

**bioMérieux S.A.**  
**French joint stock company (*société anonyme*) with share capital of €12,029,370**  
**Registered office: Marcy l'Etoile (69280), France**  
**Registered in Lyon, France under number 673 620 399**

## **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 26, 2016**

### **PRELIMINARY NOTICE**

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The shareholders of bioMérieux are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at 3:00 p.m. on May 26, 2016 at the Company's registered office (376 Chemin de l'Orme, Marcy l'Etoile (69280), France) to deliberate and decide on the following agenda and draft resolutions:

#### **AGENDA**

##### **ORDINARY RESOLUTIONS**

1. Approval of the financial statements for the year ended December 31, 2015; approval of the total amount of expenses and costs falling within the scope of article 39-4 of the French Tax Code (*Code général des impôts*)
2. Granting of discharge to the directors
3. Approval of the consolidated financial statements for the year ended December 31, 2015
4. Appropriation of profit for the year ended December 31, 2015
5. Approval of the related-party agreement entered into by the Company with Jean-Luc Belingard regarding his termination benefits, as described in the Statutory Auditors' special report
6. Opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2015
7. Opinion on the components of compensation due or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2015
8. Renewal of the term of office of Marie-Hélène Habert as director
9. Renewal of the term of office of Harold Boël as director
10. Replacement of the deputy Statutory Auditors
11. Authorization given to the Board of Directors to enable the Company to buy back its own shares

##### **EXTRAORDINARY RESOLUTIONS**

12. Authorization given to the Board of Directors to reduce the Company's share capital by canceling treasury shares
13. Authorization to be given to the Board of Directors for a period of 26 months to grant existing free shares or free shares to be issued, without pre-emptive subscription rights

14. Authorization to be given to the Board of Directors in the case of grants of new shares to be issued pursuant to the previous resolution
15. Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities

**TEXT OF THE DRAFT RESOLUTIONS SUBMITTED BY  
THE BOARD OF DIRECTORS TO  
THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF  
MAY 26, 2016**

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**I – WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING**

**1<sup>ST</sup> RESOLUTION**

***Approval of the financial statements for the year ended December 31, 2015; approval of the total amount of expenses and costs falling within the scope of article 39-4 of the French Tax Code (Code général des impôts)***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the financial statements for the year ended December 31, 2015, the Board of Directors' management report and the Statutory Auditors' report on the financial statements for the year ended December 31, 2015, the shareholders approve the financial statements for the year ended December 31, 2015 as submitted to them, showing profit of €75,654,870.75. 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, the shareholders approve the total amount of the non-tax deductible costs and expenses referred to in article 39-4 of said Code, which amounted to €417,838.97 for the year ended December 31, 2015, as well as the amount of tax paid by the Company in light of their non-deductible nature, i.e., €158,779. In addition, the shareholders take note of the detailed list of 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.

Lastly, having considered (i) the report of the Chairman of the Board of Directors which gives details of the composition of the Board, the application of the principle of gender equality on the Board, the conditions governing the preparation and organization of the Board of Directors' work and the internal control and risk management procedures implemented by the Company, and (ii) the Statutory Auditors' report on the Chairman's report, the shareholders take note of their respective content.

**2<sup>ND</sup> RESOLUTION**

***Granting of discharge to the directors***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders grant discharge to the directors for their duties during the past year.

**3<sup>RD</sup> RESOLUTION**

***Approval of the consolidated financial statements for the year ended December 31, 2015***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after 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, 2015 which show a consolidated profit of €110,342,627, the shareholders approve the consolidated financial statements for the year ended December 31, 2015 as submitted to them, as well as the transactions reflected in those financial statements or summarized in the report on the management of the Group.

#### 4<sup>TH</sup> RESOLUTION

##### ***Appropriation of profit for the year ended December 31, 2015***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and subsequent to 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, 2015 shows a profit of €75,654,870.75 which, when increased by retained earnings of €80,982,110.27, results in a distributable profit of €156,636,981.02.

They therefore resolve, on a motion by the Board of Directors, to appropriate said distributable profit as follows:

- €25,000,000 to be transferred to the general reserve, increasing the balance from €625,000,000.28 to €650,000,000.28;
- €37,464.29 to be transferred to the special sponsorship reserve, increasing the balance from €728,709.85 to €766,174.14;
- €39,453,740.00 to be distributed as dividends, representing a dividend of €1 for each of the 39,453,740 shares comprising the Company's share capital, to be paid on June 9, 2016;
- the remaining €92,145,776.73 to be transferred to retained earnings.

