenues.

Net income, Group share reached €601 million in 2021, up 49 % from €404 million in 2020.

2.1.2. Cash management and finance

Free cash-flow

EBITDA¹ came to €1,032 million, or 30.6 % of sales, up 25 % from the €824 million recorded in 2020 in line with the increase in contributive operating income before non-recurring items.

Income tax paid represented €185 million, an increase from the €116 million paid in 2020, due to higher operating results.

Working capital requirement rose by €38 million in 2021. The change was primarily a result of the following factors:

- inventories rose by €62 million during the period, in accordance with activity evolution;
- trade receivables were down by €24 million, in line with improved days sales outstanding;
- trade payables were up by €24 million, due to the increase in activity;
- other working capital requirement items rose by €24 million, led by material reduction of social debts linked with the last payment of Phantom Share Plans in 2021.

Capital expenditures represented around 9 % of sales or €290 million in 2021, versus €278 million in 2020. Main capital expenditures were related to the construction of an office building in Salt Lake City (USA), the capacity increase and automation ramp-up of BIOFIRE® manufacturing as well as the set-up of two new sites in Suzhou (China).

In light of the above, **free cash flow** came in at a record level of €541 million in 2021, compared to €328 million in 2020.

Change in net debt

Purchase of financial assets, including minority interests amounted to €33.5 million in 2021, linked to the acquisition of Banyan and the investment in Specific Diagnostics through a Convertible Promissory Note.

Dividend of €73 million was paid in first-half 2021, amounting to 0.62 EUR / share.

As a result, the company stood with a **net cash position** of €341 million at the end of 2021, versus a consolidated net debt of €92 million as of December 31, 2020. This cash position included the discounted liability related to leases (IFRS16) of €96 million.

2.2. THE DIVIDENDS

The Board of Directors will recommend that shareholders at the Annual Meeting on May 23rd, 2022 approve a dividend of €0.85 per share or 17% of net income, groupe share.

3. SUBSEQUENT EVENTS AND PERSPECTIVES

3.1. SUBSEQUENT EVENTS

ARPEGE obtained government funding of nearly €9 million to fight antibiotic resistance

On January 6, 2022, the Company announced that this multidisciplinary consortium, of which it is a member, had obtained this financing. This project aims to develop a set of solutions to strengthen the capacity of healthcare institutions to fight antibiotic resistance. The government funding was received under the “PSPC” call for projects, conducted on behalf the French government by Bpifrance.

¹ EBITDA corresponds to the aggregate of contributive operating income before non-recurring items, and operating depreciation and amortization.

3.2. 2022 OBJECTIVES

bioMérieux expects to continue to record a solid growth for Microbiology and Industry sales. In addition, a strong growth of BIOFIRE® non-respiratory panels, supported by the major increase of BIOFIRE® installed base in the last two years, is anticipated. It is assumed that COVID-19 pandemic will become endemic at some point in the year, and therefore that the demand for BIOFIRE® respiratory panels and some COVID-19 related immunoassay tests will slow down. As a consequence, overall Group sales are expected to evolve within a -7% to -3% range at constant exchange rates and scope of consolidation, leading to sales of €3.2 to €3.3 billion in 2022.

In light of this sales evolution, and taking into account a progressive ramp-up of commercial activities to support future growth, bioMérieux expects a 2022 contributive operating income before non-recurring items between €530 to €610 million, at current exchange rates.

4. SUBSIDIARIES AND EQUITY INVESTMENTS

4.1. EQUITY INVESTMENTS TAKEN AND DISPOSED OF DURING THE 2021 FINANCIAL YEAR

In June 2021, bioMérieux invested €15.2 million in Specific Diagnostics, Inc. via convertible debt. In 2019, bioMérieux participated in a first fundraising for Specific Diagnostics, alongside other investors. After that transaction, bioMérieux holds approximately 7.4% of its equity.

In July 2021, bioMérieux acquired all of the shares not previously held in Banyan Biomarkers, Inc. This company identifies blood biomarkers for brain injury screening. bioMérieux had acquired more than 20% of this company in 2017.

4.2. NEW SUBSIDIARIES

No subsidiaries were created during 2021.

4.3. BRANCHES AND REPRESENTATIVE OFFICES

bioMérieux does not hold any branches directly. No new representative offices were opened in 2021. bioMérieux has a representative office in Saudi Arabia.

