

LIST OF AGREEMENTS CONTINUED IN 2020

At its December 2020 meeting, the Board of Directors carried out an annual review of the related-party agreements and confirmed, following discussion, that the previously-authorized agreements and addenda still met the criteria on which basis it had granted prior authorization, and that these authorizations therefore remained in force.

Sponsorship agreement and its addendum

Fondation Christophe et Rodolphe Mérieux	<p>In 2017, the annual corporate sponsorship budget was increased from €1,325,000 to €2,000,000 (see section 3.7.3.1)</p> <p>Motivations of the Board of Directors:</p> <p>The addendum to the sponsorship agreement with the Fondation Mérieux is in line with the Company's general sponsorship policy and is designed to allow the Company to support the humanitarian activities and goals of the foundations over the long term, in the field of public health, which is the Company's area of operation.</p>
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Sponsorship agreement and its addendum

Fondation Mérieux	<p>Agreement signed initially on March 11, 2011, modified by addendum in 2015.</p> <p>The annual budget is voted by the Board of Directors (see section 3.7.3.1).</p> <p>Motivations of the Board of Directors:</p> <p>The sponsorship agreement is in line with the Company's general sponsorship policy and is designed to allow the Company to support the humanitarian activities and goals of the foundations over the long term, in the field of public health, which is the Company's area of operation.</p>
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Agreement relating to the management of employee mobility within the Mérieux Group

Institut Mérieux, Mérieux NutriSciences, Thera, ABL, Transgene, Mérieux Développement, Fondation Mérieux	<p>Agreement signed in 2017.</p> <p>This agreement provides that severance payments for employment contracts and/or the retirement of employees who have worked for Group companies, whose seniority was made retroactive without compensation, be divided equitably between the parties. This division is made prorata based on compensation paid by each Mérieux Group company that benefited from the employees' services, except for compensation that constituted the basis for a previous severance payment.</p> <p>Motivations of the Board of Directors:</p> <p>The Company shares severance payments under its employees' employment contracts among each of the Mérieux Group companies for which such employees also worked, based on common rules and conditions.</p>
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Service agreement and its addendum

Fondation Mérieux	<p>Agreement initially signed on January 1, 2011, and amended in 2015.</p> <p>Motivations of the Board of Directors:</p> <p>The Company places at the disposal of the Fondation Mérieux the skills and resources necessary for meeting some of the Foundation's needs, so that it can carry out its public interest missions, financed by the Company through sponsorship agreements.</p>
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4.4.5 Statutory Auditors' special report on related-party agreements

This is a free translation into English of the Statutory Auditors' special report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

At the bioMérieux Annual General Meeting,

In our capacity as Statutory Auditors of bioMérieux, we hereby present our report on regulated agreements to you.

It is our responsibility to report to you, based on the information provided to us, the principal features, terms and conditions of the agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under Article R. 225-31 of the French Commercial Code, it is your responsibility to determine whether the agreements are appropriate and should be approved.

Where applicable, it is our responsibility to provide you with the information required by Article R. 225-31 of the French Commercial Code in relation to the implementation during the previous financial year of agreements already approved by the Annual General Meeting.

We have performed the procedures that we deemed necessary in accordance with the professional standards of the Compagnie Nationale des Commissaires aux Comptes (CNCC) relating to this engagement. These procedures consisted of verifying that the information provided to us is consistent with the underlying documents.

Agreements submitted for the approval of the Annual General Meeting

Pursuant to Article L. 225-40 of the French Commercial Code, we have been advised of the following agreements entered into during the previous financial year that were subject to the prior authorization of your Board of Directors.

With Institut Mérieux, the parent company of your company

People concerned

Alexandre Mérieux (Chairman and Chief Executive Officer) and Jean-Luc Bélingard (director).

Nature and purpose

An addendum to the service agreement provided by Institut Mérieux signed on April 23, 2015 was authorized by the Board of Directors on February 25, 2020.

Terms and conditions

An addendum is proposed to the service agreement between your company and your parent company, the purpose of which is to modify the allocation key used only for re-invoicing internal audit services. The contract provides for an allocation key for the current service costs to all companies in the Institut Mérieux Group based on three criteria: payroll, revenue and fixed assets of each company. This allocation key remains applicable except for internal audit services, which will be invoiced as follows under the addendum:

- costs corresponding to specific missions of an exceptional nature to one of the companies in the Institut Mérieux Group, as soon as they exceed a certain materiality threshold, will be invoiced directly to the company concerned, without any breakdown; and
- all the other costs corresponding to the other missions performed by Institut Mérieux for its subsidiaries will be assigned to each company of the Institut Mérieux Group based on two criteria: headcount and number of countries in which the company records more than €2 million of revenue.