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 amount will be allocated to retained earnings.

The entire amount of the dividend is eligible for the 40% deduction. In accordance with paragraph 2 of article 158.3 of the French Tax Code, individuals domiciled in France for tax purposes benefit from a tax deduction of 40% on the annual dividend.

The shareholders take note of the fact that the sums distributed as dividends over the past three fiscal years, were as follows:

Year ended	Distributed dividends in euros <sup>(*)</sup>
Dec. 31, 2014	39,453,740.00
Dec. 31, 2013	39,453,740.00
Dec. 31, 2012	38,664,665.20

(\*) The Company did not receive any dividends on treasury shares held on the ex-dividend date. The corresponding amount will be allocated to retained earnings. In accordance with paragraph 2 of article 158.3 of the French Tax Code, only individuals domiciled in France for tax purposes benefit from a tax deduction on the annual dividend.

#### 5<sup>TH</sup> RESOLUTION

##### ***Approval of the related-party agreement entered into by the Company with Jean-Luc Belingard regarding his termination benefits, 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 Jean-Luc Belingard under the terms and conditions contained in the Statutory Auditors' report as well as the conclusions of said report in relation to this agreement.

## 6<sup>TH</sup> RESOLUTION

### ***Opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2015***

Consulted in accordance with the recommendation of section 24.3 of the AFEP-MEDEF Corporate Governance Code as revised in June 2013, to which the Company refers pursuant to the provisions of article L.225-37 of the French Commercial Code (*Code de commerce*) and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders issue a favorable opinion on the components of compensation due or granted to Jean-Luc Belingard, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2015, as described in Chapter 15 of the Registration Document including the Annual Financial Report.

## 7<sup>TH</sup> RESOLUTION

### ***Opinion on the components of compensation due or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2015***

Consulted in accordance with the recommendation of section 24.3 of the AFEP-MEDEF Corporate Governance Code as revised in June 2013, to which the Company refers pursuant to the provisions of article L.225-37 of the French Commercial Code (*Code de commerce*) and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the shareholders issue a favorable opinion on the components of compensation due or granted to Alexandre Mérieux, Chief Operating Officer, in respect of the year ended December 31, 2015, as described in Chapter 15 of the Registration Document including the Annual Financial Report.

## 8<sup>TH</sup> RESOLUTION

### ***Renewal of the term of office of Marie-Hélène Habert as director***

On the recommendation of the Board of Directors, the shareholders resolve to renew the term of office of Marie-Hélène Habert as director, which is due to expire, for a further period of four years, i.e., until the end of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2019.

## 9<sup>TH</sup> RESOLUTION

### ***Renewal of the term of office of Harold Boël as director***

On the recommendation of the Board of Directors, the shareholders resolve to renew the term of office of Harold Boël as director, which is due to expire, for a further period of four years, i.e., until the end of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2019.

## 10<sup>TH</sup> RESOLUTION

### ***Replacement of the deputy Statutory Auditors***

Voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and having considered the Board of Directors' report, the shareholders note the merger of the Company's deputy Statutory Auditor, Commissariat Contrôle Audit (CCA), into Diagnostic Revision Conseil, the Company's principal Statutory Auditor, and accordingly resolve to appoint as deputy Statutory Auditor PricewaterhouseCoopers Audit SA, based in Neuilly-sur-Seine (92200) at 63 rue de Villiers, to replace Commissariat Contrôle Audit (CCA) for the latter's remaining term of office, i.e., until the end of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2016.

## 11<sup>TH</sup> 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, having considered the Board of Directors' report, in accordance with article L.225-209 of the French Commercial Code, the shareholders authorize the Board of Directors, with the possibility of delegation, in accordance with the laws and regulations applicable at the time of exercise of such authorization and European Regulation no. 2273/2003 of December 22, 2003, to purchase, on the Company's behalf, on one or more occasions and whenever it deems appropriate, a number of the Company's own shares, within the statutory limit of 10% of its share capital (at any time whatsoever, this percentage being applicable to the share capital adjusted in light of transactions having an impact on it subsequent to this Meeting), it being specified that the maximum percentage of shares bought by the Company with a view to holding and subsequently delivering same as payment or exchange in connection with a merger, spinoff or contribution, is capped at 5%, as provided by law.

