



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

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 20, 2021

PRELIMINARY NOTICE

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

IMPORTANT – HEALTH SITUATION

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

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

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

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

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

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

AGENDA

I. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

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

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

II. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

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

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

TEXT OF THE DRAFT RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS

I. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the parent company financial statements for the year ended December 31, 2020; approval of the total amount of expenses and costs falling within the scope of Article 39-4 of the French Tax Code

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, 2020, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2020, the shareholders approve the parent company financial statements for the year ended December 31, 2020 as submitted to them, showing net income of €23,812,951.44. 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 €518,635 for the year ended December 31, 2020, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €160,777. 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, 2020

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, 2020, which show consolidated net income of €402,678,126.08, the shareholders approve the consolidated financial statements for the year ended December 31, 2020 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 profit for the year ended December 31, 2020

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, 2020 shows net income of €23,812,951.44 which, when increased by retained earnings of €117,597,841.77, results in distributable profit of €141,410,793.21.

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

- €10,000,000 to be transferred to the “General reserve”, increasing the balance from €855,000,000.28 to €865,000,000.28;
- €0 to be transferred to the “Special sponsorship reserve”, whose balance will remain at €993,092.58;
- €73,383,956.40 to be distributed as dividends;
- the remaining €58,026,836.81 to be transferred to “Retained earnings”.

Each shareholder would thereby receive a dividend of €0.62 per share.

This dividend would be paid at the latest on June 8, 2021.

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, 2019 | 22,488,631.80 | 0.19 |
| Dec. 31, 2018 | 41,426,427.00 | 0.35 |
| Dec. 31, 2017 | 40,242,814.80 | 0.34 |

(*) 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 Institut Mérieux regarding an addendum to the services agreement with Institut Mérieux, 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 Institut 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

Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the payment of an additional €12,000,000 under the sponsorship agreement with Fondation Mérieux, as described in the Statutory Auditors' special report

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 Fondation 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.

SEVENTH RESOLUTION

Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the payment of an additional €500,000 under the sponsorship agreement with Fondation Mérieux, as described in the Statutory Auditors' special report

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 Fondation 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.

EIGHTH RESOLUTION

Approval of the related-party agreement entered into by the Company with the bioMérieux Endowment Fund regarding the payment of an initial endowment of €20,000,000 to the bioMérieux Endowment Fund, as described in the Statutory Auditors' special report

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 bioMérieux Endowment Fund 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.

NINTH RESOLUTION

*Renewal of the term of office of Alain Mérieux
as founding Chairman*

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 Alain Mérieux as founding Chairman, 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, 2024.

TENTH RESOLUTION

*Renewal of the term of office of Marie-Paule Kieny
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 Marie-Paule Kieny 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, 2024.

ELEVENTH RESOLUTION

*Renewal of the term of office of Fanny Letier
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 Fanny Letier as a director, for a new period of four years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2024.

TWELFTH RESOLUTION

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

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, in application of Article L.22-10-8 of the French Commercial Code, and having considered the Board of Directors' corporate governance report prepared in application of Article L.225-37 of the French Commercial Code, the shareholders approve the compensation policy for corporate officers, as presented in Chapter 4.3.1 of the 2020 Universal Registration Document, which includes said corporate governance report.

THIRTEENTH 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 2020 Universal Registration Document, which includes said corporate governance report.

FOURTEENTH 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 2020 Universal Registration Document, which includes said corporate governance report.

FIFTEENTH 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 2020 Universal Registration Document, which includes said corporate governance report.

SIXTEENTH RESOLUTION

*Approval of the components of compensation paid or allocated
to corporate officers in respect of the year ended December 31, 2020*

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 2020 Universal Registration Document, which includes said corporate governance report.

SEVENTEENTH 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, 2020*

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, 2020 to Alexandre Mérieux in respect of his office as Chairman and Chief Executive Officer, as indicated in Chapter 4.3.2 of the 2020 Universal Registration Document, which includes said corporate governance report.

EIGHTEENTH 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, 2020*

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, 2020 to Pierre Boulud in respect of his office as Chief Operating Officer, as indicated in Chapter 4.3.2 of the 2020 Universal Registration Document, which includes said corporate governance report.

NINETEENTH 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, 2021 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.

II. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

TWENTIETH 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 nineteenth 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 nineteenth 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 twenty-four 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 eighteen months from the date of this Meeting. With effect from the date hereof, it supersedes any other prior authorization for the same purpose.

TWENTY-FIRST RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, with pre-emptive subscription rights

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-132 to L.225-134 and L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases with pre-emptive subscription rights for existing shareholders, in the amounts and at the times it sees fit, through the issue (including through the free allocation of subscription warrants), in France and/or abroad and in euros, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
 - i. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting of the company in which the rights are exercised. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
 - ii. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve that the total nominal amount of capital increases that may be carried out immediately and/or in the future shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the thirty-second resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- resolves, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed one billion (1,000,000,000) euros or the equivalent of this amount in other currencies, at the date of the issue decision. This amount shall be included in **Overall Limit II** provided for under the thirty-second resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the bylaws;
- resolve that the shareholders shall have irrevocable pre-emptive subscription rights, in proportion to the number of shares they hold, to securities issued under this resolution and resolve that the Board of Directors may introduce a right to subscribe for excess shares;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately or in the future, in favor of the holders of said securities;
- resolve that if the irrevocable subscription rights and, where applicable, the rights to subscribe for excess shares do not cover the entire share or security issue as defined above, the Board may, under the conditions provided for under Article