5. FINANCIAL DATAS

5.1. CONSOLIDATED INCOME STATEMENT

<i>In millions of euros</i>	Notes	12/31/2021	12/31/2020
REVENUE		3,376.2	3,118.2
Cost of sales		-1,412.5	-1,364.5
GROSS PROFIT		1,963.8	1,753.7
OTHER OPERATING INCOME AND EXPENSES	19	44.6	46.9
Selling and marketing expenses		-575.7	-589.3
General and administrative expenses Research and development expenses		-242.6	-200.0
		-389.0	-398.8
TOTAL OPERATING EXPENSES		-1,207.2	-1,188.1
CONTRIBUTIVE OPERATING INCOME BEFORE NON-RECURRING ITEMS		801.2	612.5
Depreciation of assets from the BioFire acquisition ^(a)	23	-16.9	-17.5
OPERATING INCOME BEFORE NON-RECURRING ITEMS		784.3	595.1
Other non-recurring income (expenses)	24	0.0	-42.2
OPERATING INCOME		784.3	552.8
Cost of net financial debt	22.2	-7.1	-25.0
Other financial income and expenses Income tax	22.3	-2.7	-3.5
	25	-175.6	-121.5
Share in earnings (losses) of equity-accounted companies		-0.7	-0.2
NET INCOME OF CONSOLIDATED COMPANIES		598.2	402.7
Minority interests		-2.9	-1.7
ATTRIBUTABLE TO OWNERS OF THE PARENT		601.1	404.4
Basic earnings per share		€5.08	€3.42
Diluted earnings per share		€5.06	€3.41

(a) To make the operating statement clearer and in view of BioFire's size, the depreciation and amortization of the assets acquired and valued in the purchase price allocation are presented on a separate line of operating income before non-recurring items.

5.2. CONSOLIDATED BALANCE SHEET
Assets

<i>In millions of euros</i>	Notes	12/31/2021	12/31/2020
Intangible assets	4	411.5	430.7
Goodwill	5	669.5	629.4
Property, plant and equipment	6.1	1,100.8	939.0
Right-of-use assets	6.2	124.0	129.6
Non-current financial assets	7	61.1	50.6
Investments in associates		0.9	0.0
Other non-current assets		12.6	14.3
Deferred tax assets	25.3	29.1	72.6
NON-CURRENT ASSETS		2,409.6	2,266.3
Inventories and works-in-progress	8	634.6	541.9
Trade receivables and assets related to contracts with customers	9	590.6	597.9
Other operating receivables	11	117.8	82.2
Current tax receivables	11	43.1	42.3
Non-operating receivables	11	9.5	8.0
Cash and cash equivalents	12	803.5	389.2
CURRENT ASSETS		2,199.2	1,661.6
ASSETS HELD FOR SALE	13	8.0	0.0
TOTAL ASSETS		4,616.8	3,927.8

Shareholders' equity and liabilities

<i>In millions of euros</i>	Notes	12/31/2021	12/31/2020
Share capital	14	12.0	12.0
Additional paid-in capital and reserves	14	2,510.0	2,014.8
Net income for the year		601.1	404.4
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT		3,123.2	2,431.1
MINORITY INTERESTS		51.4	50.2
TOTAL EQUITY		3,174.6	2,481.3
Long-term borrowings and debt	16	362.8	352.4
Deferred tax liabilities	25.3	61.1	105.8
Provisions	15	62.5	64.4
NON-CURRENT LIABILITIES		486.4	522.7
Short-term borrowings and debt	16	99.7	128.9
Provisions	15	51.5	51.4
Trade payables	17	239.5	207.1
Other operating payables	17	448.4	451.7
Current tax payables	17	67.4	44.3
Non-operating payables	17	49.3	40.5
CURRENT LIABILITIES		955.8	923.8
LIABILITIES RELATED TO ASSETS HELD FOR SALE	13	0.0	0.0
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		4,616.8	3,927.8