This authorization is given to enable the Company, in descending order of priority, to:

- maintain a liquid market in the Company's shares through market-making transactions carried out by an independent investment firm under a liquidity agreement that complies with the AMAFI code of ethics approved by the AMF;
- deliver shares upon the exercise of rights attached to the issue of securities giving access to Company shares and stock option plans, or in connection with share grants to employees and corporate officers of the Company or companies within the same Group, or the allocation or transfer of shares to employees under profit-sharing plans, employee share ownership plans or employee savings plans;
- hold shares for their subsequent delivery as payment or exchange in connection with external growth transactions; and
- reduce the Company's share capital by canceling shares subject to the limits laid down by law.

Under this authorization, the Company shall be permitted to buy back its own shares provided it complies with the following limits (which may be adjusted in connection with transactions affecting the share capital of the Company):

- the maximum purchase price per share shall not exceed €200, excluding acquisition-related fees;
- the maximum theoretical amount set aside in connection with this program is €789,074,800 (maximum theoretical amount without taking into account treasury shares). The authorization given to the Board of Directors with the possibility of delegation in accordance with the law, will allow the Board to adjust the abovementioned 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 redemption or reductions in share capital, the distribution of reserves or other assets and any other transaction affecting equity, in order to take into account the impact of such transactions on the value of its shares.

The shareholders resolve that the acquisition, sale and transfer of the Company's shares may be carried out by any means, in part through the use of derivatives, whether on the stock market or over the counter, excluding the sale of put options save in the case of exchanges in accordance with applicable regulations. No restriction applies to the portion of buybacks carried out 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 disposed of 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, in particular for the purpose of determining the advisability of initiating a share buyback program after publication of the program description and of setting the terms and conditions thereof, to use the authorization hereby given or to delegate same to the Chief Executive Officer or, subject to the approval of the latter, to the Chief Operating Officer – it being specified that the Chief Executive Officer, or the Chief Operating Officer as the case may be, must report to the Board of Directors on how this authorization has been used –

i.e., by placing all trading orders, entering into all agreements and completing all registrations and formalities with all entities, in particular the AMF, amending the bylaws and, generally, doing whatever is necessary.

With effect from the date hereof, this authorization replaces and supersedes, where applicable insofar as they have not been exercised, all authorizations previously given for the same purpose, for a period expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2016 or eighteen 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 shall report to the Annual General Meeting on transactions performed pursuant to this authorization.

## **II – WITHIN THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

### **12<sup>TH</sup> 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, having considered the Board of Directors' report and the Statutory Auditors' special report, subject to the adoption of the eleventh resolution, the shareholders authorize the Board of Directors, pursuant to article L.225-209 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 eleventh resolution of this Meeting, at its discretion, on one or more occasions, within the limit of 10% of the share capital over a period of 24 months from this Meeting, and reducing the share capital accordingly. The abovementioned limit of 10% applies to the amount of the Company's share capital, which may be adjusted to take into consideration transactions having an impact on the share capital 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 nominal amount against existing paid-in capital or available reserve accounts and grant full powers to the Board of Directors, with the possibility of delegation in accordance with the law, for the purpose of executing all documents and completing all formalities or registrations necessary to finalize the reductions of capital 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 all authorizations previously given for the same purpose.

### **13<sup>TH</sup> RESOLUTION**

#### ***Authorization to be given to the Board of Directors for a period of 26 months to grant existing free shares or free shares 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.* of the French Commercial Code, the shareholders:

- authorize the Board of Directors to carry out, on one or more occasions, free grants of existing shares or shares to be issued by the Company, in favor of employees or certain categories of employees to be determined by the Board from among employees of the Company or companies

related to it within the meaning of article L.225-197-2 of the French Commercial Code, as well as eligible corporate officers in accordance with article L.225-197-1 of the French Commercial Code. In the case of grants of shares to be issued, this authorization shall involve, following the vesting period(s), a capital increase through the capitalization of reserves, earnings or additional paid-in capital in favor of the beneficiaries of said shares;

