LETTER TO SHAREHOLDERS

N°41
JUNE 2015

Dear Shareholders,

Sanofi had a good start in 2015. Our businesses showed solid growth, driven by the momentum of new product launches that will highlight this year. We still have some way to go to strengthen our R&D pipeline, but the launches of new products, already underway or imminent in 2015, should mark a turning point compared to previous years.

We must not relax our efforts, especially now that pressure on drug prices intensifies in the United States, where payors are facing the challenge of significant growth in healthcare expenses. This evolution of the main healthcare market compels us to focus our innovation and diversification strategy on two requirements. In terms of innovation, we must provide a real response to pathologies that are inadequately treated, or not treated at all. Regarding diversification, it must help base the growth of the company on those businesses that are less determined by the innovation cycle. These activities must contribute significantly to the development of the company, both in terms of growth and profitability.

I also had the opportunity to expand on these topics on the occasion of the General Shareholder Meeting and I would like to thank you for participating in this event.

Thank you for your trust and continuing loyality.

"The launches of new products, already underway or imminent in 2015, should mark a turning point compared to previous years."

Serge Weinberg
Chairman of the Board of Directors

SANOFI

Dear Shareholders,

I joined Sanofi on April 2nd and I am delighted to assume the function of Chief Executive Officer of a company that has a track record of successes in the healthcare area. This is also true for the beginning of 2015 which has started well for Sanofi. In the first quarter, the Group posted strong financial results and recorded a growth in sales mainly driven by the strong performance of Genzyme and Merial. Our businesses provide a solid foundation for our new-product cycle. Sanofi's recent launches along with the ongoing regulatory reviews and planned submissions before year-end will drive future growth.

At this important time for the company, my primary focus will be on maximizing the value of this innovative product portfolio and further establishing Sanofi as a leading biopharmaceutical company. Thus, I have started to work with our management teams in Europe, the United States and Asia. Generally speaking, I would like to develop a deep knowledge of the Group and I launched in parallel a strategic review of our operations. I will make sure the launches of our new drugs and vaccines are successful and will ensure strong commitment at all levels of the Company. Also, the strong momentum in Research & Development shall continue. I have already met the teams working in our research centers as well as our partner Regeneron, and I will have a close look at our product portfolio.

I had the privilege to share my first impressions and discuss with you at the General Meeting. I will now also meet our institutional shareholders to better understand their expectations.

Olivier Brandicourt
Chief Executive Officer

"My primary focus will be on maximizing the value of our innovative product portfolio and further establishing Sanofi as a leading biopharmaceutical company."

FIRST QUARTER 2015

GROUP NET SALES
€8,810M
+12.3%
(+2.4%)

EMERGING MARKETS NET SALES
€2,859M
+13.7%
(+7.3%)

BUSINESS NET INCOME
€1,726M
+11.6%
(+1.6%)

BUSINESS EPS[1]
€1.32
+12.8%
(+2.6%)

Further information on Q1 Results:
www.sanofi.com

Growth rates are expressed on a reported basis. Growth rates in brackets are expressed at constant exchange rates (CER). For definitions of financial indicators, please consult the press release issued on April 30, 2015.

1 - Earnings per share

SOLID FINANCIAL PERFORMANCE IN THE FIRST QUARTER OF 2015

POSITIVE IMPACT OF EXCHANGE RATES

On a reported basis, sales grew 12.3%, and business EPS was up 12.8%. In the first quarter 2015, exchange rate movements had a positive effect of 9.9 percentage points on sales and 10.2 percentage points on business EPS, reflecting mainly the weakness of the Euro against the U.S. dollar.

SOLID GROWTH OF NET SALES

Group sales were up 2.4% at constant exchange rates (CER) despite the expected slowdown of Diabetes and Vaccines businesses.

Sales of the Diabetes division were slightly down (-3.2% at CER), reflecting the anticipated pricing pressure on Lantus® in the United States. The decrease of Lantus® sales in the U.S. (-13.1% at CER) were partially offset by a strong performance in Emerging Markets (+18.0% at CER).

Concerning Vaccines, consolidated sales of Sanofi Pasteur were down 4.6% at CER, reflecting expected lower influenza vaccines sales due to the delay of the Southern Hemisphere influenza campaign which impacted the performance in Emerging Markets.

GENZYME CONFIRMS ITS SOLID PERFORMANCE

Genzyme delivered another outstanding quarter. First quarter sales of Genzyme increased 30.9% at CER, reflecting the strong performance of Aubagio® and double-digit growth of Rare Diseases products. Genzyme recorded double-digit sales growth in all regions, strengthening its sustained leadership position in Rare Diseases.

RECORD QUARTER FOR ANIMAL HEALTH

The Animal Health business delivered the 4th consecutive quarter of growth, with record sales growth of 13.5% at CER. The first quarter of 2015 confirms the recovery that began in 2014, supported by the performance of both, Companion Animal and Production Animal segments.

