

4.2.2 Summary presentation of the Board of Directors  
(as at the publication date of this URD)



The percentage of women directors is calculated without counting the director representing employees.

	Personal information			Experience			Position on the Board			
	Age	Sex	Nationality	Number of shares	Number of directorships in listed companies*	Independence	Initial appointment date	Term expiration	Longevity on the Board	Participation in Board Committees
<b>Alexandre Mérieux</b> <i>Chairman and Chief Executive Officer</i>	46 years old	M	French	60	2		04/16/2004	2022	16 years	Member of the Strategy Committee
<b>Philippe Archinard</b> <i>Non-Independent director</i>	60 years old	M	French	30	3		06/10/2010	2023	10 years	Member of the Audit Committee Member of the Strategy Committee
<b>Jean-Luc Belingard</b> <i>Non-Independent director</i>	71 years old	M	French	150	4		09/15/2006	2022	14 years	Chairman of the Strategy Committee Member of the HR Committee
<b>Harold Boël</b> <i>Independent director</i>	55 years old	M	Belgian	150	2	✓	05/30/2012	2020	8 years	Chairman of the Audit Committee Member of the Strategy Committee
<b>Marie-Hélène Habert-Dassault</b> <i>Independent director</i>	54 years old	F	French	57	4	✓	05/30/2012	2020	8 years	Member of the Strategy Committee Member of the HR Committee
<b>Marie-Paule Kieny</b> <i>Independent director</i>	64 years old	F	French	180	1	✓	08/28/2017	2021	3 years	Member of the Strategy Committee
<b>Fanny Letier</b> <i>Independent director</i>	40 years old	F	French	30	3	✓	05/30/2017	2021	3 years	Chairman of the HR Committee Member of the Strategy Committee
<b>Agnès Lemarchand</b> <i>Independent director</i>	65 years old	F	French	150	3	✓	05/28/2014	2023	6 years	Member of the Audit Committee Member of the Strategy Committee
<b>Frederic Besème</b> <i>Director representing employees</i>	63 years old	M	French	2,940	1		05/17/2018	2022	2 years	Member of the Strategy Committee

\*Including the position held at bioMérieux.

### 4.2.3 Board of Directors

The Board of Directors is composed of at least three members and up to the maximum number permitted by law.

At December 31, 2019, it had nine members, five of whom were independent and one a director representing employees.

#### The directors

The Annual General Meeting of May 23, 2019 renewed the terms of office of: Mrs Agnès Lemarchand and Mr Philippe Archinard, for a term of office of four years, *i.e.* expiring at the close of the Annual General Meeting held to approve the financial statements for the year ended December 31, 2022.

Mrs Marie-Paule Kieny and Mrs Fanny Letier were also appointed directors during the Annual General Meeting of May 30, 2017 for a four-year term, *i.e.* until the close of the Annual General Meeting to be held in 2021 to approve the financial statements for the year ending December 31, 2020.

The terms of office of Mr Alexandre Mérieux and Mr Jean-Luc Bélingard were renewed by the Annual General Meeting of May 17, 2018, and will end at the close of the Annual General Meeting to be held in 2022 to approve the financial statements for the year ending December 31, 2021.

The Board of Directors will propose the renewal of the terms of office of Mrs Marie-Hélène Habert-Dassault and Mr Harold Boël to the Annual General Meeting of May 19, 2020, for a period of four years until the close of the Annual General Meeting to be held in 2024 to approve the financial statements for the year ending December 31, 2023.

#### Biography of the directors for whom renewal of terms of office will be proposed by the Board of Directors:

*Mrs Marie-Hélène Habert-Dassault*

Mrs Marie-Hélène Habert-Dassault holds a post-graduate diploma in Business Law and Taxation, a degree in Business Law Assas (1988), and a master's degree in Strategy and Marketing from Sciences Po (1989). She began her career at DDB Advertising in London as a media-planning consultant. She joined the Dassault Group in 1991 as Deputy Communications director. Since 1998, she has been director of Communications and Corporate Sponsorship of the Dassault Group.

She has been a member of the Board of Directors of bioMérieux since 2012 as an independent director, and serves on the Strategy Committee as well as the Human Resources, Appointment and Compensation Committee.

