



## **BOARD CHARTER**

Approved at the meeting of the Board of Directors held on March 13, 2024

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## Introduction

The purpose of this Board Charter is to specify the procedures for the operation of the Board of Directors of bioMérieux (hereinafter the "Company"), and it is intended to supplement the applicable provisions of the law and regulations and the Company's Articles of Association.

For purposes of this Board Charter it is specified that the term "Group" shall include the Company and any company or entity controlled, directly or indirectly by the Company pursuant to the definition contained in Article L. 233-3 of the French Commercial Code.

This Board Charter has been established having regard to the recommendations in the Afep-Medef Corporate Governance Code of Listed Corporations, and applies to each member of the Company's Board of Directors (hereinafter the "Board") and the obligations arising as a consequence hereof shall also apply not only to individuals who have been appointed as Directors or Observing Adviser(s) (*censeur(s)*) but also to the permanent representatives of legal entities that are members of the Board.

### I. DIRECTORS' CHARTER

#### 1.1 **Directors' obligations**

Every Director of the Company shall be deemed to be bound by the following obligations:

##### 1.1.1 *General obligations*

Prior to accepting the office, a Director must ensure that they have fully informed themselves of the general and specific obligations incumbent upon them as well as the regulations applicable to offenses regarding listed companies (including, but not limited to, the definition of, and the sanctions imposed for, insider trading, as well as the sanctions imposed for the use of inside information).

In particular, a Director is expected to ensure that they are fully informed of the applicable legal and regulatory provisions, the Articles of Association, this Board Charter and any additional obligations that the Board may have imposed, the rules applicable to the Board imposed by the Afep-Medef Corporate Governance Code of Listed Corporations (in particular the ethical rules applicable to a Director), as well as the Code of Good Conduct that has been adopted by the Company, in order to be in a position to comply therewith.

##### 1.1.2 *Obligations with respect to the holding of the Company's shares*

Throughout their term of office, each Director, other than the representatives of the French State, the representatives of the employee shareholders and the representatives of the employees, must be a shareholder in their own right and possess at least 10 shares of the Company and hold such shares in registered form (either direct or administered).

If a Director does not possess such shares at the time of their entry into office, such Director shall be obligated to use their Directors' fees to acquire such shares.

In addition, each Director shall be obligated to submit a declaration with respect to any transaction involving the acquisition, disposal, subscription and/or exchange of financial instruments issued by the Company or any derivatives thereof, whether conducted directly or through an intermediary.

Such information must be provided under the conditions and within the time-limits specified by the laws in force, through a filing with the French financial markets authority, the *Autorité des Marchés Financiers* (AMF), with a copy of such filing submitted to the Company.

##### 1.1.3 *Obligation not to compete*

Even though a Director is a shareholder in their own right, a Director is also a representative of all of the shareholders and must act in all circumstances in the Company's interests which

corresponds to the mutual interests of all shareholders. The prioritization of the Company's interests over their individual interests imposes a non-compete obligation upon a Director.

In consequence, a Director, without having previously informed the Board thereof, may not assume any responsibilities, on a personal basis, in any undertaking or in any business that is in competition with the Company or with any other Group company.

#### *1.1.4 Obligation to provide information*

- **Each member of the Board, in conformity with the laws and regulations in force both in France and in Europe, shall be obligated to furnish the Board with all of the following items of information:**
- **the compensation and benefits in kind of any nature that have been paid to such Director by the Company or by any other company within the Group; and**
- **the offices and positions held in any other companies and legal entities, including such Director's participation in any committees of any French or foreign companies.**

#### *1.1.5 Obligation as to independence*

A Director shall be obligated, in all circumstances, to maintain their independence with respect to analysis, judgment, decision-making and action and to reject any pressure, whether direct or indirect, that may be placed upon them, whether from the other Directors, or from any specific groups of shareholders, creditors and/or suppliers and more generally, any third parties.

#### *1.1.6 Obligation to express their views*

A Director shall be obligated, if they believe that any applicable decision of the Board is not in the Company's interests, to clearly express their objections and to attempt to convince the Board of the appropriateness of their own position.

#### *1.1.7 Obligation as to holding of multiple offices*

A Director shall be obligated to inform the Board of any management, administrative or supervisory offices that they hold in any other company, whether French or foreign, listed or unlisted. A Director shall also be obligated to inform the Board of any Observing Adviser offices that they may hold in any such companies. In such regard, a Director shall be obligated to inform the Board promptly of any changes in such Director's situation with respect to offices held, whatever the reason therefor (appointment, resignation, removal from office, non-reappointment).

