

**bioMérieux**

**French *Société Anonyme* (public limited company)**  
**With share capital of € 12 029 370**  
**Registered office: Chemin de l'Orme - 69280 Marcy l'Etoile**  
**Lyon Register of Companies n° 673 620 399**

**ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 30 MAY 2012**

**AGENDA**

**I - ORDINARY MATTERS**

1. Approval of the financial statements for the financial year ended 31 December 2011
2. Approval of the consolidated financial statements for the financial year ended 31 December 2011
3. Appropriation of results for the financial year ended 31 December 2011
4. Approval of regulated agreements entered into between the Company and the *Fondation Mérieux*, as reported in the Statutory Auditors' special report
5. Reporting of regulated agreements entered into by the Company and which have continued in force, as reported in the Statutory Auditors' special report
6. Appointment of a new director: Ms Marie Hélène Habert
7. Appointment of a new director: Mr Harold Boël
8. End of the term of office of Deloitte et Associés as Statutory Auditor – Appointment of ERNST & YOUNG et Autres - SAS to replace the former
9. End of the term of office of BEAS as alternate Statutory Auditor – Appointment of AUDITEX - SAS to replace the former
10. Authorisation of the Board of Directors to buy-back the Company's own shares

**II – EXTRAORDINARY MATTERS**

11. Authorisation of the Board of Directors to reduce share capital by the cancellation of shares
12. Authorisation of the Board of Directors to use delegations of power during a public offering period
13. Powers granted to the bearer of an original of these minutes to complete formalities

## RESOLUTIONS

### I – SUBMITTED TO THE ORDINARY GENERAL MEETING

#### **RESOLUTION N°1**

*(Approval of the financial statements for the financial year ended 31 December 2011)*

The Meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, considering the financial statements for the financial year ended 31 December 2011 and the Board of Director's management report and the Statutory Auditors' general report on the financial statements for this financial year, approves the said financial statements as presented, which show a profit of € 103 474 960.52. The Meeting also approves the operations shown by these financial statements and summarised in these reports.

The Meeting, considering (i) the Chairman's report on the composition of the Board of Directors and on the application of the principle of female and male parity on the Board, the conditions for the preparation and organisation of the Board's work, internal control and risk management procedures introduced by the company, (ii) the Statutory Auditors' report on the aforementioned report, which is attached hereto, and (iii) the detailed breakdown of expenses within the scope of article 39-5, as provided by article 223 quinquies of the Tax Code, notes the content of these reports.

In accordance with article 223 quater of the Tax Code, the Meeting approves the total amount of disallowed expenses and charges, falling within the scope of article 39-4 of the Tax Code and which may not be deducted from taxable results, which amount to € 181 220.11 for the financial year ended 31 December 2011, and further approves the taxes to be borne by the Company on this sum, amounting to € 65 421.

The Meeting therefore discharges the Directors for the performance of their duties during the financial year under review.

#### **RESOLUTION N°2**

*(Approval of the consolidated financial statements for the financial year ended 31 December 2011)*

The Meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, considering the Board of Directors' report on Group management, the Statutory Auditors' report on the consolidated financial statements for the financial year ended 31 December 2011, which show a net consolidated profit of € 160 503 095, approves the consolidated financial statements for the financial year ended 31 December 2011 as presented, together with the operations shown by these financial statements and summarised in the report on Group management.

#### **RESOLUTION N°3**

*(Appropriation of results for the financial year ended 31 December 2011)*

The Meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, notes, as a result of the first resolution, that (i) the statutory reserve amounts to more than 10% of share capital and that (ii) the balance sheet for the financial year ended 31 December 2011 shows a profit of € 103 474 960.52 which, when added to « Retained earnings » of € 49 093 759.78, gives a distributable profit of € 152 568 720.30.

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Accepting the proposal of the Board of Directors, the Meeting decides to appropriate this distributable profit as follows:

- € 16 000 000 to item « General reserve », which will be increased from € 384 000 000 to € 400 000 000,
- € 67 679.56 to item « Special charitable endowments reserve», which will be increased from € 513 555.20 to € 581 234.76,
- € 38 664 665.20 to be distributed as dividends, in other words € 0.98 for each of the 39 453 740 shares making up share capital; the dividend will be payable as from 6 June 2012,
- The balance of € 97 836 375.54 will be appropriated to item « Retained earnings ».

In accordance with the provisions of article L. 225-210 of the Commercial Code, the Company will not receive any dividends on the own shares it holds at the ex-coupon date. The sum representing this dividend will be appropriated to item « Retained earnings ».