FIRST QUARTER NET SALES BY BUSINESS AREAS

		Growth at CER
PHARMACEUTICALS	€7,455M	+2.2%
Diabetes	€1,837M	-3.2%
Consumer Healthcare	€979M	+5.3%
Genzyme[1]	€821M	+30.9%
Generics	€478M	+10.2%
Oncology	€357M	-7.3%
Established Rx Brands	€2,983M	-1.5%
VACCINES	€697M	-4.6%
ANIMAL HEALTH	€658M	+13.5%

1 - Genzyme includes Rare Diseases and Multiple Sclerosis franchises.

TOUJEO®, ONCE DAILY LONG-ACTING BASAL INSULIN, APPROVED IN THE U.S. AND IN EUROPE

Toujeo®
insulin glargine injection 300 Units/mL

"This once daily basal insulin reinforces Sanofi's commitment to continue improving the quality of diabetes care."

At the end of April 2015, the European Commission granted marketing authorization in Europe for Toujeo® (insulin glargine, 300 U/mL), a once daily long acting basal insulin for the treatment of type 1 and type 2 diabetes mellitus in adults. Toujeo® was approved in February 2015 in the United States.

A NEW OPTION FOR PATIENTS

"Sanofi is proud of its long heritage in diabetes and insulin therapies, including Lantus® which has supported patients in the management of their diabetes for more than a decade. With the approval of Toujeo®, Sanofi builds on its strong legacy and looks forward to bringing a new treatment option to people living with diabetes", said Pierre Chancel, Senior VP, Global Diabetes, Sanofi.

According to studies evaluating the efficacy and safety of Toujeo® compared with Lantus® (insulin glargine, 100 U/mL) glycemic control with Toujeo® was comparable to Lantus®[1].

LAUNCHES IN PROGRESS

Toujeo® was launched in the United States in March, as well as in Germany in May and the Netherlands in June. It should be made available to patients in other European countries in the second half of 2015 or early 2016.

1 - Further information in the press releases published on February 26, 2015 and April 28, 2015.

FIRST NEW DELIVERIES OF SHANTHA PEDIATRIC VACCINE

In March 2015, Sanofi Pasteur announced its affiliate Shantha Biotechnics, located in Hyderabad, India, delivered the first 400,000 doses of its pediatric pentavalent vaccine Shan5™ in the state of Madhya Pradesh in India.

In December 2014, following a two-year international tender, Shantha was awarded with a mandate to supply global health organizations with a total of 37 million doses of Shan5™ in 2015 and 2016.

Shan5™ is the first vaccine developed jointly by Sanofi Pasteur and Shantha Biotechnics. This vaccine provides protection against diphtheria, tetanus, pertussis, Hib and hepatitis B.

SANOFI REWARDED AT THE WHITE HOUSE FOR ITS ANTI-MALARIAL TREATMENT

Sanofi received the prestigious "Patent for Humanity" award from the United States Patent and Trademark Office (USPTO). This award was launched as part of an Obama administration initiative promoting game-changing innovations to solve long-standing development challenges.

Sanofi is being recognized for its patent on semi-synthetic artemisinin, a key component for the production of anti-malarial treatments recommended by the World Health Organization.

Growing cycles, variations in yield and other factors can produce variable supplies of artemisinin, making it difficult to obtain and leading to speculation over prices. The new process for semi-synthetic artemisinin produces a high quality, stable supply that complements the existing plant-derived source, helping to minimize the risk of shortages and reducing production lead times.

Since 2014, more than 16 million anti-malarial treatments derived from semi-synthetic artemisinin have been supplied to endemic countries in Africa.

Administering treatment in Burkina Faso

FURTHER PROGRESS IN RESEARCH & DEVELOPMENT

LYXUMIA® (LIXISENATIDE) IN TYPE 2 DIABETES

First top-line results of the Phase 3b ELIXA cardiovascular outcomes study, which compared lixisenatide to placebo in a high-risk population of adults with type 2 diabetes evaluating cardiovascular safety were published. The study showed that lixisenatide was non-inferior, although not superior, to placebo for cardiovascular safety. The study is a significant milestone for lixisenatide, which is the first GLP-1 receptor agonist with long-term cardiovascular safety data in people with diabetes who have high cardiovascular risk.

The U.S. New Drug Application of lixisenatide is on track to be resubmitted in the third quarter of 2015.

SARILUMAB IN RHEUMATOID ARTHRITIS

Sanofi and Regeneron have announced positive topline results from Phase 3 studies with sarilumab in patients with rheumatoid arthritis who were inadequate responders to or intolerant of TNF-alpha inhibitors.

U.S. regulatory submission is planned in the fourth quarter of 2015.