A description of his directorships and positions is included in section 4.2.4.

The Board of Directors, meeting on February 25, 2020 and having debated the matter, concluded that Mrs Marie-Hélène Habert-Dassault is an independent director (see section 4.2.5).

The Board of Directors recommends to the Annual General Meeting the renewal of the directorship of Mrs Marie-Hélène Habert-Dassault for the following reasons:

- having been a director of the Company for the past eight years, she has in-depth knowledge of the Company and its challenges,
- her independence,
- her experience with major French industrial groups,
- her role as the representative of Groupe Industriel Marcel Dassault, one of the main shareholders of the Company (see section 7.3.2).

#### Mr Harold Boël

Mr Harold Boël holds a Bachelor of Science degree in chemistry from Brown University (United States) and a diploma in Materials Science from the Ecole Polytechnique Fédérale de Lausanne. He has held various managerial positions in the steel industry within the Corus Group. He has been Chief Executive Officer of Sofina (Belgium – listed company) since 2008.

He has been a member of the Board of Directors of bioMérieux since 2012 as an independent director. He chairs the Audit Committee and is a member of the Strategy Committee.

A description of his directorships and positions is included in section 4.2.4.

The Board of Directors, meeting on February 25, 2020 and having debated the matter, concluded that Mr Harold Boël is an independent director (see section 4.2.5).

The Board of Directors recommends to the Annual General Meeting the renewal of the directorship of Harold Boël for the following reasons:

- having been a director of the Company for the past eight years, he has in-depth knowledge of the Company and its challenges and contributes his expertise as Chairman of the Audit Committee,
- his independence,
- his experience as an investor in growth companies,
- his role as the representative of Sofina, one of the main shareholders of the Company (see section 7.3.2).

Mr Frédéric Besème was appointed director representing employees during 2018 for a period of four years. The General Meeting of May 17, 2018 amended the bylaws to allow for the terms and conditions of his appointment by the Central Works Council.

Mr Alain Mérieux was appointed the Founding Chairman by the Board of Directors, to take effect from August 28, 2017, for a four-year term expiring at the end of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2020. The General Meeting of May 30, 2017 approved the amendment of the bylaws enabling the Board of Directors to “appoint an honorary Founding Chairman, a natural person, selected from among the former Chairpersons of the Company”. The Founding Chairman is eligible indefinitely. He is invited to all Board meetings and attends the Board of Directors sessions in an advisory role. He must nevertheless comply with the internal rules of the Board of Directors. His right to information and communication is identical to that of the members of the Board of Directors.

There are four representatives who who are convened to each meeting of the Board of Directors.

## Changes in the composition of the Board of Directors and its committees during the financial year

Situation as of February 25, 2020.

	Departure	Appointment	Renewal
Board of Directors	Mr Michele Palladino and Mr Philippe Gillet (May 23, 2019)	NA	Mr Philippe Archinard and Mrs Agnès Lemarchand (May 23, 2019)
Audit Committee	NA	NA	Mr Philippe Archinard and Mrs Agnès Lemarchand (May 23, 2019)
Human Resources, Appointment and Compensation Committee	NA	NA	NA
Strategy Committee	Mr Michele Palladino and Mr Philippe Gillet (May 23, 2019)	Mr Alexandre Mérieux Mr Philippe Archinard Mr Harold Boël Mrs Marie-Hélène Habert-Dassault Mrs Agnès Lemarchand Mrs Fanny Letier Mr Frédéric Besème (May 23, September 3, 2019)	

## 4.2.4 Description of the terms of office of the directors

The table below presents all of the directorships and positions held in other companies by each of the Company's corporate officers based on the information they have submitted.