5.3. CONSOLIDATED CASH FLOW STATEMENT

<i>In millions of euros</i>	Notes	12/31/2021	12/31/2020
Net income of consolidated companies		598.2	402.7
• Investments in associates		0.7	0.2
• Cost of net financial debt		7.1	25.0
• Other net financial income and expenses		2.7	3.5
• Income tax expense		175.6	121.5
• Net additions to operational depreciation - non-current provisions		231.0	210.8
• Non-recurring income and expenses, depreciation from the BioFire acquisition		16.9	59.7
EBITDA (before non-recurring items)	16.1	1,032.2	823.5
Other operating non-recurring income (expenses) excluding non-recurring provisions for impairment and capital gains (losses) on disposals of fixed assets		0.0	-42.3
Other financial income and expenses (excluding provisions and disposals of non-current financial assets)		-2.7	-3.6
Net additions to operating provisions for contingencies and losses		-2.3	16.3
Fair value gains (losses) on financial instruments		0.4	0.6
Share-based payment		12.4	9.9
Elimination of other non-cash or non-operating income and expenses		7.8	-19.1
Change in inventories		-62.4	-82.9
Change in trade receivables		23.6	-80.4
Change in trade payables		24.2	4.7
Change in other operating working capital		-23.5	72.4
Change in operating working capital requirement^(a)		-38.1	-86.2
Other non-operating working capital		-1.0	5.0
Change in non-current non-financial assets and liabilities		2.7	0.5
Change in working capital requirement		-36.4	-80.7
Income tax paid		-185.4	-115.9
Cost of net financial debt	22.2	-7.1	-25.0
NET CASH FROM OPERATING ACTIVITIES		811.1	582.8
Purchases of property, plant and equipment and intangible assets		-290.1	-277.5
Proceeds from disposals of property, plant and equipment and intangible assets		20.0	24.7
Proceeds from other non-current financial assets		-0.4	-2.3
FREE CASH FLOW^(b)		540.6	327.7
Disbursement/collection related to taking non-controlling interests		-3.3	-6.3
Impact of changes in Group structure		-33.5	-3.8
NET CASH USED IN INVESTING ACTIVITIES		-307.3	-265.2
Capital increase subscribed by minority interests		0.0	1.6
Purchases and sales of treasury shares		-3.8	-18.4
Dividends paid to owners		-73.1	-22.5
Cash flow from new borrowings		18.2	292.0
Cash flows from loan repayments		-68.3	-426.5
Change in interests without gain or loss of controlling interest		0.0	-2.4
NET CASH USED IN FINANCING ACTIVITIES		-127.0	-176.2
NET CHANGE IN CASH AND CASH EQUIVALENTS		376.8	141.4
NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		371.3	264.0
Impact of currency changes on net cash and cash equivalents		39.2	-34.1
NET CASH AND CASH EQUIVALENTS AT END OF YEAR		787.3	371.3

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

(b) Free cash flow is defined as the sum of flows related to the activity and those related to investments excluding the impact of changes in the scope of consolidation. It also includes flows on treasury shares and those relative to the cost of debt.

Comments on the changes in the Group's consolidated net cash and cash equivalents are provided in Note 16.

Cash flow changes in fiscal year 2021 were not impacted by transactions related to the public health crisis, particularly transactions such as postponements of payables or rent concessions.

V. AGENDA

1. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

1. Approval of the parent company financial statements for the year ended December 31, 2021; 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, 2021
3. Granting of discharge to the directors
4. Appropriation of net income for the year ended December 31, 2021
5. Approval of the related-party agreement entered into by the Company with the Fondation Christophe et Rodolphe Mérieux regarding the revision of the sponsorship agreement, as described in the Statutory Auditors' special report
6. Renewal of the term of office of Alexandre Mérieux as a director
7. Renewal of the term of office of Jean-Luc Bélingard as a director
8. Determination of the annual compensation allocated to the members of the Board of Directors
9. Approval of the compensation policy for corporate officers in accordance with Article L.22-10-8 of the French Commercial Code
10. 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
11. Approval of the compensation policy for the Chief Operating Officer in accordance with Article L.22-10-8 of the French Commercial Code
12. Approval of the compensation policy for directors in accordance with Article L.22-10-8 of the French Commercial Code
13. Approval of the components of compensation paid or allocated to corporate officers in respect of the year ended December 31, 2021
14. 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, 2021
15. Approval of the components of compensation paid or allocated to Pierre Boulud as Chief Operating Officer in respect of the year ended December 31, 2021
16. Authorization given to the Board of Directors to enable the Company to buy back its own shares

2. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

17. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares
18. 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 bylaws and the French Commercial Code (*Code de commerce*) to approve the resolutions presented below.