- resolve that the Board of Directors shall have the authority to carry out the share grants and determine the identity of the beneficiaries;
- resolve that this authorization shall be given to the Board of Directors for a period of 26 months from the date of this Meeting;
- resolve that the share grants carried out under this authorization shall not cover a number of existing or new shares representing a percentage higher than 0.95% of the Company's share capital as reported at the close of this Annual General Meeting, this number not taking into account any adjustments that may be carried out in accordance with applicable laws and regulations and, where applicable, the contractual terms and conditions providing for other adjustments, to protect the rights of holders of securities or other rights giving access to the share capital;
- resolve that the grant of shares to beneficiaries will become final after a vesting period set by the Board of Directors of no less than one year, and that said shares shall be held for a minimum period to be set by the Board of Directors, it being specified that the cumulative vesting and mandatory holding periods can under no circumstances be less than two years;
- resolve that the shares vested under this authorization must be in registered form;
- resolve that in the event of a second or third category disability, as defined in article L.341-4 of the French Social Security Code (*Code de la sécurité sociale*), the shares will be definitively granted to the beneficiary before the end of the vesting period; these shares may be freely transferred as from the delivery date;
- note that this authorization shall automatically entail the waiver of the shareholders' pre-emptive right to subscribe for the shares that may be issued pursuant to this resolution in favor of the beneficiaries of said shares;
- resolve that in accordance with the law, the Board of Directors shall have all powers, which may be delegated to the Chief Executive Officer under the conditions set by law, to implement this authorization, particularly in terms of:
  - setting the terms and conditions (including performance conditions where applicable) for issues to be carried out under this authorization and the vesting dates for the new shares,
  - determining the number of free shares to be granted,
  - determining the beneficiaries, the number of free shares to be awarded to each of those beneficiaries and the terms and conditions of the award,
  - adopting any clauses forbidding the immediate resale of all or some of the shares in the event the shares are granted to corporate officers,
  - setting, for share grants to be made out of new shares, the amount and nature of the reserves, earnings and additional paid-in capital to be incorporated into the share capital,
  - making any necessary adjustments to the number of shares granted in the event of transactions in the Company's shares,
  - placing on record any capital increases, modifying the Company's bylaws accordingly, and more generally completing all necessary formalities regarding the issue, listing and financial processing of the shares issued under this resolution, and doing all that is useful and necessary in accordance with applicable laws and regulations;
- note that the Board of Directors will inform the Annual General Meeting each year, in accordance with the law, and in particular article L.225-197-4 of the French Commercial Code, of the transactions carried out pursuant to this resolution;

- note that this authorization supersedes any other prior authorization for the same purpose.

#### 14<sup>TH</sup> RESOLUTION

***Authorization to be given to the Board of Directors in the case of grants of new shares to be issued pursuant to the previous resolution***

Voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, subject to the condition precedent of the adoption of the thirteenth resolution, having considered the Board of Directors' report and in accordance with article L.225-129-2 of the French Commercial Code, the shareholders grant full powers to the Board of Directors, with effect from the date hereof and for a period of 26 months, to set, in the case of grants of new shares to be issued pursuant to the thirteenth resolution, the amount of reserves, profits or additional paid-in capital to be incorporated into the share capital, to record any capital increases carried out within the legal time limits, to amend the Company's bylaws accordingly and, more generally, to do whatever is necessary to implement this authorization and the consequences thereof.

#### 15<sup>TH</sup> RESOLUTION

***Full powers granted to the bearer of the minutes of this Meeting for the purpose of completing formalities***

The shareholders grant full powers to the bearer of the minutes of this Meeting, or of a copy or extract thereof, for the purpose of completing all necessary formalities.

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#### **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. These questions must be sent to the Chairman of the Board of Directors at the Company's registered office, by registered letter with acknowledgment of receipt at the latest four working days before the date of the Annual General Meeting, accompanied by a share ownership certificate.

#### **Requests for the inclusion of items or draft resolutions on the agenda**

Requests for the inclusion of items or draft resolutions on the agenda submitted by shareholders meeting the conditions set out in article R.225-71 of the French Commercial Code must be sent to the registered office by registered letter with acknowledgment of receipt, addressed to the Chairman of the Board of Directors, and received at least 25 calendar days before the Annual General Meeting, i.e., May 2, 2016, in accordance with article R.225-73 II of the French Commercial Code. Requests must be accompanied by a share ownership certificate and must include the reasons for the requested additions to the agenda.

Requests for the inclusion of draft resolutions on the agenda must include the text of the resolutions, which may be accompanied by a short explanatory statement. If the draft resolution relates to the proposal of a candidate for appointment to the Board of Directors, it must be accompanied by the information outlined in paragraph 5 of article R.225-83 of the French Commercial Code.

The items or draft resolutions submitted by the 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 justifying the registration of their shares by the second working day before the date of the Annual General Meeting.

### **Attending 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.225-85 of the French Commercial Code, shareholders are entitled to attend the Annual General Meeting if the shares are recorded for accounting purposes in their name or the name of their registered intermediary (in accordance with paragraph 7 of article L.228-1 of the French Commercial Code) at midnight (CEST) on the morning of May 24, 2016 either in the registered share account kept by the Company (or its authorized agent), or in the bearer share account held by the authorized intermediary. Only those shareholders who meet the conditions provided for under article R.225-85 mentioned above may attend the Annual General Meeting.