### Alexandre MÉRIEUX

**CHAIRMAN AND CHIEF EXECUTIVE OFFICER  
MEMBER OF THE STRATEGY COMMITTEE**

*Non-independent director*

**Born on 01/15/1974 (aged 46)**

Nationality: **French**

First appointed on: **04/16/2004**

Term expires: **2022**

Number of shares in the Company: **60**

Alexandre Mérieux earned a degree in biology from Lyon I University and is a graduate of HEC Montréal Business School. He worked for Siliker Group Corporation from 1999 to 2004. During this period, he held marketing positions in the United States and Europe before becoming Marketing and Business Unit Director in France. He joined the bioMérieux Group in 2005 as Executive Vice President, Industrial Microbiology. Then, from 2011 to 2014, Mr Mérieux was Corporate Vice President of the Microbiology and Industrial Operations unit. He became Chief Operating Officer in April 2014 and led bioMérieux's Executive Committee. He was appointed Chairman and Chief Executive Officer by the Board of Directors on December 15, 2017. Alexandre Mérieux is Vice-Chairman of the Institut Mérieux since December 2008. In 2009, he took over the chairmanship of Mérieux Développement and has chaired the Board of Directors of Mérieux NutriSciences since 2013.

### Other directorships and positions held at 12/31/2019 (all companies)

#### *Within the Group*<sup>(a)</sup>:

- Chief Operating Officer and Vice-Chairman of the Institut Mérieux
- Chairman of Mérieux Développement SAS, Mérieux NutriSciences Corp. (Chairman) (United States)
- CEO of Compagnie Mérieux Alliance
- Director of IM US Holding (US)
- Manager of SCI ACCRA
- Director of the Christophe and Rodolphe Mérieux Foundation and the Mérieux Foundation

#### *Outside the Group*<sup>(a)</sup>:

- Director of Plastic Omnium (France - listed company)
- Permanent representative of Mérieux Participations 2, director of Financière Senior Mendel SAS (France)

### Directorships and positions that have expired in the past five years

#### *Within the Group*<sup>(a)</sup>:

- bioMérieux Inc. (United States) (term expired: 2014)
- bioMérieux China Ltd (China), bioMérieux Shanghai Ltd (China), Sysmex bioMérieux Ltd (Japan), SGH, Foncière de Montcelard SAS (term expired: 2015)

#### *Outside the Group*<sup>(a)</sup>:

N/A

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of article L.233-16 of the French Commercial Code (Code de commerce).

**Philippe Archinard**

**MEMBER OF THE AUDIT COMMITTEE**  
**MEMBER OF THE STRATEGY COMMITTEE**

*Non-independent director*

**Born on 11/21/1959 (aged 60)**

Nationality: **French**

First appointed on: **06/10/2010**

Term expires: **2023**

Number of shares in the Company: **30**

Philippe Archinard is a graduate of the Ecole Nationale Supérieure de Chimie in Montpellier and holds a PhD in biochemistry from the University of Lyon. He has also completed the PMD management program from the *Harvard Business School*. He was the Chief Executive Officer of Innogenetics (Belgium) until 2004. He began his working career at bioMérieux in 1985 in various roles in France and the United States, where he managed the US subsidiary, bioMérieux Inc. Mr Archinard was appointed Chairman and Chief Executive Officer of Transgene in 2010; he had been Chief Executive Officer since 2004. Since 2014, Philippe Archinard has been Chairman of BIOASTER (Foundation for scientific cooperation), a technology research institute focusing on infectious diseases and microbiology. He chaired the Lyon competitiveness cluster, Lyon Biopôle, for 11 years. He is a director of Erytech Pharma SA and of the School of Chemistry, Chemical Engineering and Digital Sciences in Lyon (CPE), representing the University of Lyon Foundation (FPUL) in Lyon. He has been a director of bioMérieux since 2010 and Chairman of the Immunotherapy Department of the Institut Mérieux.

**Other directorships and positions held at 12/31/2019**  
**(all companies)**

*Within the Group* <sup>(a)</sup>:

- Chairman and Chief Executive Officer of Transgene SA (France - listed company)
- Chief Executive Officer of TSGH (France)
- Permanent representative of TSGH, director of ABL Inc. (USA)

*Outside the Group* <sup>(a)</sup>

- Director of Erytech Pharma SA (France – listed company)
- Director of CPE Lyon – Representative of FPUL
- Chairman of BIOASTER (Foundation for scientific cooperation)
- Director of NH Theraguix (France - unlisted company)

**Directorships and positions that have expired in the past five years**

*Within the Group* <sup>(a)</sup>:

N/A

*Outside the Group* <sup>(a)</sup>

N/A

(a) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of article L.233-16 of the French Commercial Code (*Code de commerce*).