After presenting the situation of the Company and the Group in 2021 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 General Meeting**:

- the parent company and consolidated financial statements for the year ended December 31, 2021 as approved by the Board of Directors on March 1, 2022;
- the appropriation of net income;
- a revision of the related-party agreement, described in the Statutory Auditors' special report, between the Company and the Fondation Christophe et Rodolphe Mérieux regarding the sponsorship agreement;
- the renewal of the terms of office of two directors;
- an adjustment to the total compensation allocated to the directors;
- the *ex-ante* say-on-pay vote on the compensation policy for corporate officers, the Chairman and Chief Executive Officer, the Chief Operating Officer(s) and the directors in accordance with Article L.225-37-2 of the French Commercial Code;
- the *ex-post* say-on-pay vote on the compensation paid or allocated to the corporate officers, to Alexandre Mérieux as Chairman and Chief Executive Officer and to Pierre Boulud as Deputy Chief Executive Officer in respect of the year ended December 31, 2021;
- 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 General 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.

The 2021 Universal Registration Document and other shareholder information are available at the following website: www.biomerieux.com.

I. MANAGEMENT REPORT ON THE TRANSACTIONS THAT OCCURRED DURING THE YEAR ENDED DECEMBER 31, 2021

As indicated in the concordance tables on pages 318 to 326 of the Universal Registration Document, the parent company and consolidated financial statements and the management report are set out in the Universal Registration Document (see Chapter 6, pages 194 *et seq.*), including the annual financial report.

II. THE BOARD OF DIRECTORS' REPORT ON THE ORDINARY AND EXTRAORDINARY RESOLUTIONS

A. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

1) Parent company and consolidated financial statements (resolutions 1 to 4)

The parent company and consolidated financial statements are set out in the management report, in chapters 6.1.1 to 6.1.2 (pages 194 to 257) and chapters 6.2.1 to 6.2.2 (pages 261 to 288) of the universal registration document, respectively.

The appropriation of net income is set out in chapter 6.2.3.2 (pages 289 *et seq.*).

2) Related-party agreement referred to in articles L.225-38 *et seq.* of the French commercial code (resolution 5)

The Statutory Auditors' special report describes the agreement duly authorized by the Board of Directors in 2021 and the agreements authorized in previous years that remained in force in 2021. The Universal Registration Document provides details on the related-party agreements and the third parties involved and sets out the Statutory Auditors' special report (see Chapter 4.4, pages 178 *et seq.*).

The revision of the sponsorship agreement with the Fondation Christophe et Rodolphe Mérieux was authorized in 2021:

- the new framework agreement with the Fondation Christophe et Rodolphe Mérieux specifies new procedures for receiving donations by the Institut de France, which hosts the Fondation Christophe et Rodolphe Mérieux, in accordance with applicable law. The financial commitments remain unchanged from the previous agreement.

3) Renewal of the terms of office of two directors (resolutions 6 and 7)

The shareholders are called to vote on the renewal of the terms of office of two directors. The Board of Directors recommends that you reappoint Alexandre Mérieux and Jean-Luc Bélingard for further periods of four years, i.e., until the Annual General Meeting called in 2026 to approve the financial statements for the year ending December 31, 2025.

The renewals of these terms of office are proposed for the reasons outlined below.

Alexandre Mérieux

Alexandre Mérieux is the great-grandson of Louis Pasteur's former student, Marcel Mérieux, who in 1897 founded a laboratory in Lyon where he developed the first anti-tetanus serums. Under the leadership of his son, Dr. Charles Mérieux, and then his grandson Alain Mérieux, the Institut Mérieux became the world's leading company for human and veterinary vaccines. In 1994, Alain Mérieux withdrew from the vaccinology business and refocused on *in vitro* diagnostics with bioMérieux.

Alexandre Mérieux took over as Chief Operating Officer of bioMérieux in 2014, and heads the Executive Committee in this capacity.

At 48 years old, he has been Chairman and Chief Executive Officer of bioMérieux since December 15, 2017.

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

From 1999 to 2004, he worked for Silliker Group Corporation, a company of the Institut Mérieux group that has since become Mérieux NutriSciences. He held marketing positions in the United States and Europe before taking on a marketing and business unit management position 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.

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.

He has been a director of bioMérieux since 2004. He is a member of the Strategy Committee.

The Board of Directors recommends that you renew the directorship of Alexandre Mérieux for the reasons outlined above. He has extensive expertise as a senior executive of bioMérieux, a listed company in the healthcare field.

Jean-Luc Bélingard

Jean-Luc Bélingard, 73, has held executive positions in a number of French companies, including bioMérieux, where he was Chairman and Chief Executive Officer from 2011 to December 2017.

He is a graduate of HEC business school and holds an MBA from Cornell University (United States).