- L.225-134 of the French Commercial Code, at its discretion, limit the issue to the amount of subscriptions received, provided that said amount equals at least three-quarters of the decided issue, and allocate at its own initiative, and/or offer to the public, all or part of the unsubscribed shares;
- resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the thirty-second resolution;
 - resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
 - resolve that the Board of Directors will have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and in particular to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for under this resolution and amend the Company's bylaws to reflect the new capital;
 - note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-SECOND RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52, L.22-10-54, L.228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of a public offer other than offers governed by Article L.411-2 of the French Monetary and Financial Code and/or offered in payment for securities tendered in a public exchange offer, of shares in the Company or securities, which may be subscribed for either in cash or by offsetting receivables, issued in return for payment or free of charge, giving access by any means, either immediately and/or in the future, to:
 - i. existing shares or shares to be issued by the Company and/or a company which directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, subject, only in the case of shares to be issued, to the authorization of the extraordinary shareholders' meeting of the company in which the rights are exercised. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
 - ii. existing shares of the Company and/or a company in which it directly or indirectly owns less than half of the share capital or in which less than half of the share capital is directly or indirectly owned by said company. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
- resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities and to grant the Board of Directors the power to establish a priority right for shareholders to subscribe for these shares and securities on an irrevocable basis and, if they so wish, for excess shares and securities, in accordance with the provisions of Articles L.225-135 and L.22-10-51 of the French Commercial Code, it being specified that unsubscribed shares shall be offered to the public in France and/or other countries and/or on the international market;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, will be at least equal to the minimum price set out in the legal or regulatory texts applicable at the date of issue;
- resolve that the exchange, reimbursement or, more generally, conversion of securities giving access to the share capital into shares, will take place, taking into account the par value of said securities, for a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for share issues under this resolution;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve, in the event of an issue of securities offered in payment for securities tendered in a public exchange offer, that the Board of Directors shall have, in accordance with the provisions of Article L.22-10-54 of the French Commercial Code and within the aforementioned limits, the necessary powers to define the list of securities tendered in the exchange, the terms of the issue, the exchange ratio, the balance to be settled in cash, where applicable, and the conditions of the issue;
- resolve that the total nominal amount of capital increases that may be carried out immediately and/or in the future shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the thirty-second resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- resolve, in addition, that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount shall be included in **Overall Limit II**, provided for under the thirty-second resolution, it being specified that this amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and

- L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the bylaws;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately or in the future, in favor of the holders of said securities;
 - resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the thirty-second resolution, subject to the adoption of the twenty-fifth resolution;
 - resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
 - resolve that the Board of Directors will have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and in particular to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record the completion of the increases provided for under this resolution and amend the Company's bylaws to reflect the new capital;
 - note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-THIRD RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities, without pre-emptive subscription rights, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129, L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52, L.228-91 *et seq.* of the French Commercial Code, as well as Article L.411-2 1° of the French Monetary and Financial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the issue, in France and/or abroad and in euros, by way of a public offer governed by Article L.411-2 1° of the French Monetary and Financial Code, of shares in the Company or any securities giving access by any means, immediately and/or in the future, to existing shares or shares to be issued by the Company or a company in which it directly or indirectly owns more than half of the share capital, subject to the authorization of the extraordinary shareholders' meeting of the company in which the rights are exercised, without pre-emptive subscription rights for existing shareholders, which may be subscribed for either in cash or by offsetting receivables. These securities may give the right to the allocation of debt securities and be denominated in any currency or set by reference to several currencies;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
- resolve to cancel the shareholders' pre-emptive subscription right to these shares or securities;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, will be at least equal to the minimum price set out in the legal or regulatory texts applicable at the date of issue;
- resolve that the exchange, reimbursement or, more generally, conversion of securities giving access to the share capital into shares, will take place, taking into account the par value of said securities, for a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for share issues under this resolution;
- resolve that this authorization shall not include any issue of preference shares or securities giving access to preference shares;
- resolve that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed 20% of the share capital per year, it being specified that (i) this limit of 20% may be calculated at any time in view of the fact that it applies to the share capital adjusted in light of transactions impacting it subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place by exercising the rights and securities already issued, the exercise of which has been deferred, and (ii) the amount of capital increases provided for in this resolution shall be included in **Overall limit I** provided for under the thirty-second resolution;
- resolve, in addition, that the total nominal amount of debt securities giving access to the share capital that may be issued pursuant to this resolution may not exceed one billion (1,000,000,000) million euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount will be deducted from **Overall Limit II** provided for under the thirty-second resolution;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares in the Company's capital to which the securities issued may grant access, immediately or in the future, in favor of the holders of said securities;
- resolve that for each of the issues decided under this resolution, the number of shares to be issued may be increased, in accordance with the conditions of Article L.225-135-1 of the French Commercial Code and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the thirty-second resolution, subject to the adoption of the twenty-fifth resolution;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
- resolve that the Board of Directors will have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and in particular to set the conditions of the issue, subscription and payment of the shares and securities, preserve the rights of holders of securities, suspend, where applicable, the exercise of rights attached to these securities for a maximum period of three months, place on record

- the completion of the increases provided for under this resolution and amend the Company's bylaws to reflect the new capital;
- note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-FOURTH RESOLUTION

Authorization to be given to the Board of Directors to set the issue price of the ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, in accordance with the conditions laid down by the Annual General Meeting

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L.22-10-52 of the French Commercial Code, subject to the adoption of the twenty-second and twenty-third resolutions, authorizes the Board of Directors, which may delegate its powers to the Chief Executive Officer, for each of the issues decided under the authorizations granted in the twenty-second and twenty-third resolutions, and within the annual limit of 10% of the share capital at the time of the issue (it being specified that this limit of 10% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Annual General Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred), to derogate from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the ordinary shares and/or other securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company in one of the following ways:

- a) the issue price of the shares will be at least equal to the weighted average of the closing prices on the Euronext Paris regulated market on the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) 2017/1129 of June 14, 2017, less, where so decided, a maximum discount of 10%;
- b) the issue price of securities giving immediate or future access to shares in the Company shall be set to ensure that the amount received immediately by the Company, increased, where applicable, by the amount to be received at a later date, shall, for each share issued as a result of the securities issued, be at least equal to the amount mentioned in paragraph a) above.