**Jean-Luc BELINGARD**

**CHAIRMAN OF THE STRATEGY COMMITTEE**  
**MEMBER OF THE HUMAN RESOURCES, APPOINTMENT AND COMPENSATION COMMITTEE**

*Non-independent director*

**Born on 10/28/1948 (aged 71)**

Nationality: **French**

First appointed on: **09/15/2006**

Term expires: **2022**

Number of shares in the Company: **150**

Jean-Luc Belingard is a graduate of HEC Paris and holds an MBA from *Cornell University* (United States). He was CEO of Roche Diagnostic and a Member of the Executive Committee of Roche Group from 1990 to 1999. He was also a member of the Management Board and Chairman and Chief Executive Officer of bioMérieux-Pierre Fabre between 1999 and 2001. He then became Chairman and Chief Executive Officer of IPSEN from 2001 to 2010, and Chairman and Chief Executive Officer of bioMérieux between 2011 and 2017.

**Other directorships and positions held at 12/31/2019**  
**(all companies)**

*Within the Group* <sup>(a)</sup>:

- Director of the Institut Mérieux (France),
- Director of Transgene SA (France - listed company)

*Outside the Group* <sup>(a)</sup>

- Director of Pierre Fabre SA (France)
- Director of LabCorp of America (United States - listed company)
- Director of Lupin (India - listed company)

**Directorships and positions that have expired in the past five years**

*Within the Group* <sup>(a)</sup>:

- Director of ABL Inc. (term expired: 2018),

*Outside the Group* <sup>(a)</sup>

- Director of Starllergene Greer (UK - listed company - term expired: 2019)

(a) Any company controlled by *Compagnie Mérieux Alliance SAS* within the meaning of article L.233-16 of the French Commercial Code (*Code de commerce*).

**Frédéric BESÈME****MEMBER OF THE STRATEGY COMMITTEE**

Director representing employees

**Born on 09/23/1956 (aged 63)**

Nationality: **French**

First appointed on: **05/17/2018**

Term expires: **2022**

Number of shares in the Company: **2,940**

Frédéric Besème holds a PhD in Biology, University of Montpellier. He worked at INSERM from 1984 to 1987. He was R&D Researcher for bioMérieux from 1987 to 2002. He has held various personnel representation roles at bioMérieux as union delegate and social partner between 1997 and 2016. He became CSR Manager in 2016. Since becoming a director representing employees in 2018, in due time and in accordance with the law, he has abandoned all personnel representation and union functions within the Company. To perform his role as a director, he completed a training course at the IFA (Institut des Administrateurs Français) in 2018.

**Other directorships and positions held at 12/31/2019  
(all companies)**

N/A

**Directorships and positions that have expired in the past  
five years**

N/A

(a) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of article L.233-16 of the French Commercial Code (Code de commerce).

**Harold BOËL**

**CHAIRMAN OF THE AUDIT COMMITTEE  
MEMBER OF THE STRATEGY COMMITTEE**

Independent director <sup>(a)</sup>

**Born on 08/27/1964 (aged 55)**

Nationality: **Belgian**

First appointed on: **05/30/2012**

Term expires: **2020**

Number of shares in the Company: **150**

Harold Boël holds a Bachelor of Science degree in chemistry from Brown University (United States) and a diploma in Materials Science from the Ecole Polytechnique Fédérale de Lausanne. He has held various managerial positions in the steel industry within the Corus group. He has been the Chief Executive Officer of Sofina (Belgium – listed company) since 2008.

**Other directorships and positions held at 12/31/2019  
(all companies)**

*Within the Group <sup>(b)</sup>:*

- Director of Mérieux NutriSciences Corporation (United States)

*Outside the Group <sup>(b)</sup>:*

- Deputy director of Sofina SA (Belgium - listed company)
- Deputy director of Société de Participations Industrielles (Belgium)
- Chairman of Conseil de Domanoy (Belgium)
- Director of SODAVI (Belgium)

**Directorships and positions that have expired in the past  
five years**

*Within the Group <sup>(b)</sup>:*

N/A

*Outside the Group <sup>(b)</sup>:*

- Member of the Supervisory Board of Eurazeo (France – listed company, term expired: September 2017)
- Director of Caledonia Investment plc (UK – listed company, term expired: May 2017)
- Director of Suez Environnement (France – listed company, term expired: 2016)
- Director of Henex (term expired: 2014)
- Director of Electrabel (term expired: 2014)

(a) Independent director according to the assessment made by the Board of Directors (see section 4.2.5).