#### *1.1.8 Obligation to reveal conflicts of interest*

A Director has an obligation to inform the Board of any situation that presents an actual or potential conflict of interest, whether direct or indirect, between the interests of the Company and either their personal interests or the interests of the shareholders or of the group of shareholders that they represent, and must abstain from taking part in the vote on the corresponding resolution, as well as the discussions preceding such a vote.

In the event that a member of the Board has a doubt as to whether a conflict of interest exists, even if potential, then they must immediately inform the Chairman of the Board thereof, who, in his or her sole discretion, shall determine whether or not the Board needs to be informed thereof and hence whether the procedures described in this article need to be followed.

In the event the member of the Board referenced in the preceding paragraph is in fact the Chairman of the Board, they shall be obligated to inform the Board thereof.

#### *1.1.9 Obligations as to duties and vigilance*

A Director shall be obligated to devote the time and attention required to carry out their duties. A Director must be diligent and participate in all meetings of the Board and, if applicable, the meetings of any Committees to which they belong.

#### *1.1.10 Obligations related to the possession of inside information*

With respect to non-public information acquired within the framework of their duties, a Director shall be bound by an obligation to keep such information strictly confidential that exceeds the simple obligation of non-disclosure specified in the laws and regulations.

Directors may not use the confidential information received prior to or during the meetings of the Board for their personal benefit. They may not disclose such information to a third party for any reason whatsoever and must take all necessary measures to ensure that such information remains confidential. Such information shall cease to be deemed confidential and non-public once the Company has published the information.

#### *1.1.11 Obligation to act in a good faith*

A Director shall be obligated to act in a good faith manner and may not use their office or duties as a Director to provide themselves or a third party with any personal benefit whatsoever, whether pecuniary or not.

#### *1.1.12 Obligations with respect to trading in the Company's securities*

A Director may not carry out any transactions in the Company's securities other than in compliance with the Code of Good Conduct adopted by the Company and the regulations that apply thereto.

In particular, as a consequence of their office, a Director shall be deemed to be in possession of specific non-public information with respect to the Company as well as the financial instruments that the Company has issued that, if such information was rendered public, would have a material impact on the price thereof.

In such regard, each Director shall be included on the list of insiders established by the Company that is made available to the AMF.

Hence, as a consequence of holding such information, a Director is required to refrain from:

- **using such information to acquire or dispose of or to attempt to acquire or dispose of, for their own account or for the account of another, either directly or indirectly, any financial instruments to which such information relates or any derivative financial instruments related thereto;**
- **disclosing such information to any person outside of the normal framework of their work, occupation or duties, or for purposes other than the purpose for which such information was originally disclosed;**
- **suggesting to any other person that they acquire or dispose or cause the acquisition or disposal by another person of any such financial instruments.**

#### Blackout Periods:

In addition to the significant events or decisions that of themselves constitute inside information, knowledge of the specific contents of the Company's financial statements prior to their publication may constitute inside information. In consequence, each Director shall be prohibited from carrying out any transactions with respect to the Company's financial instruments and, if applicable, any call or put options related to the Company's securities during:

- **the sixty calendar day period prior to the date on which the consolidated half-yearly and annual financial statements are released to the public, as specified in the timetable provided to the Director;**
- **the twenty-one calendar day period prior to the date on which the quarterly net sales figures are released to the public, as specified in the timetable provided to the Director.**

- **In the following two cases the blackout period shall be extended:**
- **until the day after the announcement, when the announcement has occurred after the time markets close (after 06:00 p.m. Paris time);**
- **for the day of the announcement, when the announcement is made prior to the time the markets open (prior to 09:00 a.m. Paris time).**

In addition, it is noted that Directors continue to be prohibited from carrying out any transactions in the Company's financial instruments during the period running from the date they had knowledge of any information that, if it was publicly disclosed, could have a material impact on the price of the Company's securities and the date on which such information is disclosed to the public.

In the event of difficulties or doubts as to whether or not any information constitutes inside information, Directors should contact the Chairman of the Board.

## **1.2 Directors' right to information**

The Company's Chairman or Chief Executive Officer shall be obligated to provide each Director, within sufficient time, with all of the documents and information necessary for them to carry out their duties.