The full dividend amount is eligible for the 40% abatement. Dividends distributed to natural persons who are domiciled for tax purposes in France will be eligible for the 40% abatement provided for by article 158.3 2° of the Tax Code. Those natural persons so wishing may opt for the levy in discharge provided for by article 117 quater of the Tax Code by sending the option notification in accordance with the procedure set down.

The Meeting notes that dividends distributed for the last three financial years were as follows:

FYE	Distributed dividends in euros <sup>(*)</sup>
31/12/2010	38 664 665.20
31/12/2009	36 297 440.80
31/12/2008	31 957 529.40

(\*) The Company has not collected any dividends on its own shares at the ex-coupon date. The amount representing the dividend has been appropriated to « Retained earnings ». The annual dividend was eligible for the tax abatement exclusively available to natural persons domiciled in France for tax purposes, pursuant to article 158.3 2° of the Tax Code.

### **RESOLUTION N°4**

*(Approval of regulated agreements entered into between the Company and the Fondation Mérieux, as reported in the Statutory Auditors' special report)*

The Meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, considering the Statutory Auditors' special report on agreements falling within the scope of articles L. 225-38 et seq of the Commercial Code, and presented pursuant to the provisions of article L. 225-40 of this Code, successively approves the agreements entered into with the *Fondation Mérieux* in accordance with the terms and conditions mentioned in this report, as well as the conclusions drawn by this report relating to these agreements.

### **RESOLUTION N°5**

*(Reporting of regulated agreements entered into by the Company and which have continued in force, as reported in the Statutory Auditors' special report)*

The Meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, considering the Statutory Auditors' special report on agreements falling within the scope of articles L. 225-38 et seq of the Commercial Code, presented pursuant to the provisions of article L. 225-40 of this Code,

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notes the information provided in this report relating to agreements which have already been approved by the Board of Directors and which have continued in force.

#### **RESOLUTION N°6**

*(Appointment of a new director: Ms Marie-Hélène Habert)*

The Meeting, considering the Board of Directors' report, notes that the term of office as director of Mr Christian Bréchet expires at the end of this Meeting.

The Meeting thanks Mr Christian Bréchet for the work he has carried out as director of the Company during his term of office.

The Meeting, considering the Board of Directors' report, decides to appoint the following person to replace Mr Christian Bréchet:

Ms Marie-Hélène Habert  
Born in Boulogne Billancourt, on 4 April 1965  
Of French nationality

as director of the Company, for a period of four years to expire with the general meeting to be held in 2016 to deliberate on the financial statements for the financial year ending 31 December 2015.

Ms Marie-Hélène Habert has expressed her acceptance of this office and has confirmed that she meets the necessary legal and regulatory conditions.

#### **RESOLUTION N°7**

*(Appointment of a new director: Mr Harold Boël)*

The Meeting, considering the Board of Directors' report, notes the resignation of Mr Harold Boël from his duties as non-voting director, decides to appoint:

Mr Harold Boël  
Born in New York (USA), on 27 August 1964  
Of Belgian nationality

as director of the Company, for a period of four years to expire with the general meeting to be held in 2016 to deliberate on the financial statements for the financial year ending 31 December 2015.

Mr Harold Boël has expressed his acceptance of this office and has confirmed that he meets the necessary legal and regulatory conditions.

#### **RESOLUTION N°8**

*(End of the term of office of Deloitte et Associés as Statutory Auditor – Appointment of ERNST & YOUNG et Autres - SAS to replace the former)*

The meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, notes that the term of office of Deloitte et Associés as Statutory Auditor expires this day. Having considered the Board of Directors' report, the Meeting decides to appoint ERNST & YOUNG et Autres – SAS (simplified limited company) with variable share capital, whose registered office is 1-2 Place des Saisons – Paris La Défense 1 - 92400 Courbevoie, registered with the Nanterre Register of Companies under number 438 476 913, Member of the Versailles *Compagnie des Commissaires aux Comptes* (Institute of Auditors), as Statutory Auditor, for a period of six financial years, in other words until the annual general meeting to be held in 2018 to deliberate on the financial statements for the financial year ending 31 December 2017.

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ERNST & YOUNG et Autres - SAS has already expressed its acceptance of the mission of Statutory Auditor and has confirmed that it meets all conditions set down by the law and regulations to carry out these duties, more particularly with regard to any incompatibilities and prohibitions.