His has spent his career in the pharmaceutical industry, notably with Merck & Co. and Hoffmann-La Roche, where he was a member of the Group Executive Committee and Chief Executive Officer of Roche Diagnostics. He was a member of the Management Board and Chief Executive Officer of bioMérieux-Pierre Fabre between 1999 and 2001. From 2002 to 2010, he was Chairman and Chief Executive Officer of Ipsen, a French pharmaceutical group active in several therapeutic areas including oncology, neurology and endocrinology.

He has been a director of bioMérieux since 2006. He is also a member of the Human Resources and CSR Committee and chairman of the Strategy Committee.

The Board of Directors recommends that you renew the directorship of Jean-Luc Bélingard for the following reasons:

- a director for 15 years and a former bioMérieux executive, he has an excellent knowledge of the Company and its market, and employs his expertise as Chairman of the Strategy Committee;
- his experience as an executive in major international healthcare groups gives him excellent knowledge of the issues in this sector.

4) Adjustment to the total compensation allocated to the directors (resolution 8)

The Board of Directors recommends that you set the total annual compensation allocated to the directors at €500,000 for the current financial year and for subsequent financial years, until further decision by the Annual General Meeting.

Since 2017, the total annual compensation allocated has amounted to €400,000.

5) Ex-Ante Say-On-Pay vote – 2022 compensation policy (resolutions 9 to 12)

In accordance with Article L.225-37-2 of the French Commercial Code, the Board of Directors submits the compensation policy for corporate officers, the Chairman and Chief Executive Officer, the Chief Operating Officer(s) 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 Human Resources and CSR Committee and is presented in the report required under the aforementioned article and included in Chapter 4.3.1 of the Universal Registration Document.

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, 2022.

The compensation policy for corporate officers (Chairman and Chief Executive Officer, Chief Operating Officer and members of the Board of Directors) for 2022 (as described in Chapter 4.3.1 of the Universal Registration Document) 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 and Chief Executive Officer, the Chief Operating Officer and the members of the Board of Directors.

We recommend that you approve the compensation policy as set out in the Universal Registration Document.

6) 2021 Ex-Post Say-On-Pay vote (resolutions 13 to 15)

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 the corporate officers, Alexandre Mérieux, Chairman and Chief Executive Officer, and Pierre Boulud, Chief Operating Officer, for the year ended December 31, 2021, as described in Chapter 4.3.2 of the Universal Registration Document, to the Annual General Meeting for approval.

We recommend that you approve the 2021 compensation components as set out in the Universal Registration Document.

7) Authorization to be given to the company to buy back of its own shares (resolution 16)

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 savings 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 purchase shares, on the Company's behalf.

This authorization is given to enable the Company, in 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 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 €2,959,030,500 (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 2021 is provided in Chapter 7.4.3.1 of the Universal Registration Document.

B. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

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

1) Authorization given to the Board of Directors to reduce the Company’s share capital by canceling treasury shares (resolution 17)

Provided the resolution to buy back shares is approved (resolution 16), we request that you authorize the Board of Directors, pursuant to Article L.22-10-62 of the French Commercial Code, to reduce the Company’s share capital by (i) canceling all or some of the shares bought back by the Company pursuant to the share buyback program authorized pursuant to the sixteenth 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 (ii) 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 bylaws 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.

2) Full powers granted to the bearer of an original copy of the minutes of this Meeting for the purpose of completing formalities (resolution 18)

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. DRAFT TEXT OF RESOLUTIONS

1. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the parent company financial statements for the year ended December 31, 2021; 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, 2021, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2021, the shareholders approve the parent company financial statements for the year ended December 31, 2021 as submitted to them, showing net income of €205,625,092.05. 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 €655,923 for the year ended December 31, 2021, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €180,379. In addition, the shareholders take note of 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, 2021

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, 2021, which show consolidated net income of €598,190,433, the shareholders approve the consolidated financial statements for the year ended December 31, 2021 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 take note of 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, 2021

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 exceeds 10% of the share capital and that (ii) the balance sheet for the year ended December 31, 2021 shows net income of €205,625,092.05 which, when increased by retained earnings of €58,336,420.17 results in distributable net income of €263,961,512.22.

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

- €10,000,000.00 to be transferred to the "General reserve", increasing the balance from €865,000,000.28 to €875,000,000.28;
 - €26,960.00 to be transferred to the "Special sponsorship reserve", increasing the balance from €993,092.58 to €1,020,052.58;
 - €100,607,037.00 to be distributed as dividends;
- the remaining €153,327,515.22 to be transferred to "Retained earnings".