In such regard, each Director may demand, an appropriate time in advance, that the Chairman or the Chief Executive Officer provide the information, subject to the confidential nature thereof, that is indispensable to ensure that they are duly informed as to the items included on the agenda for a Board meeting or any other information required in order to permit them to carry out their duties.

If they deem it necessary, a Director may request a training course on the Company's specific characteristics, its businesses and its markets and the issues regarding its employee, social and environmental responsibilities as well as any other training course required in order for them to carry out their duties as a Director.

## **II. FUNCTIONING OF THE BOARD OF DIRECTORS**

### **2.1 Composition of the Board**

The Board shall be composed of a number of Directors that is between the minimum and the maximum number of members that are authorized by the legal and regulatory provisions.

The Board, in its proposals, shall ensure balance in its membership and that of its committees created from among its members, in particular in the representation of women and men, nationalities, international experience or skills adapted to the needs of the Company and the Group while taking the appropriate measures to ensure that its duties shall be performed with the necessary independence and objectivity.

A Director representing the employees shall be appointed in accordance with the law and the Company's Articles of Association.

#### Independent Directors

Pursuant to the independence criteria set forth in the Afep-Medef Corporate Governance Code of Listed Corporations, a Director is deemed to be independent when such Director has no direct or indirect relationship of any kind whatsoever with the Company, its group or its management that could interfere with such Director's freedom of judgment.

On an annual basis, on the basis of the above criteria, which of the Directors can be classified as independent shall be discussed by the Human Resources, Compensation and CSR Committee and examined by the Board, prior to the publication of the management report.

The Board may find that a Director, even though they fulfill the criteria under the Afep-Medef Code, should not be classified as independent given their specific circumstances or the

situation of the Company, having regard to the composition of its shareholders or for any other reason.

Inversely, the Board may find that a Director who does not fulfill the criteria set forth in the Afep-Medef Code is however independent.

## **2.2 Powers of the Board**

Without prejudice to the powers that have been expressly devolved upon the Board pursuant to the provisions of the law and regulations and the Company's Articles of Association, the Board must specifically and mandatorily decide upon:

- **the approval of the strategic plan for the Company and its subsidiaries,**
- **the approval of the annual and quarterly budgets and their implementation,**
- **the authorization to complete any strategic transaction (acquisition, exchange, settlement, granting of a security interest and/or financing whatever the procedures involved ...) not specified in the strategic plan or the budget and that exceeds an amount of 30 million euros.**

The Board must be kept informed of any significant events relating to the Company's operations and more specifically its financial situation, cash position as well as the Company's commitments.

As an internal rule, the powers of the Chief Executive Officer shall be limited and certain key decisions specified by the Board must be submitted to the Board for prior approval.

Hence, the Chief Executive Officer must seek the Board's consent for any strategic transaction that is not included in the Company's strategic plan or budget and that exceeds an amount of thirty (30) million euros.

In addition, the Board shall consider the employee, social and environmental issues related to the Company's operations and in particular shall ensure the implementation of mechanisms for the prevention and detection of bribery and corruption.

Within the framework of its powers, the Board shall be advised by its Committees. It shall also examine on a regular basis, in line with the defined strategy, the opportunities and risks such as the financial, legal, operational, employee, social and environmental risks as well as the measures taken as a consequence thereof.

## **2.3 Role and duties of the Chairman of the Board**

The Chairman of the Board shall organize and manage the work of the Board of Directors and shall report thereon to the General Meeting.

In addition to the powers conferred upon the Chairman by law and by the Articles of Association, the Chairman shall possess the following powers, which the Chairman shall exercise in collaboration with the Chief Executive Officer:

- The Chairman shall be involved in the Group's major decisions, particularly those concerning the definition of its overall strategy and projects for major divestments or acquisitions, and shall be kept duly informed by the Chief Executive Officer of significant events and projects relating to the life of the Group;
- The Chairman shall participate in the definition of the Corporate Environmental and Social Responsibility guidelines;
- The Chairman shall assist and advise Management on all R&D and innovation issues;
- In close collaboration with the Chief Executive Officer, the Chairman shall represent the Group, both in France and abroad, in dealings with public authorities, major partners and/or strategic stakeholders;
- The Chairman shall take part in the recruitment process for the Group's key executives and shall be consulted on their appointment.



The Chairman shall also ensure coordination between the Board and the Group's Management, maintaining a close relationship and trust with the Chief Executive Officer and providing him or her with support and advice while respecting his or executive responsibilities.