The registration of shares in bearer share accounts held by the financial intermediaries is evidenced by a share ownership certificate delivered by the latter.

Holders of registered shares who wish to attend the Annual General Meeting in person may either send a request for an admittance card to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France, or claim their card in person at the designated desk on the day of the Meeting with proof of identity.

Holders of bearer shares who wish to attend the Annual General Meeting in person must submit a request to the authorized intermediary holding their account, who will provide them with an admittance card. Any holder of bearer shares who has not received this admittance card two days before the Annual General Meeting should request a share ownership certificate from their financial intermediary proving that they own the shares by midnight (CEST) on the morning of the second business day preceding the date of the Annual General Meeting, i.e., May 24, 2016.

Instead of attending the Meeting in person, shareholders may choose one of the three following options:

1°) Give proxy to the Company without indicating an agent, in which case the Company will vote to adopt the proposed resolutions presented or supported by the Board of Directors and vote against all other proposed resolutions.

2°) Cast a postal vote:

For this Meeting it is not possible to vote by electronic means of communication; consequently there will be no Internet site set up for this purpose as referred to in article R.225-61 of the French Commercial Code.

3°) Give proxy to their spouse, another shareholder, or the partner with whom they have entered into a civil union or any other individual or legal entity of their choice in accordance with the law.

### **For holders of registered shares:**

The share ownership certificate and the postal voting form must be sent to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France.

### **For holders of bearer shares:**

The share ownership certificate and the postal voting form must be sent to the holder's financial intermediary which will then send them to BNP Paribas Securities Services, CTS, Service Assemblées, Les Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin Cedex, France.

Shareholders may obtain a postal voting form from the Company's head office or from BNP Paribas Securities Services or on request by registered letter with acknowledgment of receipt as of the date that the Annual General Meeting is called. Only requests received at the latest six days before the Meeting will be accepted.

Postal votes will only be taken into account for postal voting forms which have been duly completed and which are received by the Company or the authorized intermediary referred to above, at least three calendar days before the Annual General Meeting, i.e., May 22, 2016.

In no circumstances should a form both appointing a proxy and casting a postal vote be sent to the Company.

In accordance with the provisions of article R.225-79 of the French Commercial Code, notification of the appointment or revocation of a proxy may be given by electronic means, as follows:

**For holders of registered shares:** by sending an email featuring an electronic signature obtained by the shareholder from an authorized third party to the following email address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), stating the name of the Company concerned, the date of the Meeting, the shareholder's last name, first name, address and BNP Paribas Securities Services login ID, as well as the last name, first name and address of the appointed or revoked proxy.

**For holders of bearer shares or administered registered shares:** by sending an email featuring an electronic signature obtained by the shareholder from an authorized third party to the following email address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), stating the name of the Company concerned, the date of the Meeting, their last name, first name, address and full banking details, as well as the last name and first name of the appointed or revoked proxy; followed by a request to the authorized intermediary who manages their share account to send written confirmation to BNP Paribas Securities Services, CTS, Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

In order for notice of appointed or revoked proxies sent by electronic means to be validly taken into account, the related forms must be received by 3:00 p.m. (CEST) the day before the Meeting at the latest. Postal forms indicating the appointment or revocation of proxies must be received at the latest three calendar days before the date of the Meeting.

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

In accordance with article R.225-85 of the French Commercial Code, any shareholder who has cast a postal vote, sent a proxy form or requested an admittance card or share ownership certificate may sell all or some of his/her shares at any time. However, if the sale takes place before midnight (CEST) on the morning of the second business day prior to the Meeting, bioMérieux will declare invalid or modify the postal vote, the proxy form, the admittance card or the share ownership certificate, as the case may be, accordingly. No sale or other transaction carried out after midnight (CEST) on the morning of second business day prior to the Meeting, i.e., May 24, 2016, will be taken into consideration by bioMérieux.

#### **Documents made available to shareholders**

In accordance with article R.225-88 of the French Commercial Code, shareholders may obtain the documents and information referred to in articles R.225-81 and R.225-83 of said Code by simply sending a request to the Company's registered office or to BNP Paribas Securities Services. The documents referred to in article R.225-83 of the French Commercial Code will also be made available to shareholders at the Company's registered office.

All of the related information and documents referred to in article R.225-73-1 of the French Commercial Code can also be consulted, at the latest 21 days before the Annual General Meeting, i.e., May 4, 2016, on the Company's website ([www.biomerieux-finance.com](http://www.biomerieux-finance.com)) under the Shareholder Area – General Shareholders' Meeting section.

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 Works Council.

The Board of Directors