#### **RESOLUTION N°9**

***(End of the term of office BEAS as alternate Statutory Auditor – Appointment of AUDITEX - SAS to replace the former)***

The Meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, notes that the term of office of BEAS as alternate Statutory Auditor expires this day. Having considered the Board of Directors' report, the Meeting decides to appoint AUDITEX - SAS (simplified limited company) with variable share capital, whose registered office is 1-2 Place des Saisons – Paris La Défense 1 - 92400 Courbevoie, registered with the Nanterre Register of Companies under number 377 652 938, Member of the Versailles *Compagnie des Commissaires aux Comptes* (Institute of Auditors), as alternate Statutory Auditor for a period of six financial years, in other words until the annual general meeting to be held in 2018 to deliberate on the financial statements for the financial year ending 31 December 2017.

AUDITEX - SAS has already expressed its acceptance of the mission of alternate Statutory Auditor and has confirmed that it meets all conditions set down by the law and regulations to carry out these duties, more particularly with regard to any incompatibilities and prohibitions.

#### **RESOLUTION N°10**

***(Authorisation of the Board of Directors to buy-back the Company's own shares)***

The Meeting, deliberating under quorum and majority conditions set down for ordinary general meetings, considering the Board of Directors' report and the provisions of article L. 225-209 of the Commercial Code, decides to authorise the Board of Directors, which authorisation may be delegated, in accordance with the legal and regulatory conditions applicable at the time of its intervention, and in particular in compliance with the terms and conditions of articles L. 225-209 et seq of the Commercial Code, and the obligations set down by articles 241-1 to 241-6 of the General Regulations of the *Autorité des Marchés Financiers* and European Commission Regulation n°2273/2003 of 22 December 2003, to buy-back the Company's own shares, in one or more transactions and at times that it will determine. This buy-back will be capped at the statutory limit of 10% of its share capital (at whatever time, this percentage being adjusted in line with subsequent operations impacting share capital after the date of this Meeting), it being stipulated that the maximum percentage amount of shares bought-back by the Company which may be held and subsequently transferred in payment or exchange in the context of a merger, spin-off or contribution, is capped by the law at 5%.

The purpose of this authorisation is to allow the Company:

- to ensure market liquidity for its shares and to make the market through the intermediary of an independent investment service provider acting pursuant to the terms and conditions of a liquidity contract, in compliance with the AMAFI code of conduct as approved by the *Autorité des Marchés Financiers*,
- to transfer the shares at the time of the exercise of rights relating to the issue of securities giving rights to shares, at the time of the exercise of share purchase options, the allotment of free shares to employees or office holders of the Company or of Group companies, the allotment or transfer of shares to employees in the context of profit sharing, employee shareholding or company savings plans,
- to hold the shares for their subsequent transfer in payment or exchange in the context of mergers and acquisitions,
- to carry out, subject to the adoption of the eleventh resolution by the Extraordinary General Meeting, a reduction of the Company's share capital by the cancellation of shares.

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In the context of this authorisation, the Company may acquire its own shares but must comply with the limits set forth below (subject to any adjustments resulting from any operations impacting the Company's share capital):

- the maximum purchase price per share may not be more than € 100, excluding fees and commission,
- the total amount of funds devoted to this share buy-back programme may not be more than € 394 537 400. The Board of Directors, which may delegate this authorisation in accordance with the law, may however adjust the above mentioned purchase price in the case of a change in the share par value, an increase in share capital by the capitalisation of reserves and the allotment of free shares, share splitting or consolidation, capital redemption or reduction, a distribution of reserves or other assets and all other operations concerning equity capital, in order to take account of the impact of these operations on the share value.

The Meeting decides that the purchase, disposal or transfer of these shares may be carried out by all means, and in particular by the use of derivative financial instruments, on or off market, excluding the sale of put options, except in the case of exchange in compliance with regulations in force. The part of the plan that may be used for block trades is unlimited, and may account for the entire plan.

Shares whose allotment no longer complies with the Company's strategy may be disposed of with the consent of the Board of Directors, provided that the financial markets are informed.

The Board of Directors is therefore authorised more particularly to determine the advisability of launching a buy-back programme, after publication of details of this programme and to fix the terms and conditions thereof, to use the authorisation hereby granted or delegate it to the *Directeur Général* (Managing Director) or, with the consent of the latter, to the *Directeur Général Délégué* (Deputy Managing Director), who will report to the Board of Directors on the use made of this authorisation, to place all trading orders, enter into all agreements, make all declarations and complete all formalities with all bodies, and in particular with the *Autorité des Marchés Financiers*, and notably amend the articles of association and in general do the necessary.