#### **2.4 Board meetings**

The Board of Directors shall meet as often as the interests of the Company so require.

The number of meetings of the Board and of the Board's Committees over the course of the financial year are required to be indicated in the Chairman's Report to the General Meeting, which must also provide the shareholders with all necessary information as to the Directors' attendance at such meetings.

A quorum shall only exist for a meeting of the Board if at least half of the Directors are present.

For purposes of the calculation of a quorum and majorities, Directors who are participating at a meeting by any method, including by video conference or any method of telecommunications permitting their identification and guaranteeing their effective participation, shall be deemed to be present, except when the Board is meeting for the purposes of (a) the operations referenced in Articles L. 232-1 and L. 233-16 of the French Commercial Code, i.e. (i) the establishment and approval of the standalone financial statements and of the management report, and (ii) the establishment and approval of the consolidated financial statements and of the group management report, and (b) the appointment, compensation and removal from office of the Chairman, Chief Executive Officer and Deputy Chief Executive Officers.

The method implemented for a video conference or telecommunications must, at a minimum, transmit the participants' voices and satisfy the technical requirements to permit continuous and simultaneous retransmission of the discussions.

The minutes for the meeting shall state whether any of the Directors participated by videoconference and/or via telecommunications and, if applicable, the occurrence of any applicable technical problems if such technical problems disturbed the proper conduct of the meeting.

#### **2.5 Directors' fees**

The Board shall determine the distribution of the fees granted to Directors on an annual basis, within the limit of the total maximum amount authorized by the General Meeting of Shareholders. Directors shall be entitled to receive a fixed amount plus an additional amount related to each Director's actual participation in the work of the Board and its Committees.

#### **2.6 The Committees**

The Board may decide to establish one or more permanent or temporary committees, intended to facilitate the proper functioning of the Board and to provide effective support for the preparation of its decisions.

The Committees shall be responsible for investigating the items that the Board or the Chairman have submitted to such Committee, for preparing for the Board's work in relation to such items, and for reporting their conclusions to the Board in the form of reports, proposals, memorandums or recommendations. A Committee shall be entitled to seek outside technical advice with respect to issues that fall within its powers, at the Company's expense, provided such Committee has previously notified the Chairman of the Board or the Board itself and provided further that it subsequently reports to the Board with respect thereto. The Committees shall submit their opinions and recommendations to the Board.

The role of the Committees shall be strictly advisory. The Board shall have absolute discretion as to whether or not to accept a Committee's recommendations. Each Director shall remain free to vote as such Director wishes without being bound by any such Committee study, investigation or report and a Director shall not be bound by any applicable recommendations issued by the Committees.

If a Committee wishes to establish its own charter, such charter must be approved in advance by the Board.

The Company's management report shall include a summary of the work of each of the Committees over the course of the financial year just ended.

As of the date hereof the following permanent Committees have been established:

- the Audit Committee;
- the Human Resources, Compensation and CSR Committee; and
- the Strategy Committee.

### III. AUDIT COMMITTEE

#### 3.1 **Tasks**

The task of the Audit Committee is to assist the Board, in particular by overseeing:

- the procedures for the preparation of accounting and financial and non-financial information;
- the efficacy of the internal control and risk management systems as well as of the internal audit procedures;
- the statutory auditors' carrying out of their assignment;
- compliance by the statutory auditors with their obligations as to independence.

In consequence, the role of the Audit Committee shall include the following tasks:

##### 3.1.1 *Preparation of accounting and financial and non-financial information*

- Prior to the presentation thereof to the Board, (i) conducting a review of the half-yearly and annual standalone and consolidated financial statements, including the notes thereto and, if applicable, the management report (specific attention shall be paid to the impact of any changes in accounting methods, information with respect to regulated agreements, the supply policies and changes in the results from one period to the next) and, if applicable, submitting recommendations to ensure the integrity thereof; then (ii) presenting the Board with any comments it deems appropriate.
- Ensuring the appropriateness of the selection and the proper application of the accounting methods adopted in compliance with the regulatory requirements for the establishment of the standalone and consolidated financial statements.
- Verifying the accounting treatment of any material transactions realized by the Company.
- Examining the Company's material off-balance sheet commitments.
- Ensuring that the internal procedures for the collection and testing of data permit assurance of the quality and reliability of the Company's financial statements.
- Examining the scope of consolidation and, if applicable, the reasons any entities are not consolidated.
- Examining any issues submitted to it by the Board with respect to the items set forth hereinabove.
- Presenting the Board with any comments that it deems appropriate with respect to accounting and financial and non-financial matters, in particular in connection with the approval of the half-yearly and annual standalone and consolidated financial statements.