(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of article L.233-16 of the French Commercial Code (Code de commerce).

**Marie-Hélène HABERT-DASSAULT****MEMBER OF THE STRATEGY COMMITTEE****MEMBER OF THE HUMAN RESOURCES, APPOINTMENT AND COMPENSATION COMMITTEE***Independent director<sup>(a)</sup>***Born on 04/04/1965 (aged 54)**Nationality: **French**First appointed on: **05/30/2012**Term expires: **2020**Number of shares in the Company: **57**

Marie-Hélène Habert-Dassault holds a post-graduate diploma in Business Law and Taxation, a degree in Business Law from the University Paris 2 Panthéon-Assas (1988), and a master's degree in Strategy and Marketing from Sciences Po (1989). She began her career at DDB Advertising in London as a media planning consultant. She joined the Dassault Group in 1991 as Deputy Communications Director. Since 1998, she has been Director of Communications and Corporate Sponsorship of the Dassault Group.

**Other directorships and positions held at 12/31/2019 (all companies)***Within the Group<sup>(b)</sup> :*

N/A

*Outside the Group<sup>(b)</sup> :*

- Member of the Supervisory Board of GIMD
- Director of Dassault Aviation SA<sup>(c)</sup> (France – listed company) since 2014, Dassault Systèmes SA<sup>(c)</sup> (France – listed company) since 2014, and Artcurial SA<sup>(c)</sup>
- Director and Vice-President of the Serge Dassault Foundation
- Vice-President on the Supervisory Board of Immobilière Dassault SA<sup>(c)</sup> (France - listed company)
- Member of the Supervisory Board of Rond-Point Immobilier (SA)

- Manager of H Investissements SARL, HDH, and HDH Immobilière
- Director of SIPAREX
- Director of Fondation Fondamental
- Manager of SCI Duquesne
- Member of the Strategy Committee of HDF (SAS)

**Directorships and positions that have expired in the past five years***Within the Group<sup>(b)</sup> :*

N/A

*Outside the Group<sup>(b)</sup> :*

- Chair of the Supervisory Board of GIMD
- Chair of the Supervisory Board of Rond-Point Immobilier

*(a) Independent director, based on the Board of Directors' evaluation (see section 4.2.5).**(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of Article L.233-16 of the French Commercial Code (Code de commerce).**(c) Companies controlled by GIMD within the meaning of Article L. 233-16 of the French Commercial Code (Code de Commerce).***Marie-Paule KIÉNY****MEMBER OF THE STRATEGY COMMITTEE***Independent director<sup>(a)</sup>***Born on 04/24/1955 (64 ans)**Nationality: **Française**First appointed on: **28/08/2017**Term expires: **2021**Number of shares in the Company: **180**

Marie-Paule Kiény obtained her doctorate in microbiology at the University of Montpellier (France). She has published more than 350 articles and reviews, mainly in the fields of infectious diseases, immunology, vaccinology and healthcare systems.

Until June 2017, she occupied the position of Assistant Director General responsible for health systems and innovation at the World Health Organisation. She notably coordinated the WHO's R&D work during the Ebola epidemic in West Africa from 2014 to 2016. She also designed the WHO's master plan for R&D (global preparedness plan against emerging diseases epidemics). Before joining the WHO, Marie-Paule Kiény occupied first-rate research positions in the public and private sectors in France. She is currently research director at Inserm in Paris, in charge of the priority research program on antibiotic resistance initiated by France in 2019 under the Future Investments Programme. She also represents France on the Board of Directors of the Joint Programming Initiative on Antimicrobial Resistance, JPIAMR. Marie-Paule Kiény is Chairman of the Board of Directors of the Drugs for Neglected Diseases initiative (DNDi, Geneva, Switzerland) and the Medicines Patent Pool Foundation (MPPF, Geneva, Switzerland). She is also Vice-President of the Board of the Global Antibiotic Research and Development Partnership (GARDP, Geneva, Switzerland), and a member of the Board of Directors of the Human Vaccine Project (HVP, New York, United States), the Fondation Mérieux (Lyon, France), and Solidarité Thérapeutique et Initiatives pour la Santé (Solthis, Paris, France). She sits on the scientific advisory boards of several organisations that are active in the healthcare field. She is a director of the Fondation Mérieux.