A previous addendum had been authorized by the Board of Directors on December 20, 2018, the purpose of which was to amend the list of services rendered and the rules for re-invoicing your company for services rendered by Institut Mérieux in its capacity as the holding company of the Institut Mérieux Group.

In the year ended December 31, 2020, your company recorded liabilities of €8,981,066 and earnings of €5,981,159 of which €3,590,791 from BioFire Diagnostics and €2,390,368 from bioMérieux Inc.

Grounds justifying the interest of the agreement for your company

Your Board has given the following reasons for this agreement: "This addendum is justified by the commitment to better reflect the internal audit resources and services actually placed at the disposal of the company and the other companies of the Institut Mérieux Group. In particular, this modification should be reflected in a reduction in internal audit costs for the company."

With the Fondation Mérieux

People concerned

Alexandre Mérieux (Chief Executive Officer) and Marie-Paule Kieny (Director).

1) Exceptional patronage in favor of the Fondation Mérieux

Nature and purpose

Payment of an additional amount as part of the sponsorship contract of March 8, 2011, authorized by the Board of Directors on May 19, 2020.

Terms and conditions

Your Board of Directors authorizes the use of the difference in unpaid dividends (approximately €22,000,000) for exceptional philanthropic actions.

This amount of €12,000,000 was assigned to the Fondation Mérieux under its COVID-19 emergency plan.

Thus, a payment of €12,000,000 was made to Fondation Mérieux in financial year 2020.

Grounds justifying the interest of the agreement for your company

Your Board has given the following reasons for this agreement: "This payment is in line with the Company's general corporate sponsorship policy and is motivated by support (i) on a long-term basis, for the Foundation's humanitarian activities and objectives in the field of public health, and (ii) on an exceptional basis, to meet the unprecedented challenges of solidarity and responsibility imposed by the current situation, for the Foundation's programs dedicated to the fight against COVID-19 in developing countries."

2) Exceptional patronage (donation of reagents) in favor of the Fondation Mérieux

Nature and purpose

Payment of an additional amount under the sponsorship contract for the benefit of Fondation Mérieux of March 8, 2011, authorized by the Board of Directors on September 1, 2020.

Terms and conditions

Your Company signed a sponsorship agreement with Fondation Mérieux on March 8, 2011, amended by an addendum of March 20, 2015, for which an additional €500,000 was authorized by the Board of Directors on September 1, 2020.

In financial year 2020, an expense of €364,402.62 was borne by your Company in respect of donations of reagents to Fondation Mérieux under this agreement.

Grounds justifying the interest of the agreement for your company

Your Board has given the following reasons for this agreement: "This additional payment is in line with the Company's general corporate sponsorship policy and is motivated by support (i) on a long-term basis, for the Foundation's humanitarian activities and objectives in the field of public health, and (ii) on an exceptional basis, the unprecedented challenges of solidarity and responsibility imposed by the current situation, for the Foundation's programs dedicated to the fight against COVID-19 in developing countries, in particular by donating reagents".

With the bioMérieux Endowment Fund

People concerned

Alexandre Mérieux (Chairman and Chief Executive Officer).

Nature and purpose

On November 17, 2020, the Board of Directors authorized the creation of a bioMérieux Endowment Fund (the "Fund") to meet the unprecedented challenges of solidarity and responsibility imposed by the current situation. Your company is the sole founder and has paid an initial endowment of €20,000,000 as of December 16, 2020.

Terms and conditions

The purpose of the Fund is to identify, encourage, support and develop general-interest activities of a humanitarian, social, health and/or educational nature, in France and abroad, in order to help the most underprivileged populations to meet their basic needs and promote their social integration and advancement. Within this framework, the Fund's ambition is to carry out these actions either directly with the persons or projects concerned, or through the financing and/or any other support of structures pursuing the same object and/or sharing the same values.

The Fund is established for an unlimited term. It has a Board of Directors composed of a minimum of three members. The ex-officio president is your company, represented by Alexandre Mérieux. Other directors may be employees of your company. The term of office of the directors is four years, renewable.

Grounds justifying the interest of the agreement for your company

Your Board has given the following reasons for this agreement: "This decision is driven by the Company's desire to use an endowment fund to reinforce its commitment as a responsible company, and to contribute to the financing and deployment of general interest missions of a humanitarian, social, health and/or educational nature, in France and abroad, in order to help the most disadvantaged populations to meet their basic needs, promote their integration and social advancement."