The amount of the capital increases carried out pursuant to this resolution will be included in **Overall Limit I** and **Overall Limit II** provided for under the thirty-second resolution.

This authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting.

TWENTY-FIFTH RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the number of shares and/or securities giving access to the Company's share capital or giving the right to the allocation of debt securities to be issued in the event of a capital increase

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' report, in accordance with Article L.225-135-1 of the French Commercial Code, the shareholders authorize the Board of Directors, subject to the adoption of the twenty-first to twenty-third resolutions, for a period of twenty-six months from the date of this Meeting, to increase, in accordance with Article R.225-118 of the French Commercial Code or any other applicable legal provisions, at its sole discretion and within the limit provided for under the resolution pursuant to which the initial issue is decided and within the limit of **Overall Limit I** and **Overall Limit II** provided for under the thirty-second resolution, within thirty days of the close of subscriptions to the initial issue and within the limit of 15% of the initial issue and at the same price as that used for the initial issue, the number of shares or securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights, decided in accordance with the twenty-first to twenty-third resolutions.

The shareholders note that the limit provided for in the first paragraph of Article L.225-134 I of the French Commercial Code will be increased in the same proportions.

The shareholders also note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-SIXTH RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital, without pre-emptive subscription rights, as consideration for contributions in kind made to the Company

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' report, in accordance with Article L.22-10-53 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide, based on the appraiser's report referred to in paragraphs 1 and 2 of the abovementioned Article L.225-147 and Article L.22-10-53, to issue ordinary shares in the Company or securities giving

- access by any means, either immediately and/or in the future, to ordinary shares in the Company as consideration for contributions in kind granted to the Company and comprising shares or securities giving access to the share capital, where the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
 - resolve that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed 10% of the share capital, it being specified that (i) this limit of 10% may be calculated at any time in view of the fact that it applies to the share capital as adjusted in light of capital transactions carried out subsequent to this Meeting and not taking into account the nominal amount of capital increases that may take place through the exercise of the rights and securities already issued, the exercise of which has been deferred, and (ii) the amount of capital increases provided for in this resolution will be included in **Overall Limit I** provided for under the thirty-second resolution;
 - resolve that the total nominal amount of debt securities giving access by all means to the share capital or to debt securities, that may be issued under this authorization, shall not exceed one billion (1,000,000,000) euros or the equivalent of this amount in case of issuance in another currency or in units of account set by reference to several currencies. This amount shall be included in **Overall Limit II** provided for under the thirty-second resolution;
 - resolve to cancel, where appropriate, the shareholders' pre-emptive right to subscribe for ordinary shares and securities issued under this resolution, in favor of the holders of the contributed shares and securities, and note that this authorization entails the waiver of the shareholders' pre-emptive right to subscribe for the ordinary shares in the Company to which the securities issued under this resolution may grant access;
 - resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against the amount of issue premiums and deduct the amount required to increase the statutory reserve;
 - resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and in particular to decide on the evaluation of the contributions and the granting of special benefits, record the completion of the capital increases carried out pursuant to this resolution, amend the bylaws accordingly, carry out all formalities and declarations and request all authorizations necessary to carry out these contributions;
 - note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-SEVENTH RESOLUTION

Authorization to be given to the Board of Directors to decide to increase the share capital through the capitalization of additional paid-in capital, reserves, profits or other items

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings provided for in Articles L.225-130 and L.22-10-50 of the French Commercial Code, having considered the Board of Directors' report and having noted that the share capital has been fully paid up, in accordance with Articles L.225-129-2, L.225-130 and L.22-10-50 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to carry out one or more capital increases, in the amounts and at the times it sees fit, through the successive or simultaneous capitalization of additional paid-in capital, reserves, profits or other items that are eligible for capitalization by virtue of the law or the bylaws, in the form of free share grants or an increase in the par value of existing shares or a combination of both;
- resolve that this authorization shall be given to the Board of Directors for a period of twenty-six months from the date of this Meeting;
- resolve that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the thirty-second resolution, to which may be added, where applicable, the additional nominal amount of shares to be issued to preserve, in accordance with the law and, where appropriate, the contractual terms and conditions providing for other adjustments, the rights of holders of securities giving access to shares;
- in the event that the Board of Directors uses this authorization, resolve that in accordance with the provisions of Articles L.225-130 and L.22-10-50 of the French Commercial Code, fractional share rights may not be negotiable and that the corresponding securities will be sold; the proceeds from the sale will be allocated to the holders of the rights within the time limit provided for by law;
- resolve that the Board of Directors may, where applicable, offset the costs, duties and fees arising from the issues provided for in this resolution against one or several available reserve accounts and deduct the amount required to increase the statutory reserve; resolve that the Board of Directors shall have full powers, in accordance with the law, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization and in particular to set the conditions of the issues provided for under this resolution, record the completion of these issues and amend the Company's bylaws accordingly;
- note that this authorization supersedes any other prior authorization for the same purpose.