She received the title of Chevalier in the Ordre National de la Légion d'Honneur in France in 2016, and Chevalier in the Ordre National du Mérite in France in 2000. She received the title of *Honorary Doctor* from the Autonomous University of Barcelona (Spain) in 2019 and won the Inserm International Prize in 2017, the Prix Génération 2000-Impact Médecin in 1994, and the Prix Innovation Rhône-Poulenc in 1991.

**Other directorships and positions held at 12/31/2019 (all companies)***Within the Group<sup>(b)</sup> :*

N/A

*Outside the Group<sup>(b)</sup> :*

N/A

**Directorships and positions that have expired in the past five years**

N/A

*(a) Independent director according to the assessment made by the Board of Directors (see section 4.2.5).**(b) Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of article L.233-16 of the French Commercial Code (Code de commerce).*

**Agnès LEMARCHAND**

**MEMBER OF THE AUDIT COMMITTEE**  
**MEMBER OF THE STRATEGY COMMITTEE**

*Independent director<sup>(a)</sup>*

**Born on 12/29/1954 (aged 65)**

Nationality: **French**

First appointed on: **05/28/2014**

Term expires: **2023**

Number of shares in the Company: **150**

A graduate of the Ecole Nationale Supérieure de Chimie de Paris (ENSCP) and of MIT (USA), with an MBA from INSEAD, Agnès Lemarchand began her professional life with various operational responsibilities within the Rhône-Poulenc Group from 1980 to 1985.

In 1986, she was appointed Chief Executive Officer of Industrie Biologique Française (IBF), and in 1987, she founded IBF Biotechnics in the United States, a subsidiary of the Rhône-Poulenc group and the Institut Mérieux, where she was appointed Chairman and Chief Executive Officer.

In 1991, she joined the Ciments Français Group as Chief Executive Officer of Prodical, an industrial minerals subsidiary that she managed from 1991 to 1996. She joined the Lafarge Group in 1997 as Strategy Director of the Speciality Materials Division, and in 1999, was appointed Chairman and Chief Executive Officer of Lafarge Chau. In 2004, together with the managers, she took over the subsidiary of Lafarge Chau in the United Kingdom and founded Steetley Dolomite Limited, where she was Executive Chair for 10 years before selling the company to the Lhoist industrial group.

Agnès Lemarchand was a member of the Economic, Social and Environmental Council (economic activities section) from 2012 to 2015. She is a member of the ESG Committee of the IFA (Institut Français des Administrateurs).

**Other directorships and positions held at 12/31/2019**  
**(all companies)**

*Within the Group<sup>(b)</sup>:*

N/A

*Outside the Group<sup>(b)</sup>:*

- Director of Saint-Gobain (France - listed company)
- Director of Solvay SA (Belgium - listed company)

**Directorships and positions that have expired in the past five years**

*Within the Group<sup>(b)</sup>:*

N/A

*Outside the Group<sup>(b)</sup>:*

- President of Orchard SAS (October 2019)
- Member of the Supervisory Board of CGG (listed company – term expired: October 2017)
- Member of the Supervisory Board of Areva (listed company – term expired: January 2015)
- Member of the Supervisory Board of Vivescia Industries (SCA), representing Bpifrance Participations (term expired: 12/31/2015)
- Executive Chairman of Steetley Dolomite Limited (term expired: 2014)
- Member of the Economic, Social and Environmental Committee, working in the economic division (term expired: 2015)

(a) *Independent director according to the assessment made by the Board of Directors (see section 4.2.5).*

(b) *Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of article L.233-16 of the French Commercial Code (Code de commerce).*