This authorisation will take effect at the end of this Meeting and cancels as from this day, as appropriate and to the extent that it has not been exercised, any previous authorisation concerning the same object, and will remain valid until the annual general meeting held to deliberate on the financial statements for the financial year ending 31 December 2012; this period may not however be more than eighteen months from the date of this Meeting. This authorisation may be used at any time, except during any public offering and/or exchange offer initiated by the Company, in compliance with applicable regulations.

The Board of Directors will report on operations carried out pursuant to this authorisation to the ordinary annual general meeting.

## **II – SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING**

### **RESOLUTION N°11**

*(Authorisation of the Board of Directors to reduce share capital by the cancellation of shares)*

The Meeting, deliberating under quorum and majority conditions set down for extraordinary general meetings, considering the Board of Directors report and the Statutory Auditors' special report, and subject to the adoption of the tenth resolution above, authorises the Board of Directors, in accordance with article L. 225-209 of the Commercial Code, to reduce share capital by the cancellation of all or some of the shares acquired by the Company further to the share buy-back programme authorised by the ordinary general meeting in the tenth resolution, on its own initiative and in one or more transactions, capped at a maximum of 10 % of share capital over a period of twenty-four months from the date of this Meeting, and to reduce

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share capital by the corresponding amount. This 10 % cap applies to a share capital amount which may be adjusted to take account of subsequent operations impacting share capital after this Meeting.

The Meeting authorises the Board of Directors to set off the difference between the purchase price of cancelled shares and their par value against any available premiums and reserves, and grants all powers to the Board of Directors, with the possibility to delegate as set down by law, to complete all acts and formalities and make all declarations necessary to effect the share capital reduction to be carried out further to this authorisation, and to make the corresponding amendments to the Company's articles of association.

This authorisation is given to the Board of Directors for a period of eighteen months as from the date of this Meeting. It cancels the previous authorisation given by the General Meeting of 15 June 2011 (eleventh resolution) with effect from this day.

### **RESOLUTION N°12**

#### ***(Authorisation of the Board of Directors to use the delegations during a public offering)***

The Meeting, deliberating under quorum and majority conditions set down for extraordinary general meetings, considering the Board of Directors' report and the Statutory Auditors' special report, and in accordance with article L. 233-33 of the Commercial Code:

1. expressly authorises the Board of Directors to use the authorisations described below, given to the Board of Directors by the general meeting of 15 June 2011, during a public offering concerning the Company's shares, in accordance with the law and regulations in force at the date of such use:

- fourteenth resolution (Authorisation of the Board of Directors to increase share capital by the issue of ordinary shares or securities giving rights to shares, or giving entitlement to the allotment of debt securities, with preferential subscription rights being maintained),
- fifteenth resolution (Authorisation of the Board of Directors to increase share capital by the issue of ordinary shares or securities giving rights to shares, or giving entitlement to the allotment of debt securities, with removal of preferential subscription rights during a public offering),
- sixteenth resolution (Authorisation of the Board of Directors to increase share capital by the issue of ordinary shares or securities giving rights to shares, or giving entitlement to the allotment of debt securities with removal of preferential subscription rights in the context of an offer as defined by article L. 411-2 II of the Monetary and Financial Code),
- seventeenth resolution (Authorisation of the Board of Directors to increase share capital by the capitalisation of premiums, reserves, profits or other),
- eighteenth resolution (Authorisation of the Board of Directors to increase the number of shares or securities giving rights to shares, or giving the right to the allotment of debt securities to be issued for a capital increase),
- nineteenth resolution (Authorisation of the Board of Directors to increase share capital by the issue of ordinary shares or securities giving rights to shares, with removal of preferential subscription rights in the context of a contribution in kind made to the Company),
- twentieth resolution (Authorisation of the Board of Directors to carry out a share capital increase reserved to employee members of the Company savings plan).

2. fixes the period of validity of this authorisation at eighteen months as from the date of this Meeting. This authorisation cancels and supersedes, as appropriate and to the extent that it has not been exercised, any previous authorisation concerning the same object.

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**RESOLUTION N°13**

*(Powers to the bearer of an original of these minutes to complete formalities)*

The Meeting gives all powers to the bearer of an original of or excerpt from these minutes to complete all necessary formalities