##### 3.1.2 *Efficacy of the internal control and risk management systems as well as of the internal audit procedures*

- Analyzing any dispute, including with the tax authorities, of such nature as to have a material impact on the Company's financial statements or on its financial situation.
- Examining the information furnished by the Company with respect to its material risks of any nature, including those of an employee, social and environmental nature
- Reviewing the conclusions in the reports on internal audits and on internal controls.

- With respect to internal audit, examining the procedures with respect to the preparation and processing of accounting financial and non-financial information, without infringing upon the independence of the internal audit team.

### *3.1.3 Recommendations to the General Meeting as to the appointment of the Statutory Auditors*

- Demanding, if applicable, the provision of details as to the non-audit services performed by the Statutory Auditors who will be providing an audit report on the Company's financial statements.
- Submitting recommendations to the Board in relation to the selection of the Statutory Auditors (audit firms and networks) with a view to the appointment or reappointment of such Statutory Auditors by the General Meeting of Shareholders in compliance with the rules that guarantee their independence and their objectivity and in particular in conformity with the provisions of Article 16 of Regulation (EU) No 537/2014. Except with respect to reappointment, any such recommendation must set forth the reasons and must include a choice of at least two firms and set forth the reasons why one of them should be preferred. Any such recommendations shall result from a prior selection procedure (call for tenders).

### *3.1.4 Oversight of the Statutory Auditors' performance of their assignment*

### *3.1.5 Compliance by the Statutory Auditors with their independence obligations*

- Examining the safeguards adopted by the Statutory Auditors.
- Implementing a system for fee monitoring to ensure compliance with the ceiling.
- Examining the Statutory Auditors certification of their independence.
- Examining the reports on the non-audit services performed by the Statutory Auditors and by the firms within their network .
- Adopting, if applicable, the measures required pursuant to the regulations with respect to independence and ensuring compliance with the conditions specified in Article 6 of Regulation (EU) No 537/2014.

### *3.1.6 Approval of the provision of non-audit services*

- Analyzing the risks with respect to the independence of the Statutory Auditors.
- Specifying in advance a list of approved services.
- Providing Management with the powers required for day-to-day approvals.

### *3.1.7 Financial reporting*

- Conducting a review of the Company's draft press releases with respect to financial matters in particular with respect to the half-yearly and annual financial statements as well as the quarterly financial information.

The Audit Committee shall report to the Board on the carrying out of the tasks that it has been assigned. It shall also report on the results of the audits and reviews of the financial statements, the manner in which such assignment has contributed to the integrity of the financial information and the role it has played in such process. It shall promptly inform the Board of any problems it encounters. It shall submit any comments it deems appropriate to the Board.

The Audit Committee shall have an obligation to ensure the confidentiality of any information it receives with respect to:

- The non-audit services furnished by the Statutory Auditors network,
- The findings and conclusions of the French regulatory and oversight body for the audit profession, the *Haut Conseil des Commissaires aux Comptes*.

## **3.2 Composition - Operating Procedures - Resources**

The Audit Committee shall be comprised of at least three members, who are not part of the Company's Management, designated by the Board from among its members. Two thirds of

the members of the Audit Committee must be classified as independent Directors and at least one member of the Audit Committee must possess specific competence in financial and accounting matters or in the auditing of financial statements.

The Audit Committee shall meet as often as it deems necessary and at least twice each year, prior to the approval of the annual and half-yearly financial statements by the Board of Directors.

Meetings of the Audit Committee may be conducted by telephone conference call; a quorum shall exist provided at least half of the members participate in a meeting.

The Audit Committee shall appoint a Chairman of the Committee from among its members who must not hold any office (other than that of Director) or any managerial position within the Company or within the group to which the Company belongs.

The Audit Committee, after consulting the Chairman of the Board, may access any resources it deems necessary to carry out its duties.

In particular, it shall be entitled to summon, to attend its meetings, the members of the Finance Department that it has designated as well as the Statutory Auditors and, if applicable any outside advisers it has appointed. After each meeting of the Audit Committee, a report shall be established and shall be submitted to the Board.

