
SPECIFIC DIAGNOSTICS EUROPE LIMITED

DIRECTOR'S REPORT AND AUDITED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

SPECIFIC DIAGNOSTICS EUROPE LIMITED

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SPECIFIC DIAGNOSTICS EUROPE LIMITED

COMPANY INFORMATION

Director	Ivan Chemarin (French)
Company secretary	Bradwell Limited
Registered number	681085
Registered office	10 Earlsfort Terrace Dublin 2 D02 T380
Independent auditors	EisnerAmper Audit Limited Chartered Accountants & Statutory Audit Firm 6 The Courtyard Building Carmanhall Road Sandyford Dublin 18 D18 CA22

SPECIFIC DIAGNOSTICS EUROPE LIMITED

DIRECTOR'S REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Director presents his annual report and the audited financial statements for Specific Diagnostics Europe Limited ("the Company") for the financial year ended 31 December 2023.

Principal activities

The principal activity of the Company is that of a holding company. After the reporting period the Director decided to wind up the Company.

Results and dividends

The results for the financial year and state of affairs of the Company are set out in the profit and loss account and balance sheet on pages 8 and 9 respectively.

The loss for the financial year, after taxation, amounted to €38,623 (2022 - €80,163).

The Director does not recommend payment of a dividend for the financial year (2022 - €Nil).

Directors, secretary and their interests

Ivan Chemarin was the sole Director during the financial year and up to the date this report was approved.

Ivan Chemarin has no ownership interest in the Company or in any group undertaking.

No shares were held by the Company secretary, Bradwell Limited, at any time during the financial year (2022 - Nil).

Political contributions

The Company made no political contributions during the financial year (2022 - €Nil).

Accounting records

The measures taken by the Director to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the implementation of necessary policies and procedures for recording transactions, the employment of accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The Company's accounting records are maintained at the Company's registered office at 10 Earlsfort Terrace, Dublin 2, D02 T380.

Going concern

The Director has decided to wind up the Company subsequent to the year-end. Accordingly, these financial statements have not been prepared on a going concern basis but instead, have been prepared on a basis that is consistent with Section 1A of Financial Reporting Standard 102 but amended to reflect the fact that the going concern basis is not appropriate. Where applicable, this generally involves:

- Writing down assets to fair value less costs of disposal.
- Providing for contractual commitments which may have become onerous as a consequence of the decision to wind up the company.
- Reclassifying assets or liabilities from non-current to current.

The financial statements do not include a provision for any costs of liquidation, other than those committed to at the statement of financial position date.

SPECIFIC DIAGNOSTICS EUROPE LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

Statement on relevant audit information

The Director at the time when this Director's Report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

After the reporting period the Director has decided to wind up the Company. The going concern basis is not appropriate and the Director has therefore prepared the financial statements on a basis that is consistent with Section 1A of Financial Reporting Standard 102 but amended to reflect the fact that the going concern basis is not appropriate.

There have been no other significant events affecting the Company since the financial year end that would require adjustment or disclosure in the financial statements.

Auditors

The auditors, EisnerAmper Audit Limited, continue in office in accordance with section 383(2) of the Companies Act 2014.

This report was approved and signed.

DocuSigned by:
Ivan CHEMARIN
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Ivan Chemarin
Director

Date: 03-Nov-25

SPECIFIC DIAGNOSTICS EUROPE LIMITED

DIRECTOR'S RESPONSIBILITIES STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Director is responsible for preparing the Director's Report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the Director to prepare the financial statements for each financial year. Under the law, the Director has elected to prepare the financial statements in accordance with the small companies regime, Section 1A of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council.

Under company law, the Director must not approve the financial statements unless he is satisfied that they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year end date, of the profit or loss for that financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the Director is required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director is responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Director's Report comply with the Companies Act 2014 and enable the financial statements to be audited. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DocuSigned by:

Ivan CHEMARIN

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Ivan Chemarin

Director

Date: 03-Nov-25

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SPECIFIC DIAGNOSTICS EUROPE LIMITED**Report on the audit of the financial statements****Opinion**

We have audited the financial statements of Specific Diagnostics Europe (the 'Company') for the year ended 31 December 2023 which comprise of the Profit and Loss Account, and the Balance sheet, including a summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* issued in the UK by the Financial Reporting Council.