TWENTY-EIGHTH RESOLUTION

Authorization to be given to the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, shares resulting from the issue of securities, by subsidiaries and/or the Company's parent company, giving access to shares and/or other securities to be issued by the Company

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129-2 and L.228-93 of the French Commercial Code, the shareholders:

- authorize the Board of Directors to decide to issue shares and/or other securities of the Company to which securities issued by one or more companies in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or a company which directly or indirectly owns more than half of the Company's share capital (the "parent company") grant access;
- these securities may only be issued by the Subsidiaries with the approval of the Company's Board of Directors and may, in accordance with Article L.228-93 of the French Commercial Code, give access by any means, immediately and/or in the future, to the Company's shares. They may be issued on one or more occasions, in France or abroad;
- resolve that the total nominal amount of capital increases that may be carried out immediately and/or in the future, shall not exceed €4,210,280, i.e., approximately 35% of the share capital at the date of this Meeting, it being specified that this amount shall be included in **Overall Limit I** provided for under the thirty-second resolution;
- resolve that the total nominal amount of issues that mainly consist of debt securities, such as bond issues, may not exceed one billion (1,000,000,000) euros or the equivalent of this amount in another currency, at the date of the issue decision. This amount is independent of and separate from the amount of debt securities provided for by Articles L.228-40 and L.228-92, paragraph 3 of the French Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L.228-4 of the French Commercial Code or the bylaws;
- resolve that, in any event, the amount paid at the time of the issue or subsequently paid to the Company for each share issued pursuant to the issue of these securities must be at least equal to the minimum price set out by legal and regulatory provisions and the Company's bylaws. This price shall be adjusted, where appropriate, to take into account differences in the dates of entitlement to dividends;
- resolve to cancel the pre-emptive subscription right of the Company's shareholders to the abovementioned securities issued by the Subsidiaries and/or the parent company;
- resolve that the amount paid, or due, to the Company for each of the ordinary shares issued or to be issued, in the event of the issue of securities giving access to the share capital, will be at least equal to the minimum price set out in the legal or regulatory provisions applicable at the date of issue;
- resolve that the Board of Directors may not use this authorization from the date of the filing of a public offer for the Company's shares by a third party until the end of the offer period unless previously authorized to do so by the Annual General Meeting;
- resolve that the Board of Directors will have full powers to implement this resolution, subject to the approval of the Board of Directors, the Management Board or other competent executive or managerial bodies of the Subsidiaries issuing the securities referred to in this resolution, and in particular to:
 - set the amounts to be issued,
 - set the issue prices,
 - set the other terms and conditions of the issue and the characteristics of the securities that may be issued pursuant to this resolution,
 - set the date of entitlement to dividends, including retroactively, of the securities to be created,
 - take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with legal and regulatory provisions and, where applicable, the contractual terms and conditions providing for other adjustments,
 - offset, where applicable, the cost of the capital increases against the amount of the corresponding issue premiums and, if deemed appropriate, deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each issue,
 - take all necessary measures and enter into all agreements to successfully carry out the planned issues, in accordance with the applicable French laws and regulations and, where appropriate, any applicable foreign laws and regulations,
 - list for trading on a stock exchange, where applicable, securities to be issued or shares issued by exercising securities giving access to Company shares to be issued,
 - report the completion of the capital increases carried out pursuant to this resolution and amend the bylaws accordingly, carry out all formalities and declarations and request all authorizations necessary to carry out these issues.

TWENTY-NINTH RESOLUTION

*Authorization to be given to the Board of Directors for a period of thirty-eight months
to grant free shares, existing or to be issued,
without pre-emptive subscription rights*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-197-1 *et seq.* and L.22-10-59 of the French Commercial Code, the shareholders:

1. authorize the Board of Directors to carry out, on one or several occasions, for the benefit of all employees, or certain employees, as well as corporate officers, or certain corporate officers, of the Company or companies related to it, within the meaning of Article L.225-197-2 of the French Commercial Code, grants of free ordinary existing shares or shares to be issued in the Company;
2. resolve that the number of free ordinary shares that may be granted pursuant to this authorization may not exceed €1,202,937 corresponding to 11,836,122 shares or 10% of the Company's share capital, as determined on the day of each grant decision by the Board of Directors, it being specified that:
 - 2.1. the number of ordinary shares that may be granted to the Company's executive corporate officers upon each of the Board of Directors' decisions to grant shares may not exceed 1% of the Company's share capital, as determined on the day of said decision by the Board of Directors, this limit being included the abovementioned overall limit of 10% of the share capital;
 - 2.2. the ceiling and sub-ceiling mentioned above do not take into account the number of ordinary shares that could be granted to beneficiaries in addition to the ordinary shares initially granted, as part of the adjustments that would be required to preserve the rights of said beneficiaries in the event of a transaction involving the Company's share capital that takes place during the vesting period referred to in paragraph 3 of this resolution;
 - 2.3. free shares may not be granted to employees or corporate officers who individually hold more than 10% of the share capital. Moreover, a free share grant may not result in employees or corporate officers individually holding more than 10% of the share capital.
3. resolve that:
 - 3.1. the ordinary shares will be allocated definitively to their beneficiaries after a vesting period whose duration will be set by the Board of Directors, it being understood that this duration may not be less than one year;
 - 3.2. if applicable, the lock-up period for said ordinary shares will be set by the Board of Directors, it being understood that this period may not be less than one year if the vesting period is one year, and that there may not be a minimum lock-up period if the vesting period is greater than or equal to two years (at the Board of Directors' discretion), it being specified that for the shares granted to the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers, the Board of Directors may either (i) decide that the free shares granted may only be transferred by the persons concerned when their terms of office end or are renewed, or (ii) set the number of shares granted that they are required to hold in registered form until their terms of office end or are renewed;
 - 3.3. for individuals who are not resident in France for tax purposes, if the legal and regulatory provisions in force on the day of the decision so allow, the Board of Directors may remove the abovementioned lock-up period, provided that the vesting period is at least equal to the vesting and lock-up periods combined;
 - 3.4. as an exception to the above, the shares may vest before the end of the vesting period in the event of invalidity of the beneficiaries corresponding to classification in the second or third categories provided for in Article L.341-4 of the French Social Security Code (*Code de la Sécurité Sociale*) and, in this case, the ordinary shares would immediately become freely transferable.
4. expressly make the final vesting of the ordinary shares pursuant to this authorization, including for the Company's executive corporate officers, conditional on their presence during the vesting period and the achievement of several performance and investment criteria as defined by the Board of Directors when it takes the decision to grant the shares.
5. note that, in the event of a grant of free ordinary shares to be issued by the Company, this authorization shall entail, (i) the incorporation of reserves, profits or additional paid-in capital in favor of the beneficiaries of such shares and the corresponding waiver by shareholders in favor of the beneficiaries of the grants to the portion of reserves, profits and additional paid-in capital thus incorporated, (ii) the waiver by the shareholders, in favor of the beneficiaries of said grants of ordinary shares to be issued, of their pre-emptive subscription rights to the ordinary shares to be issued as and when the ordinary shares vest, and to any right to free ordinary shares granted pursuant to this authorization. It is specified that the amount of said capital increase is not included in **Overall Limit I** provided for in the thirty-second resolution of this Meeting;
6. grant full powers to the Board of Directors, which may be delegated under the conditions set by law, to act on their behalf within the abovementioned limits, to implement this authorization and in particular to:
 - 6.1. determine the list of beneficiaries and the number of ordinary shares granted to each of them;
 - 6.2. determine whether the free ordinary shares to be granted will consist of ordinary shares to be issued or existing ordinary shares and, if applicable, modify its choice before they vest;