## IV. HUMAN RESOURCES, COMPENSATION AND CSR COMMITTEE

### 4.1 **Tasks**

Within the areas falling its powers, the Committee shall have the task of preparing and facilitating the decisions of the Board of Directors. It shall be responsible for submitting (i) proposals with respect to human resources policies in general, (ii) proposals as to appointments and (iii) recommendations with respect to compensation. In addition, it shall also ensure that the CSR issues are into account by the Company, and that they are integrated into its strategy.

#### 4.1.1 *Appointments*

The Human Resources, Compensation and CSR Committee shall have the task of submitting proposals and/or recommendations as to the composition of the Board after examining all of the issues that need to be taken into account in reaching such a decision: the appropriate balance for the composition of the Board having regard to the composition of and changes to the Company's shareholders, the search and evaluation of possible candidates, and/or their representatives, and whether or not reappointment is appropriate. In particular, it shall be responsible for setting up a procedure intended to select future independent Directors and for completing its investigation of potential candidates prior to any steps having been taken to contact such candidates.

Within this framework, the Human Resources, Compensation and CSR Committee, in particular, shall examine any candidate for Director prior to their submission to the Board and evaluate any proposal for the appointment of a permanent representative, having regard to the above mentioned items and the capacity of the candidate or permanent representative to hold the office of Director, and, in particular, whether or not such proposed candidate is in a situation where a conflict of interest of any type could interfere with the carrying out of their duties.

For any appointment or change of permanent representative for a Director that is a legal entity, the Director in question shall inform the Chairman of the Board and the Chairman of the Human Resources, Compensation and CSR Committee at least six months prior to the date of the proposed new representative is scheduled to assume the post, pursuant to written notice confirming that such proposed representative fulfills the criteria as to the composition of the Board set forth in Article 2.1 of this Board Charter. Following an interview by the Human Resources, Compensation and CSR Committee of the candidate in question, the Committee shall submit its opinion to the Board setting forth the reasoning as to the compatibility of such appointment with the desired composition of the Board.

The Committee shall have the task of working on issues related to diversity policy within the Board and the Company's management bodies.

In addition, the Committee must regularly, and at least once each year, in light of the independence criteria set forth in the Afep-Medef Code, review the classifications as independent Directors, as well as the classifications as independent of candidates for the office of Director or for appointment to Board Committees.

In terms of succession planning, the Committee shall be responsible for establishing succession plans for the Company's Chief Executive Officer and Deputy CEOs and for Directors in the event of any unforeseen vacancies.

#### 4.1.2 *Compensation*

**Compensation of the Chairman, the Chief Executive Officer and Deputy CEOs:** the Committee has been tasked by the Board with submitting recommendations with respect to the fixed and variable compensation (while ensuring the consistency of these rules with the annual performance evaluations of the Chairman, the Chief Executive Officer and Deputy

CEOs and with the Company's medium-term strategy, while overseeing the annual implementation of these rules), the specific supplementary retirement and disability plans, the benefits in kind and the miscellaneous payments made to the Chairman, the Chief Executive Officer and Deputy CEOs. In addition, the Committee shall submit recommendations to the Board with respect to the proposed total amount of fees allocated to the Directors and, if applicable, to the Observing Adviser(s) to be submitted to the Company's General Meeting of Shareholders and shall also submit recommendations to the Board as to the rules for the distribution of the fees granted to Directors and, if applicable, to Observing Adviser(s) and the individual payments to be made in such regard to each of the Directors and Observing Adviser(s), taking account of their attendance at Board and Committee meetings.

**Variable compensation of the Chairman, the Chief Executive Officer and Deputy CEOs:** the Committee shall submit recommendations as to the rules for the setting of variable compensation; it shall then oversee the annual application of such rules and shall ensure the consistency of the criteria adopted with the Company's strategic orientation on a short, medium and long term basis.

**Compensation of senior management other than the Chairman, the Chief Executive Officer and Deputy CEOs:** in addition, the Committee shall be notified of the compensation policies for senior managers other than the Chairman, the Chief Executive Officer and Deputy CEOs.

These recommendations and rules shall take into account the principles laid down by the AFEP MEDEF Code.

The Committee shall report to the Board as to the carrying out of its duties and in particular shall furnish the Board with all of the information that the Chairman is required to include in his or her management report with respect to the Committee's activities over the course of the financial year just ended.