In our opinion the financial statements:

- give a true and fair view of the state of the assets, liabilities and financial position of the Company as at 31 December 2023, and of its loss for the year then ended;
- have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)") and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Financial Statements prepared on basis other than going concern

In forming our opinion on the financial statements, we have considered the adequacy of the disclosure made in note 4 to the financial statements, which explains that the financial statements for the year ended 31 December 2023 have been prepared on a basis other than going concern as the director intends to wind up the company. Our opinion is not modified in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SPECIFIC DIAGNOSTICS EUROPE LIMITED (continued)

Other information / (continued)

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited, and financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of the sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, if applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SPECIFIC DIAGNOSTICS EUROPE LIMITED (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the Company's financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Paul Cahill

Paul Cahill

**For and on behalf of EisnerAmper Audit Limited
Chartered Accountants and Statutory Audit Firm
Dublin**

3 November 2025

SPECIFIC DIAGNOSTICS EUROPE LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

	Note	2023 €	2022 €
Administrative expenses		(38,623)	<i>(80,163)</i>
Loss before taxation	5	(38,623)	<i>(80,163)</i>
Tax on loss		-	-
Loss for the financial year		(38,623)	<i>(80,163)</i>

There were no recognised gains and losses for the financial year ended 31 December 2023 or the financial year ended 31 December 2022 other than those included in the profit and loss account.

The notes on pages 10 to 14 form part of these financial statements.


SPECIFIC DIAGNOSTICS EUROPE LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2023**

	Note	2023 €	2022 €
Fixed assets			
Financial assets	7	1	10,001
		<u>1</u>	<u>10,001</u>
Current assets			
Debtors: amounts falling due within one year	8	-	291
		<u>-</u>	<u>291</u>
Creditors: amounts falling due within one year	9	(133,358)	(105,026)
		<u>(133,358)</u>	<u>(104,735)</u>
Net current liabilities		(133,358)	(104,735)
Total assets less current liabilities		(133,357)	(94,734)
Net liabilities		(133,357)	(94,734)
Capital and reserves			
Called up share capital presented as equity		1	1
Profit and loss account		(133,358)	(94,735)
Shareholders' deficit		(133,357)	(94,734)

These financial statements have been prepared in accordance with the small companies regime.

The financial statements were approved:

DocuSigned by:

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Ivan Chemarin
 Director

Date: 03-Nov-25

The notes on pages 10 to 14 form part of these financial statements.

SPECIFIC DIAGNOSTICS EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

1. General information

Specific Diagnostics Europe Limited ("the Company"), incorporated on 4 November 2020, is a private company limited by shares, incorporated in Ireland with company registration number 681085. The Company's registered office is 10 Earlsfort Terrace, Dublin 2, D02 T380. The principal activity of the Company is that of a holding company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2014.

The Director intends to wind up the Company within twelve months from the date of signing these financial statements. Consequently, the Company is not regarded as a going concern and these financial statements have not been prepared on a going concern basis. These financial statements have been prepared on a basis that is consistent with Section 1A of FRS 102 but amended to reflect the fact that the going concern basis is not appropriate.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Euros.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.3 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.4 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors amounts due to and from group companies and investments in ordinary shares.

SPECIFIC DIAGNOSTICS EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in Note 2, the Director is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. Judgment has been used to assess whether there is objective evidence of impairment of investments in subsidiaries. Areas where judgments are significant to the Company's financial statements include the assessment of impairment of financial assets measured at cost. Estimates and judgments have been used in the preparation of the financial statements to reflect that the going concern basis is not appropriate as described in more detail in note 4 below.