DUPILUMAB IN MODERATE-TO-SEVERE ASTHMA

Sanofi and Regeneron have announced additional positive results from an interim analysis of a pivotal Phase 2b study of dupilumab in adult patients with moderate-to-severe asthma who are uncontrolled despite treatment with inhaled corticosteroids and long-acting beta agonists.

The Phase 3 study was launched at the end of April 2015.

INVESTIGATIONAL THERAPY FOR THE TREATMENT OF FABRY DISEASE

In April, the U.S. Food and Drug Administration (FDA) granted Fast Track designation for the development of GZ/SAR402671, a new investigational oral substrate reduction therapy for the treatment of Fabry disease. Genzyme is currently enrolling patients in its Phase 2a trial.

Fabry disease is a rare lysosomal storage disorder that results in abnormal tissue deposits of a particular fatty substance (GL-3 or Gb3) throughout the body.

2015 GENERAL MEETING
FIRST MEETING OF SHAREHOLDERS WITH OLIVIER BRANDICOURT

The Combined General Shareholder Meeting was held on May 4, 2015, gathering more than 1,500 shareholders at the Palais des Congrès in Paris and via the live webcast on our website. All resolutions submitted to the vote were adopted by shareholders. The vote was opened with a quorum of close to 65% of the share capital. Further information on the meeting, including detailed voting results and the video webcast of the event, are available at: www.sanofi.com/AGM2015

SANOFI – SOLID ASSETS FOR THE FUTURE

The General Meeting was the occasion to review the key milestones of 2014 that was a pivotal year for Sanofi.

Serge Weinberg, Chairman of the Board of Directors, highlighted that 2014 was satisfactory, both in terms of financial results and in terms of progress in Research & Development (R&D). He reiterated the reasons behind the Board's decision to terminate the functions of the former Chief Executive Officer, Christopher Viehbacher, and presented Olivier Brandicourt, the new Chief Executive Officer of Sanofi.

After a review of the company's governance, Serge Weinberg gave the floor to **Gérard Van Kemmel,** Chairman of the Compensation Committee, who presented the elements of compensation due or granted to corporate officers in 2014, submitted to the advisory vote of the General Meeting (Say on Pay).

Olivier Brandicourt, Chief Executive Officer since April 2, 2015, shared his first observations on the company. He highlighted the strong assets of Sanofi and identified the main challenges ahead, in terms of innovation, competition and financial discipline. He presented his near-term priorities, indicating that he had initiated a strategic review of the Group's activities. Olivier Brandicourt also reviewed the launches of new products, already underway or immiment, and presented Sanofi's approach to Corporate Social Responsibility which is at the heart of the company's mission, and in particular access to healthcare for as many patients as possible.

Elias Zerhouni, President, Global R&D, highlighted the significant achievements realized in R&D that will contribute to the next wave of innovations in the coming years.

2014 DIVIDEND
€2.85
per share
payable as of
May 13, 2015

Jérôme Contamine, Chief Financial Officer, presented the results and performance in 2014, underlining the financial strength of the Group and solid results achieved in the first quarter of 2015. In conclusion, he highlighted the company's communication towards individual shareholders.

LISTENING TO SHAREHOLDERS

Every year, the **Individual Shareholders Committee** meets Serge Weinberg, Chairman of the Board of Directors ahead of the General Meeting to discuss the concerns of individual shareholders. It is also an opportunity to discuss their expectations about the topics presented at the meeting.

In late March 2015, Sanofi also conducted a **consultation with its shareholders** on the themes to be addressed at the meeting and their views about the Group and its communication to shareholders.

AN INDEPENDENT, DIVERSIFIED AND RENEWED BOARD

The General Meeting also approved the ratification of the co-optations of Bonnie Bassler and Olivier Brandicourt and renewed Serge Weinberg, Suet-Fern Lee and Bonnie Bassler as Directors, for a term of four years.

Following the General Meeting, the new Board of Directors is comprised of 14 members. The size of the Board has been reduced after the departure of Gérard Van Kemmel and Igor Landau whose term of office has expired. Five Board members are women and a large majority of Directors are independent (identified by an asterisk in the following list). Following the arrival of Bonnie Bassler and Olivier Brandicourt, the Board has widened its expertise in the scientific and pharmaceutical field.