#### *4.1.3 Stock options and awards of performance shares*

The Committee shall submit its recommendations to the Board as to the general policies for (i) the award by the Company of stock subscription or purchase options and (ii) the award of performance shares, as proposed by the Chairman and the Chief Executive Officer, and shall make a recommendation in particular as to the various categories of awards, the conditions (in particular, the duration of the vesting and retention periods) and the criteria for the allocation of shares (classification as an employee on the vesting date, the conditions as to individual and/or financial performance targets, or related to the Company's employee, social and environmental responsibilities etc.), it being specified that the options granted to Chairman, the Chief Executive Officer and Deputy CEOs shall be examined on a case-by-case basis by the Human Resources, Compensation and CSR Committee.

## **4.2 Composition - Operating Procedures - Resources**

The Human Resources, Compensation and CSR Committee shall be comprised of at least three members designated by the Board from among its members. A majority of the members of the Committee must be classified as independent Directors. The Company's human resources department may be invited to attend the meetings of the Committee, in the Committee's sole discretion. The Human Resources, Compensation and CSR Committee shall meet at least once each year.

It shall meet as often as necessary upon notice of meeting issued by the Chairman of the Board.

In addition, the Chairman shall be involved in the Committee's work on issues involving the selection and appointment of Directors as well as the compensation policy for senior management other than the Chairman, the Chief Executive Officer and Deputy CEOs.

After each meeting of the Committee, a report shall be established and submitted to the Board.

## V. STRATEGY COMMITTEE

### 5.1 **Tasks**

The purpose of this Committee is to discuss major strategic issues with Management, in particular changes in the technological and medical environment and in the market and to orientate the Company's strategic choices both in terms of technology as well as its business model.

### 5.2 **Operating procedures**

The Strategy Committee shall be comprised of at least three members designated by the Board. The Board shall also appoint a Chairman of the Committee.

The Committee shall meet as often as it deems necessary and at least once each year, whenever required, upon notice of meeting from the Chairman of the Committee. The Committee may invite members of the Company's Management to attend its meetings and may also call upon external experts.

After each meeting, the Strategy Committee shall establish a report which shall be submitted to the Board, in order to report on the performance of its tasks.

## VI. OBSERVING ADVISER(S)

The Board may be assisted in its work by one to three individuals appointed by the Ordinary General Meeting of Shareholders upon a recommendation of the Chairman of the Board, approved by the Board of Directors, in order to provide the Board with additional knowledge or skills and to enrich and enlighten the Board of Directors as to Issues of interest for the Company.

The Observing Adviser(s), pursuant to an invitation from the Chairman of the Board, may attend Board meetings in a non-voting capacity. For such purposes, with respect to Board meetings, they shall be entitled to receive any information that is reasonably necessary for the for the proper conduct of their duties.

Observing Adviser(s), may also be invited to attend specific Committee meetings on a non-voting basis pursuant to an invitation from such a Committee.

Observing Adviser(s) shall be subject to the same obligations as the Directors as noted in Article 1.1 of this Board Charter, including with respect to confidentiality, conflicts of interest and ethics.

Observing Adviser(s) shall receive no compensation for their duties.

## VII. ASSESSMENT OF THE WORK OF THE BOARD

At least once each year, an item shall be included on the agenda for a meeting of the Board relating to how the Board is functioning in order, in particular, to:

- examine its composition, its functioning and its organization;
- assess the quality and effectiveness of the discussions that take place within the Board (verifying that significant issues have been appropriately prepared and discussed, verifying Directors' access to information, and the state of preparedness for meetings);

- evaluate the actual role of the Board in the carrying out of its tasks (definition or approval of the strategy, oversight, authorizations) and the actual contribution of each Director and Observing Adviser to the Board's work;
- analysis of the reasons for any applicable problems raised by the Chairman, the Directors or the shareholders.

The Chairman of the Board, in the annual management report approved by the Board, shall report upon the conditions for the preparation and organization of the Board's work as well as on the internal control procedures implemented by the Company. This report shall be approved by the Board in conformity with the laws and regulations in force.

#### VIII. ADAPTION AND AMENDMENT OF THE BOARD CHARTER

This Board Charter may be adapted and amended from time to time pursuant to a decision of the Board, it being specified, however, that the provisions of this Board Charter that restate the provisions of the Articles of Association may only be amended provided the corresponding provisions of the Articles of Association have been previously amended by an Extraordinary General Meeting of the Shareholders of the Company.

Every new member of the Board shall be provided with a copy of this Board Charter as well as a copy of the Company's Articles of Association.

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