4. Going concern

The Director has decided to wind up the Company subsequent to the year-end. Accordingly, these financial statements have not been prepared on a going concern basis but instead, have been prepared on a basis that is consistent with Section 1A of Financial Reporting Standard 102 but amended to reflect the fact that the going concern basis is not appropriate. Where applicable, this generally involves:

- Writing down assets to fair value less costs of disposal.
- Providing for contractual commitments which may have become onerous as a consequence of the decision to wind up the company.
- Reclassifying assets or liabilities from non-current to current.

The financial statements do not include a provision for any costs of liquidation, other than those committed to at the statement of financial position date.

5. Loss on ordinary activities before taxation

The operating loss is stated after charging:

	2023	2022
	€	€
Exchange differences	3,218	628

6. Employees

The Company had no employees during the financial year other than the Director, who did not receive any remuneration (2022 - €Nil).

SPECIFIC DIAGNOSTICS EUROPE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

7. Financial assets

	Investments in subsidiary companies €
Cost	
At 1 January 2023	10,001
Additions	2,200,000
Disposals	(2,210,000)
	1
At 31 December 2023	1

During the financial year, the Company transferred its investment in its subsidiary, Specific France SAS, to the ultimate parent company, bioMérieux, as part of a group reconstruction (see Business combination note 10).

8. Debtors

	2023 €	2022 €
Trade debtors	-	291
	-	291
	-	291

9. Creditors: Amounts falling due within one year

	2023 €	2022 €
Intercompany payable	117,133	73,311
Accruals	16,225	31,715
	133,358	105,026
	133,358	105,026

Amounts owed to group companies are non-interest bearing and repayable on demand.

SPECIFIC DIAGNOSTICS EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

10. Business combination

On 20 December 2023, the Company entered into a business combination in which the investment in the subsidiary, Specific France SAS, was transferred to bioMérieux, the ultimate parent company. The Company continued to exist as a separate entity post transfer of the asset.

The transaction occurred under the common control of the parent company and did not alter the relative rights of the ultimate shareholders. It is treated under accounting standards as a distribution through reserves.

11. Reconciliation of movement in shareholders' funds

	2023 €	2022 €
Shareholders funds at beginning of the financial year	(94,734)	(14,571)
Capital contribution received in the financial year	2,200,000	-
Business combination	(2,200,000)	-
Profit or loss for the year	(38,623)	(80,163)
<i>Shareholders' funds at end of the financial year</i>	<u>(133,357)</u>	<u>(94,734)</u>

12. Related party transactions

The Company has availed of the exemption of Section 1A of FRS 102 from disclosing transactions between the Company and other wholly owned companies within the group. The Company's administrative expenses are borne by a fellow group company.

13. Controlling party

The Company is a wholly owned subsidiary of Specific Diagnostics, Inc, a Company registered in the United States and headquartered in France. bioMérieux, a multinational biotechnology company is the ultimate controlling party.

14. Consolidation exemption

Per Section 299 of the Companies Act 2014 a holding company is exempt from the requirement to prepare group financial statements if that holding company (the "lower holding company") is itself a subsidiary undertaking and its holding undertaking is established under the laws of an EEA state and the lower holding company is a wholly owned subsidiary of that other holding undertaking. These financial statements are consolidated into the audited consolidated financial statements of bioMérieux, a higher holding undertaking established in France.

The audited consolidated financial statements of bioMérieux have been prepared in accordance with IFRS, and were drawn up to 31 December 2023. These documents are publicly available at <https://www.biomerieux.com/corp/en/investors/news-reports/annual-reports-universal-registration-documents.html>

SPECIFIC DIAGNOSTICS EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

15. Post balance sheet events

After the reporting period the Director has decided to wind up the Company. The going concern basis is not appropriate and the Director has therefore prepared the financial statements on a basis that is consistent with Section 1A of Financial Reporting Standard 102 but amended to reflect the fact that the going concern basis is not appropriate.

There have been no other significant events affecting the Company since the financial year end that would require adjustment or disclosure in the financial statements.

16. Approval of financial statements

The Director approved these financial statements for issue on 03-Nov-25

DocuSigned by:
Ivan CHEMARIN
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