- 6.3. set the conditions and criteria for the granting of ordinary shares, and notably the performance criteria to be met before they vest;
 - 6.4. set and, where appropriate, modify all dates and conditions for the free share grants that will be carried out pursuant to this authorization;
 - 6.5. provide for the option to temporarily suspend the rights to share grants under the conditions provided for by the applicable laws and regulations;
 - 6.6. provide for the option of carrying out, in accordance with the terms and conditions it shall determine, if applicable, during the vesting period, any adjustments to preserve the rights of beneficiaries in the light of any transactions involving the Company's share capital, and in particular to determine the conditions under which the number of free ordinary shares granted will be adjusted;
 - 6.7. in the event of the issue of new ordinary shares, increase the share capital by incorporation of reserves, profits or additional paid-in capital, set the nature and amounts of the reserves, profits or additional paid-in capital to be incorporated into the share capital to pay up said ordinary shares, and deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following each increase, record the completion of the capital increases, and amend the bylaws accordingly;
 - 6.8. note the existence of sufficient reserves and, for each allocation, transfer to an unavailable reserve account the amounts required to pay up the new shares to be granted;
 - 6.9. purchase the shares required under a share buyback program, and allocate them to the plan;
 - 6.10. take all necessary measures to ensure that beneficiaries comply with the mandatory holding period;
 - 6.11. and more generally, complete all necessary formalities regarding the issue, listing and financial processing of the shares issued under this resolution, and undertake all that is useful and necessary in accordance with the applicable laws and regulations.
7. Set the period of validity of this authorization, which supersedes and replaces, where applicable insofar as they have not been exercised, all authorizations previously granted for the same purpose, at thirty-eight months from the date of this Meeting.

Every year, the Board of Directors will inform the ordinary shareholders' meeting of the transactions performed under this resolution, in accordance with the provisions of Article L.225-197-4 of the French Commercial Code.

THIRTIETH RESOLUTION

Authorization to be given to the Board of Directors to carry out a capital increase reserved for employees participating in a company savings plan

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and having noted that the share capital has been fully paid up, pursuant to Articles L.3332-18 *et seq.* of the French Labor Code (*Code du travail*) and Articles L.225-129-2, L.225-129-6 (paragraphs 1 and 2) and L.225-138-1 of the French Commercial Code and in accordance with the provisions of said Code, the shareholders:

1. authorize the Board of Directors to increase the share capital, on one or more occasions, at its sole discretion, through the issue of shares or securities giving access to the share capital of the Company reserved for employees participating in a company savings plan in France or in foreign companies related to the Company in accordance with the conditions of Article L.225-180 of the French Commercial Code and Articles L.3344-1 and L.3344-2 of the French Labor Code, for a maximum nominal amount of 3% of the share capital at the date of this Meeting (including any free shares granted instead of the discount or as the employer's matching contribution under the conditions and subject to the limits set out in Articles L.3332-18 *et seq.* of the French Labor Code), it being specified that this amount shall be included in **Overall Limit I** provided for under the thirty-second resolution;
2. resolve that the characteristics of the securities giving access to the share capital of the Company shall be decided by the Board of Directors in accordance with the law;
3. resolve that the subscription price of the securities issued under this authorization will be set by the Board of Directors and determined in accordance with the conditions provided for in Article L.3332-19 of the French Labor Code;
4. note that the Board of Directors may decide to issue shares or securities giving access to the share capital of the Company reserved for employees participating in a savings plan at the same time or independently from one or several issues open to shareholders or third parties;
5. resolve that the Board of Directors will have full powers, which may be delegated under the conditions set by law, to implement this authorization within the limits and under the conditions set out above, and in particular:
 - 5.1 set the characteristics of the securities to be issued, the amounts to be offered for subscription, and in particular to set the issue price, and, where applicable, the discount provided for in Article L.3332-19 of the French Labor Code,

the dates, deadlines, terms and conditions of subscription, payment, delivery and vesting of the securities, in accordance with the applicable legal and regulatory provisions,