**Fanny LETIER**

**CHAIRMAN OF THE HUMAN RESOURCES, APPOINTMENT AND COMPENSATION COMMITTEE**  
**MEMBER OF THE STRATEGY COMMITTEE**

*Independent director<sup>(a)</sup>*

**Born on 03/15/1979 (aged 40)**

Nationality: **French**

First appointed on: **05/30/2017**

Term expires: **2021**

Number of shares in the Company: **30**

Fanny Letier is a graduate of Sciences Politiques Paris, the ENA, and the Institut français des administrateurs (IFA). She was a senior civil servant in the French Treasury Department (Ministry of Finance) from 2004 to 2012, Secretary General of the Inter-Ministry Committee on Industrial Restructuring (CIRI) from 2009 to 2012, Deputy Director of the Office of the Minister of Industrial Recovery from 2012 to 2013, and Director, then Executive Investment Director of SME funds for Bpifrance from 2013 to 2018. She co-founded GENE Capital Entrepreneur in 2019, and is a director of Nexans, Aéroports de Paris, and the IFA (Institut Français des Administrateurs).

**Other directorships and positions held at 12/31/2019**  
**(all companies)**

*Within the Group<sup>(b)</sup>:*

N/A

*Outside the Group<sup>(b)</sup>:*

- Director of Nexans (listed company)
- Director of Aéroports de Paris (France - listed company)

**Directorships and positions that have expired in the past five years**

*Within the Group<sup>(b)</sup>:*

N/A

*Outside the Group<sup>(b)</sup>:*

N/A

(a) *Independent director according to the assessment made by the Board of Directors (see section 4.2.5).*

(b) *Any company controlled by Compagnie Mérieux Alliance SAS within the meaning of article L.233-16 of the French Commercial Code (Code de commerce).*



## Professional address of directors

The members of the Board of Directors can be contacted at the Company's registered office in Marcy l'Étoile, France (Rhône).

The laws currently in force on the maximum number of directorships are applied within the Company.

## Corporate officers' interests in the company and the Group

In accordance with Delegated Regulation (EU) 2019/980 of March 14, 2019, it is noted that Alexandre Mérieux is one of the main shareholders of the Compagnie Mérieux Alliance, which itself holds 100% of the holding Institut Mérieux, the Company's majority shareholder with 58.90% of the share capital and 70.65% of the voting rights of the Company as at February 29, 2020 (see sections 7.3.2 and 7.3.3).

### 4.2.5 Independent directors, conflicts of interest and other declarations

#### Evaluation of the independence of directors

	Criteria 1	Criteria 2	Criteria 3	Criteria 4	Criteria 5	Criteria 6	Criteria 7	Criteria 8
Alexandre Mérieux			✓	✓	✓		NA	
Philippe Archinard		✓	✓	✓	✓	✓	✓	✓
Jean-Luc Belingard			✓	✓	✓			✓
Harold Boël		✓	✓	✓	✓	✓	✓	✓
Marie-Hélène Habert-Dassault	✓	✓	✓	✓	✓	✓	✓	✓
Marie-Paule Kieny	✓	✓	✓	✓	✓	✓	✓	✓
Agnès Lemarchand	✓	✓	✓	✓	✓	✓	✓	✓
Fanny Letier	✓	✓	✓	✓	✓	✓	✓	✓
Frédéric Besème		✓	✓	✓	✓	✓	✓	✓

Table prepared based on the information provided by the relevant party.

#### Criteria 1: Employee corporate officer during the 5 preceding years

Not being or having been during the preceding five years:

- an employee or executive corporate officer of the Company;
- an employee, executive corporate officer, or director of a company that the Company consolidates;
- an employee or executive corporate officer or director of the parent company of the Company or of a company consolidated by this parent company.

#### Criteria 2: Cross-directorships

Not being an executive corporate officer of a company in which the Company directly or indirectly holds a director seat or within which an employee designated as such or an executive corporate officer of the Company (current or having been one within the last five years) holds the position of director.

#### Criteria 3: Material business relationships

Not being a customer, supplier, Corporate banker, investment banker, consultant:

- in a significant capacity for the Company or its group;
- or for whom the Company or its group represents a material share of business.