Each shareholder would thereby receive a dividend of €0.85 per share.

This dividend would be paid at the latest on June 8, 2022.

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, 2020	73,383,956.40	0.62
Dec. 31, 2019	22,488,631.80	0.19
Dec. 31, 2018	41,426,427.00	0.35

(*) 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 *quarter* 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, 3²° 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 entered into by the Company
with the Fondation Christophe et Rodolphe Mérieux regarding the revision of the sponsorship agreement
as described in the Statutory Auditors' special report*

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Statutory Auditors' special report, presented in accordance with the provisions of Article L.225-40 of the French Commercial Code, on the agreements referred to in Articles L.225-38 *et seq.* of said Code, the shareholders approve the agreement entered into with the Fondation Christophe et Rodolphe Mérieux under the terms and conditions described in the Statutory Auditors' report, as well as the Statutory Auditors' conclusions on said agreement as set out in the report.

SIXTH 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 years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2025.

SEVENTH RESOLUTION

*Renewal of the term of office of Jean-Luc Bélingard
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 Jean-Luc Bélingard as a director, for a further period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2025.

EIGHTH RESOLUTION

Determination of the annual compensation allocated to the members of the Board of 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 €500,000 (five hundred thousand euros) for the current financial year and for subsequent financial years, until further decision by the Annual General Meeting.

NINTH 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 compensation policy for corporate officers, as presented in Chapter 4.3.1 of the 2021 Universal Registration Document, which includes said corporate governance report.

TENTH RESOLUTION

*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*

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 and Chief Executive Officer, as presented in Chapter 4.3.1 of the 2021 Universal Registration Document, which includes said corporate governance report.

ELEVENTH RESOLUTION

*Approval of the compensation policy for the Chief Operating 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 Operating Officer, as presented in Chapter 4.3.1 of the 2021 Universal Registration Document, which includes said corporate governance report.

TWELFTH RESOLUTION

*Approval of the compensation policy for 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 directors, as presented in Chapter 4.3.1 of the 2021 Universal Registration Document, which includes said corporate governance report.

THIRTEENTH RESOLUTION

*Approval of the components of compensation paid or allocated
to corporate officers in respect of the year ended December 31, 2021*

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, including the report on the compensation of the Company's corporate officers, the shareholders approve said report, as presented in Chapter 4.3.2 of the 2021 Universal Registration Document, which includes said corporate governance report.

FOURTEENTH RESOLUTION

*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, 2021*

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, 2021 to Alexandre Mérieux in respect of his office as Chairman and Chief Executive Officer, as indicated in Chapter 4.3.2 of the 2021 Universal Registration Document, which includes said corporate governance report.

FIFTEENTH RESOLUTION

*Approval of the components of compensation paid or allocated to Pierre Boulud
as Chief Operating Officer in respect of the year ended December 31, 2021*

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, 2021 to Pierre Boulud in respect of his office as Chief Operating Officer, as indicated in Chapter 4.3.2 of the 2021 Universal Registration Document, which includes said corporate governance report.

SIXTEENTH 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 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 €2,959,030,500 (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, 2022 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.

2. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

SEVENTEENTH 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 sixteenth resolution of this Meeting, the shareholders authorize the Board of Directors, pursuant to 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 pursuant to the share buyback program authorized pursuant to the sixteenth 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 bylaws 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.

EIGHTEENTH 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.

ADDITIONAL DOCUMENTS REQUEST

To be sent to bioMérieux – at the following electronic address investor.relations@biomerieux.com or at the following postal address : bioMérieux – Direction Juridique – 376, chemin de l’Orme – 69280 Marcy-l’Etoile.

I, undersigned:

NAME AND SURNAME

POSTAL ADDRESS

EMAIL ADDRESS

Owner of _____ shares:

- registered shares,

- bearer shares, held in account at⁽¹⁾ _____

Requests bioMérieux to send, documents mentioned in Article R 225-3 of the French Code de commerce for the next General Meeting on May 23rd, 2022.

Date:

Signature:

NOTA : By application of Article R. 225-83 of the French Code de commerce, the shareholders of registered shares may, by simple request, obtain from the company, the sending of documents stated at such Article, for any General Meeting.

(1) information of the bank, financial establishment or broker which hold the account (the requester shall justify his quality of shareholder by sending a certificate of registration of his shares).

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