



## **COMMITMENTS IN FAVOR OF MR. OLIVIER BRANDICOURT, FEBRUARY 7, 2017**

In accordance with the provisions of the AFEP-MEDEF governance code, Sanofi is publishing below information concerning the compensation arrangements for Olivier Brandicourt as Chief Executive Officer of Sanofi.

Three undertakings were taken to the benefit of Olivier Brandicourt during the Board meeting of February 19, 2015. Those undertakings were approved by the Shareholders' Annual General Meeting of May 4, 2015. None of them were implemented during 2016.

Those are:

- the undertaking made relating to the payment of a termination benefit ;
- the undertaking made relating to the payment of a non-compete indemnity ; and
- the undertaking made relating to a top-up pension plan.

Acting on a recommendation from the Compensation Committee, the Board of Directors, at its meeting held on February 7, 2017, decided to modify the commitment undertaken to the benefit of Olivier Brandicourt related to the top-up pension plan.

It was decided to introduce, as of January 1<sup>st</sup>, 2017, a performance condition to the acquisition of new contingent rights related to the top-up pension plan benefiting to Olivier Brandicourt.

A year will only be taken into account for the determination of the annuity if it corresponds to a year for which the performance condition was accomplished.

As a reminder, each year, acting on a recommendation from the Compensation Committee, the Board of Directors sets performance conditions on which Olivier Brandicourt's compensation is based.

The performance condition is applied on the following basis:

- if the level of attainment for variable compensation is equal to or above the target (i.e. 150% of the fixed compensation), 100% of the contingent top-up pension rights will vest, corresponding to an uplift of 1.5% in the annual reference compensation used to calculate the annuity payable under the plan;
- if the level of attainment for variable compensation is less than 100% of fixed compensation, no top-up pension rights will vest for the year in question; and
- between those two limits, vested rights are calculated on a prorata basis.

Consequently, the annual uplift in contingent rights is capped at 1.5% of the annual reference compensation used to calculate the annuity payable under the plan, which is below the upper limit of 3% of annual reference compensation stipulated in Article L. 225-42-1 of the French Commercial Code.

Every year, in advance of the Shareholders' Annual General Meeting, the Board of Directors will ascertain whether the performance condition has been met and determine the contingent top-up pension rights that will vest in Olivier Brandicourt.

None of the other terms of the pension plan has changed.

This alteration in pension arrangements will be submitted for approval at the Shareholders' Annual General Meeting of May 10, 2017.