5.2 set the conditions to be met by employees (or retired former employees and eligible corporate officers) to subscribe for or acquire, individually or via a mutual fund or an investment company with variable capital, shares or other securities giving access to the share capital issued under this authorization,

5.3 set the date, including retroactively, from which time the new shares or securities will give entitlement to dividends,

5.4 take any measures necessary to protect the rights of holders of securities or other rights giving access to the share capital in accordance with the law and, where applicable, the contractual terms and conditions providing for other adjustments,

5.5 record the capital increases in the amount of shares actually subscribed or other securities issued pursuant to this authorization,

5.6 offset, where applicable, the cost of capital increases against the amount of shares which are actually subscribed or other securities issued pursuant to this authorization and deduct from this amount the sums required to increase the statutory reserve to one-tenth of the new share capital following these increases,

5.7 in the event of the issue of free shares instead of the discount or as the employer's matching contribution, offset, where applicable, the sums required to pay up such shares against the reserves, profits and additional paid-in capital, record the capital increases carried out pursuant to this authorization and amend the bylaws to reflect the new share capital,

5.8 enter into all agreements, complete directly or by agent all transactions and procedures including the completion of formalities following the share capital increases and the amendment of the bylaws to reflect these increases and, more generally, do whatever is necessary,

5.9 generally, enter into any agreement in particular to successfully carry out the planned issues, take all measures and carry out all formalities necessary for the issue, the listing and the financial management of the securities issued pursuant to this authorization as well as the exercise of the related rights;

6. decide that this authorization is given to the Board of Directors for a term of twenty-six months from the date of this Annual General Meeting and supersedes any other prior authorization for the same purpose.

THIRTY-FIRST RESOLUTION

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

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, the shareholders resolve to cancel the shareholders' pre-emptive subscription right to these shares, including shares resulting from the issue pursuant to the thirtieth resolution of securities giving access to the share capital either immediately or in the future, in favor of employees, retired former employees and eligible corporate officers within the meaning of the law, participating in a company savings plan; said shareholders would waive any right to shares or securities which may be granted under this resolution, including any portion of reserves, profits or additional paid-in capital incorporated into the share capital in connection with the grant of free shares and securities issued pursuant to the thirtieth resolution instead of the discount or as the employer's matching contribution.

THIRTY-SECOND RESOLUTION

Overall limit on authorizations to issue shares

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and having noted that the share capital has been fully paid up, in accordance with the provisions of Article L.225-129-2 of the French Commercial Code, the shareholders:

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

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

THIRTY-THIRD RESOLUTION

Amendments to Articles 12, 14, 15 and 17 of the Company's bylaws

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report, the shareholders resolve to amend Articles 12, 14, 15 and 17 of the bylaws in order to take into account certain provisions of Law no. 2019-486 of May 22, 2019 relating to the growth and transformation of companies, Law no. 2019-744 of July 19, 2019 relating to the simplification, clarification and updating of company law, and Order no. 2019-1234 relating to the compensation of corporate officers of listed companies:

| Previous wording | New wording |
|---|--|
| <p style="text-align: center;">Article 12-IV (Chairman of the Board of Directors - Founding Chairman - Vice-Chairman - Observing advisers)</p> <p>(...) IV – The Board of Directors may receive assistance in carrying out its duties from one to three observing advisers appointed by the Ordinary General Meeting of shareholders for a period of three (3) years.</p> <p>These observing advisers may be selected from among the shareholding individuals or legal entities or may be external to them.</p> <p>The observing advisers attend meetings of the Board of Directors without being entitled to vote, and serve as consultants for the directors, with no obligation upon said directors to follow the advice or recommendations provided.</p> <p>At each meeting of the Board of Directors, the observing advisers receive all the information that may reasonably be required for them to carry out their duties in a satisfactory manner.</p> <p>The observing advisers may receive remuneration taken from the allocation of attendance fees. They may also receive ad hoc remuneration for duties entrusted to them on an exceptional basis by the Board of Directors.</p> <p>The observing advisers are bound by the same obligations regarding confidentiality as the Directors.</p> <p>The observing advisers may be removed at any time by the Ordinary General Meeting."</p> | <p style="text-align: center;">Article 12-IV (Chairman of the Board of Directors - Founding Chairman - Vice-Chairman - Observing advisers)</p> <p>(...) IV – The Board of Directors may receive assistance in carrying out its duties from one to three observing advisers appointed by the Ordinary General Meeting of shareholders for a period of three (3) years.</p> <p>These observing advisers may be selected from among the shareholding individuals or legal entities or may be external to them.</p> <p>The observing advisers attend meetings of the Board of Directors without being entitled to vote, and serve as consultants for the directors, with no obligation upon said directors to follow the advice or recommendations provided.</p> <p>At each meeting of the Board of Directors, the observing advisers receive all the information that may reasonably be required for them to carry out their duties in a satisfactory manner.</p> <p>The observing advisers may receive remuneration taken from the remuneration allocated to Directors. They may also receive ad hoc remuneration for duties entrusted to them on an exceptional basis by the Board of Directors.</p> <p>The observing advisers are bound by the same obligations regarding confidentiality as the Directors.</p> <p>The observing advisers may be removed at any time by the Ordinary General Meeting."</p> |
| <p style="text-align: center;">Article 14-III (Meetings of the Board of Directors)</p> <p>(...) III – In order for the deliberations of the Board to be valid, the presence of at least one half of the current Directors is necessary and adequate. An attendance register is presented to be signed by the Directors taking part in the meeting of the Board of Directors.</p> <p>Decisions are taken by a majority of the votes of the members present or represented. If the Board only has three members, decisions may be taken by two Directors present, provided they are in agreement.</p> <p>In the event of a tie, the meeting Chairman shall have the casting vote."</p> | <p style="text-align: center;">Article 14-III (Meetings of the Board of Directors)</p> <p>(...) III – In order for the deliberations of the Board to be valid, the presence of at least one half of the current Directors is necessary and adequate. An attendance register is presented to be signed by the Directors taking part in the meeting of the Board of Directors.</p> <p>Decisions are taken by a majority of the votes of the members present or represented. If the Board only has three members, decisions may be taken by two directors present, provided they are in agreement.</p> <p>Decisions relating to the specific powers of the Board of Directors may be taken by written consultation of the Directors under the conditions and within the limits referred to in Article L.225-37 of the French Commercial Code.</p> <p>In the event of a tie, the meeting Chairman shall have the casting vote."</p> |
| <p>Article 15 (Powers of the Board of Directors)</p> | <p>Article 15 (Powers of the Board of Directors)</p> |