The assessment of the materiality or immateriality of the relationship between the Company or its group is discussed by the Board of Directors and the quantitative and qualitative criteria underlying this assessment (continuity, economic dependence, exclusivity, etc.) are explained in the annual report.

#### Criteria 4: Family ties

Not having any close family ties with a corporate officer.

#### Criteria 5: Statutory Auditor

Not having been a Statutory Auditor of the Company during the 5 preceding years.

#### Criteria 6: Being a director for more than 12 years

Not having been a director of the Company for over 12 years. The loss of status as an independent director occurs on the anniversary date of the twelve years.

#### Criteria 7: Status of non-executive corporate officer

A non-executive corporate officer cannot be considered as being independent if receiving variable compensation in cash, or securities, or any type of compensation linked to the Company's or the Group's performance.

#### Criteria 8: Status of major shareholder

Directors representing major shareholders of the Company or the parent company may be considered independent as long as these shareholders do not participate in the control of the Company. However, beyond a threshold of 10% of the share capital or the voting rights, the Board, based on a report from the Appointment Committee, systematically evaluates the independence of the director, in view of the composition of the Company's share capital and the existence of a potential conflict of interest.

The Board of Directors, during its meeting of February 25, 2020, reviewed the analysis of the Human Resources, Appointment and Compensations Committee regarding the independence of directors, according to the criteria contained in the AFEP-MEDEF Code. After having debated it, the Board of Directors confirmed the independent capacity of the following 5 directors out of the 9 who composed it: Mr Harold Boël, Mrs Marie-Hélène Habert-Dassault, Mrs Marie-Paule Kieny, Mrs Agnès Lemarchand and Mrs Fanny Letier.

In particular, the Board of Directors deemed the following directors to be independent: Mr Harold Boël to be independent, despite the fact that he is director of Mérieux NutriSciences Corporation, a US company held by the Institut Mérieux, and Mrs Marie-Paule Kieny, a director of Fondation Mérieux (see section 4.1).

The Board of Directors of February 25, 2020 assessed the business ties and potential conflicts of interest that could arise from the terms of office of some of its directors. Although Harold Boël is a director of Mérieux NutriSciences Corporation, the Board of Directors deems that there is no conflict of interest. The two companies are independent and each act in different areas. The existing business relations are not significant and are not likely to call into question their independence. Accordingly, Harold Boël will abstain from discussion and votes held by the Board of Directors regarding any circumstances relating to Mérieux NutriSciences Corporation. Marie-Paule Kieny is a Director of the Fondation Mérieux. The Board of Directors also decided that there was no conflict of interest that would call her independence into question. This is because the Fondation Mérieux is an independent foundation with public interest status. It specifically receives grants from the Company. Accordingly, Marie-Paule Kieny will abstain from discussions and votes held by the Board of Directors regarding any circumstances relating to the Fondation Mérieux.

Other than Harold Boël and Marie-Paule Kieny, since the independent directors have no relationship of any kind with the Company, the Group or the Management, there is no conflict of interest which the Board of Directors could be required to discuss.

To the best of the Company's knowledge:

- no member of the Board of Directors of the Company has been convicted of fraud in the past five years;
- no member of the Board of Directors has been involved, in the past five years, in any bankruptcy, court-ordered receivership or liquidation, in their capacity as member of an administrative, management or supervisory body or as Chief Executive Officer;
- no sentence has been pronounced in the past five years against any member of the Board of Directors of the Company barring them from serving on an issuer's administrative, management or supervisory body or from participating in the management or conduct of the affairs of an issuer;
- no member of the Board of Directors of the Company has been charged with an offence or had any official public disciplinary action taken against them by a statutory or regulatory authority (including recognised professional bodies).

To the best of the Company's knowledge, there is no potential conflict of interest between the duties to the Company of any member of the Board of Directors, and their private and/or other interests. The agreements involving certain directors are subject to the procedures concerning related-party agreements and are described in section 7.8.

To the best of the Company's knowledge, no commitments have been undertaken by members of the Board of Directors that restrict their freedom to dispose of their bioMérieux shares, other than the rules on insider trading and closed periods.