The Board consists of the following members:

- Serge Weinberg, Chairman of the Board of Directors
- Olivier Brandicourt, Chief Executive Officer
- Laurent Attal
- Bonnie Bassler*
- Uwe Bicker*
- Robert Castaigne*
- Jean-René Fourtou*
- Claudie Haigneré*
- Patrick Kron*
- Fabienne Lecorvaisier*
- Suet-Fern Lee*
- Christian Mulliez
- Carole Piwnica*
- Klaus Pohle*

For further information on Directors, please read their biographies on **www.sanofi.com**

*Independent Director

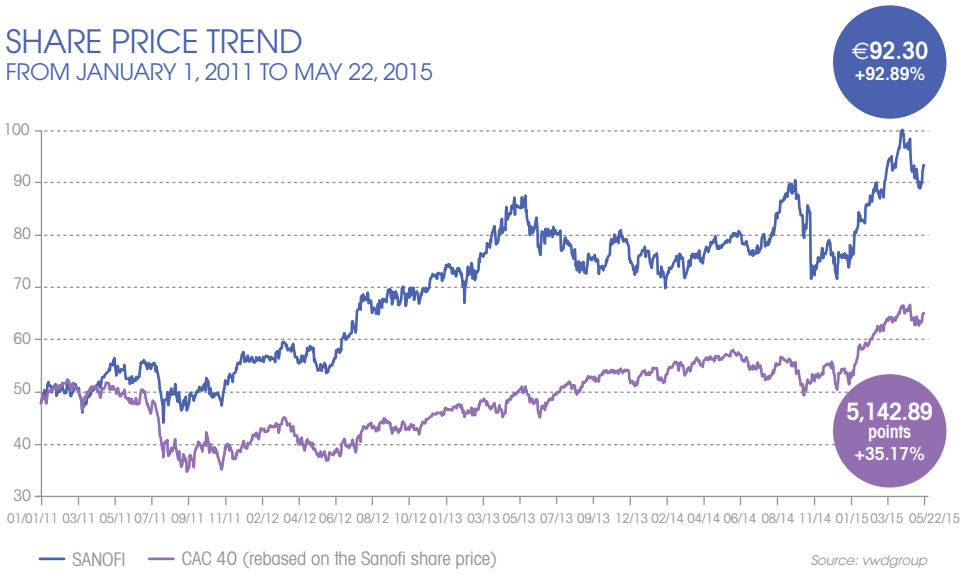
BONNIE BASSLER

Professor Bassler is a Howard Hughes Medical Institute Investigator, the Squibb Professor in Molecular Biology, and the Chair of the Department of Molecular Biology at Princeton University, New Jersey, United States.

"I'm delighted to be a member of the board of Sanofi. I think my role is that of an academic. My job is to make the initial discoveries that fuel the pipeline of ideas that get turned into medicines. Sanofi's job is to make medicines. So I believe my role is to tie those two worlds together."

SHARE PERFORMANCE IN PARIS

SHARE PRICE TREND
FROM JANUARY 1, 2011 TO MAY 22, 2015



CALENDAR

- **June 24, 2015**
  Shareholder meeting in Lille
  (postponed to September 29)
- **July 30, 2015**
  Second quarter 2015 results
- **October 5, 2015**
  Shareholder meeting in Lyon

SANOFI STOCK

- **Euronext Paris, compartment A**
  Member code: SAN
  ISIN code: FR 0000120578
- **New York Stock Exchange**
  Symbol: SNY
  CUSIP number: 80105N105000

SHAREHOLDER RELATIONS

- **SANOFI - Shareholder Relations**
  54, rue La Boétie - 75008 Paris - France
- Tel. Europe: +33 (0) 800 075 876
- **Toll-free tel. U.S.: +1 888 516 3002**
- Individualshareholders@sanofi.com
- www.sanofi.com/shareholders
- Mobile app: **SANOFI IR**
  (available in the App Store and Google Play)

HAVE A LOOK AT THE NEW EDITION OF THE SHAREHOLDER HANDBOOK 2015

The new edition of the Shareholder handbook, available since early May, presents Sanofi's key facts & figures for 2014 and provides useful information about the Sanofi share, its performance and the management of your shareholdings.

Visit the interactive online version of the Shareholder handbook at www.sanofi.com/shareholders enhanced with videos and many links to additional information.

The Shareholder handbook is also available on touchpads and smartphones through the Sanofi IR mobile app.

To receive a hard copy, please contact us or order it online on our Website

Forward-looking statement:

This letter contains projections and other forward-looking statements that are not historical facts. Although the management of Sanofi believes that these projections and forward-looking statements, and their underlying assumptions, are reasonable as of the date of this letter, investors are cautioned that such projections, assumptions, intentions and forward-looking statements are subject to various risks and uncertainties (many of which are difficult to predict and generally beyond the control of Sanofi) that could cause actual results and developments to differ materially from those expressed or implied. These risks and uncertainties include those discussed elsewhere in this letter, as well as in the filings of Sanofi with the U.S. Securities and Exchange Commission (SEC) and the French Autorité des marchés financiers (AMF), notably under the caption "Risk Factors" in the company's annual report on Form 20-F. Other than as required by applicable law, Sanofi does not undertake any obligation to update any statement that is not a historical fact.

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