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|--|---|
| <p>"The Board of Directors shall determine the Company's business policies and shall ensure that these are implemented.</p> <p>Subject to the powers expressly allocated to Meetings of Shareholders, and within the limits of the corporate purpose, the Board shall consider all matters relevant to the satisfactory running of the Company and its deliberations shall settle issues concerning the Company.</p> <p>The Board of Directors shall carry out the checks and verifications it considers appropriate.</p> <p>The Company's Chairman or CEO must provide each Director with all the documents he or she requires to carry out his or her duties. The Board of Directors may decide to set up committees tasked with examining questions presented for consideration by the Board itself or its Chairman.</p> <p>It shall define the composition and the remit of each of the committees. The committees shall have advisory powers and shall operate under the responsibility of the Board of Directors.</p> <p>If appropriate, the Board of Directors shall define the remuneration payable to committee members.</p> <p>The committees may task certain third parties with specific duties. When doing this, they must notify the Chairman of the Company's Board of Directors in advance."</p> | <p>"The Board of Directors shall determine the Company's business policies and shall ensure that these are implemented in accordance with its corporate interest, taking into account the social and environmental challenges of its activity.</p> <p>Subject to the powers expressly allocated to Meetings of Shareholders, and within the limits of the corporate purpose, the Board shall consider all matters relevant to the satisfactory running of the Company and its deliberations shall settle issues concerning the Company.</p> <p>The Board of Directors shall carry out the checks and verifications it considers appropriate.</p> <p>The Company's Chairman or CEO must provide each Director with all the documents he or she requires to carry out his or her duties. The Board of Directors may decide to set up committees tasked with examining questions presented for consideration by the Board itself or its Chairman.</p> <p>It shall define the composition and the remit of each of the committees. The committees shall have advisory powers and shall operate under the responsibility of the Board of Directors.</p> <p>If appropriate, the Board of Directors shall define the remuneration payable to committee members.</p> <p>The committees may task certain third parties with specific duties. When doing this, they must notify the Chairman of the Company's Board of Directors in advance.</p> |
| <p style="text-align: center;">Article 17 (Remuneration)</p> <p>The Board of Directors may receive attendance fees in the form of a fixed annual remuneration defined by the General Meeting and paid until such time as another General Meeting decides otherwise.</p> <p>These attendance fees are divided up among the members of the Board as the Board itself sees fit. In particular those Directors serving on committees may receive a larger share than that of the other Directors.</p> <p>The Board shall determine the fixed remuneration, variable remuneration or combination of the two payable to the Chairman and to any Director temporarily delegated to serve as Chairman and, under the conditions stipulated by the Law, the ad hoc remuneration payable for duties and assignments entrusted to Directors."</p> | <p style="text-align: center;">Article 17 (Remuneration)</p> <p>The Board of Directors may receive attendance fees in the form of a fixed annual remuneration defined by the General Meeting and paid until such time as another General Meeting decides otherwise.</p> <p>These attendance fees are This remuneration is divided up among the members of the Board as the Board itself sees fit. In particular those Directors serving on committees may receive a larger share than that of the other Directors.</p> <p>The Board shall determine the fixed remuneration, variable remuneration or combination of the two payable to the Chairman and to any Director temporarily delegated to serve as Chairman and, under the conditions stipulated by the Law, the ad hoc remuneration payable for duties and assignments entrusted to Directors."</p> |

THIRTY-FOURTH RESOLUTION

*Approval of the conversion of the Company into a European Company (Societas Europaea)
and the terms of the proposed conversion*

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings and having considered:

- the proposal to convert the Company into a European Company prepared by the Board of Directors on March 30, 2021 and filed with the Registry of the Lyon Commercial Court on March 31, 2021, explaining and justifying the legal and economic aspects of the conversion and indicating the consequences for shareholders and employees of the adoption of the legal form of European Company, and including as an appendix the draft of the Company's bylaws in its new form as a European Company;
- the Board of Directors' report;
- the report of Olivier Arthaud, conversion auditor appointed by order of the Presiding Judge of the Lyon Commercial Court on March 11, 2021 (as rectified by an order dated March 23, 2021);
- the unanimous favorable opinion of the Company's Economic and Social Committee on February 25, 2021 on the proposed conversion of the Company into a European company;

having noted that the Company meets the conditions required by the provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company, and in particular those referred to in paragraph 4 of Article 2 and Article

37 of said Regulation, as well as in Article L.225-245-1 of the French Commercial Code, relating to the conversion of a public limited company into a European company;

and having noted that:

- the conversion of the Company into a European Company will not result in the dissolution of the Company, nor in the creation of a new legal entity;
- the duration of the Company, its purpose and its registered office will not be modified;
- the Company's capital will remain fixed at the same amount and will remain divided into the same number of shares, it being specified that the same number of voting rights will remain attached to each share;
- the Company's shares will continue to be traded on the Euronext Paris regulated market (Compartment A – ISIN Code FR0013280286);
- the duration of the current financial year will not be modified as a result of the adoption of the legal form of European Company and the financial statements for the current year will be prepared, presented and audited in accordance with the conditions set out in the Company's bylaws in its new form and the provisions of the French Commercial Code relating to European Companies;
- the term of office of each of the Company's directors and auditors in office as of the date of the conversion shall continue under the same conditions and for the remainder of their term of office;
- all authorizations and delegations of authority and powers granted to the Board of Directors of the Company in its current form as a public limited company by all Annual General Meetings of the Company and in force on the date of the Company's registration as a European Company shall automatically remain valid for the Board of Directors of the Company in its new form as a European Company and shall continue to have full effect after the conversion;
- in accordance with paragraph 2 of Article 12 of the aforementioned regulation, the registration of the Company as a European Company will only take place once the procedure relating to the involvement of employees, as provided for in Articles L.2351-1 *et seq.* of the French Labor Code (*Code du travail*), has been completed;

the shareholders:

Approve the conversion of the Company into a European Company with a Board of Directors, approve the terms of the proposed conversion of the Company as determined by the Board of Directors and note that the conversion of the Company into a European Company will take effect as from the registration of the Company as a European Company in the Trade and Companies Registry of Lyon;

Grant full powers to the Board of Directors, which may be delegated, to (i) record the completion of the negotiations relating to the terms and conditions of employee involvement within the European Company and, where applicable, the signing of an agreement to that effect, (ii) accordingly note that the prerequisite to the registration of the Company in its new form, relating to the completion of the said negotiations, has been met, and (iii) carry out the formalities necessary for the registration of the Company in the legal form of European Company and, more generally, take the necessary steps to record the definitive completion of the conversion.

THIRTY-FIFTH RESOLUTION

Adoption of the Company's bylaws in its new legal form as a European Company

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings and having considered:

- the proposal to convert the Company into a European Company prepared by the Board of Directors on March 30, 2021 and filed with the Registry of the Lyon Commercial Court on March 31, 2021, explaining and justifying the legal and economic aspects of the conversion and indicating the consequences for shareholders and employees of the adoption of the legal form of European Company, and including as an appendix the draft bylaws of the Company in its new form as a European Company;
- the Board of Directors' report;
- the draft bylaws of the Company in its new legal form as a European Company, as attached to the aforementioned conversion proposal;

the shareholders:

Acknowledge, in accordance with the provisions of Article 11 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company, that as from the final completion of the conversion of the Company into a European Company, its corporate name bioMérieux will be followed by the words "European Company" or the initials "SE";

Adopt, subject to the prerequisite of the adoption of the preceding resolution, article by article, and then in its entirety, the text of the Company's bylaws in its new legal form as a European Company.

These bylaws, a copy of which is attached to the minutes of this Meeting, will become effective as of the final completion of the conversion of the Company into a European Company resulting from its registration.

THIRTY-SIXTH 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.

How to participate in the Annual General Meeting

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

In accordance with Article R. 22-10-28 of the French Commercial Code (*Code de Commerce*), shareholders must provide proof of ownership of their shares by the second business day preceding the Annual General Meeting, i.e., by 00:00 a.m. (CEST) on the morning of May 18, 2021, either in the registered share accounts kept on the Company's behalf by its authorized agent, BNP PARIBAS Securities Services, or in the bearer share accounts held by an authorized intermediary.

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

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

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

For holders of registered shares:

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

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

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

- or, on the day of the Meeting, go directly to the counter specially provided for this purpose with an identity document.

For holders of bearer shares:

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

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

For holders of registered shares: return the single postal voting form or proxy form, which will be sent with the notice of meeting, unless you have requested to receive the notice by electronic means, to the following address: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.

For holders of bearer shares: request the single postal voting form or proxy form from the intermediary who manages your shares as of the date the Annual General Meeting is convened; this single form must be accompanied by a share ownership certificate

issued by the financial intermediary and sent to: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.

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

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

For holders of registered shares:

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

After logging on, shareholders must follow the instructions on the screen to access the VOTACCESS site and vote.

For holders of bearer shares:

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

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

4. Notification of the appointment or revocation of a proxy

To be valid, appointments or revocations of proxies other than the Chairman of the Meeting must be received no later than the third day before the Meeting when submitted by post, i.e., May 17, 2021, or no later than the day before the Meeting when submitted electronically, i.e., 3:00 p.m. (CEST) on May 19, 2021, in one of the following ways:

- either via VOTACCESS, as described above;
- or by post to the following address: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.
- or by email to: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must contain the following information: the name of the company concerned (bioMérieux), the date of the meeting (May 20, 2021), your last name, first name, address and bank details, and the last name, first name and, if possible, address of the proxy you wish to appoint. If you are a bearer shareholder, you must ask the financial intermediary who manages your securities account to send written confirmation to the following address: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex.

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

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

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

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

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

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

Written questions

In accordance with Article R.225-84 of the French Commercial Code, all shareholders may submit questions in writing to the Chairman of the Board of Directors upon receipt of this notice. Any questions must be sent to the Chairman of the Board of Directors at the following email address investor.relations@biomerieux.com, no later than the fourth business day preceding the date of the Annual General Meeting, i.e., May 16, 2021, accompanied by a share ownership certificate. All written questions and answers will be published on the Company's website at www.biomerieux.com (Investors > Shareholder Area > General Shareholders' Meeting) within the time limits imposed by the regulations.

Shareholders' right of communication

Shareholders may obtain the documents referred to in Articles R.225-81 and R.225-83 of the French Commercial Code by sending a simple request by email to investor.relations@biomerieux.com 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 before the Annual General Meeting, i.e., April 29, 2021.

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.