

SANOFI

Combined General Meeting 05/04/2015

Resolutions voting results

Number of issued shares : 1,327,576,534

Number of shares with voting right : 1,304,877,002



Ordinary	Number	Shares	Voting rights
Attending shareholders	1,244	142,326,427	261,150,396
Proxy to the Chairman	8,617	10,527,617	13,804,995
Proxy to another shareholder	455	3,260,915	6,497,023
Vote by post	6,480	687,233,375	688,665,972
Total	16,796	843,348,334	970,118,386

Quorum	64.63%
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Extraordinary	Number	Shares	Voting rights
Attending shareholders	1,241	142,325,396	261,148,750
Proxy to the Chairman	8,617	10,579,889	13,910,302
Proxy to another shareholder	457	3,260,102	6,495,397
Vote by post	6,427	687,235,551	688,672,208
Total	16,742	843,400,938	970,226,657

Quorum	64.63%
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Resolutions	Type	Wording	Total voting shares	% of the capital	For	Against	Abstention	Total Votes	For (%)	Against (%)	Abstention (%)	
Resolution	1	ord.	Approval of the individual company financial statements for the year ended December 31, 2014	843,348,334	64.63%	948,004,642	13,939,671	8,174,073	970,118,386	97.72%	1.44%	0.84%
Resolution	2	ord.	Approval of the consolidated financial statements for the year ended December 31, 2014	843,348,334	64.63%	963,681,843	4,636,404	1,800,139	970,118,386	99.34%	0.48%	0.19%
Resolution	3	ord.	Appropriation of profits, declaration of dividend	843,348,334	64.63%	962,597,753	6,266,950	1,253,683	970,118,386	99.22%	0.65%	0.13%
Resolution	4	ord.	Agreements and commitments covered by Articles L. 225-38 et seq of the French Commercial Code	843,348,334	64.63%	628,329,153	340,394,788	1,394,445	970,118,386	64.77%	35.09%	0.14%
Resolution	5	ord.	Reappointment of a Director – Serge Weinberg	843,348,334	64.63%	933,925,437	34,758,840	1,434,109	970,118,386	96.27%	3.58%	0.15%
Resolution	6	ord.	Reappointment of a Director – Suet-Fern Lee	843,348,334	64.63%	947,217,395	21,542,226	1,358,765	970,118,386	97.64%	2.22%	0.14%
Resolution	7	ord.	Ratification of the co-opting of a Director – Bonnie Bassler	843,348,334	64.63%	958,810,052	10,079,205	1,229,129	970,118,386	98.83%	1.04%	0.13%
Resolution	8	ord.	Reappointment of a Director – Bonnie Bassler	843,348,334	64.63%	957,154,358	11,687,832	1,276,196	970,118,386	98.66%	1.20%	0.13%
Resolution	9	ord.	Ratification of the co-opting of a Director – Olivier Brandicourt	843,348,334	64.63%	958,506,487	10,327,254	1,284,645	970,118,386	98.80%	1.06%	0.13%
Resolution	10	ord.	Consultative vote on the components of the compensation due or awarded to Serge Weinberg, Chairman of the Board of Directors, in respect of the year ended December 31, 2014	843,348,334	64.63%	949,309,575	19,321,551	1,487,260	970,118,386	97.86%	1.99%	0.15%
Resolution	11	ord.	Consultative vote on the components of the compensation due or awarded to Christopher Viehbacher, Chief Executive Officer, in respect of the year ended December 31, 2014	843,348,334	64.63%	597,472,926	371,332,423	1,313,037	970,118,386	61.59%	38.28%	0.14%
Resolution	12	ord.	Authorization to the Board of Directors to carry out transactions in the Company's shares	843,348,334	64.63%	962,441,732	6,163,120	1,513,534	970,118,386	99.21%	0.64%	0.16%

Resolutions	Type	Wording	Total voting shares	% of the capital	For	Against	Abstention	Total Votes	For (%)	Against (%)	Abstention (%)	
Resolution	13	extr.	Delegation to the Board of Directors of authority to decide to issue, with preemptive rights maintained, shares and/or securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company	843,400,938	64.63%	907,241,075	61,589,889	1,395,693	970,226,657	93.51%	6.35%	0.14%
Resolution	14	extr.	Delegation to the Board of Directors of authority to decide to issue, with preemptive rights cancelled, shares and/or securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company, via a public offering	843,400,938	64.63%	945,090,904	23,845,548	1,290,205	970,226,657	97.41%	2.46%	0.13%
Resolution	15	extr.	Delegation to the Board of Directors of authority to decide to issue, with preemptive rights cancelled, shares and/or securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company, via a private placement	843,400,938	64.63%	922,625,539	45,832,457	1,768,661	970,226,657	95.09%	4.72%	0.18%
Resolution	16	extr.	Delegation to the Board of Directors of authority to decide to issue securities representing a debtor claim and giving access to the share capital of subsidiaries and/or of any other company	843,400,938	64.63%	953,936,261	14,886,880	1,403,516	970,226,657	98.32%	1.53%	0.14%
Resolution	17	extr.	Delegation to the Board of Directors of authority to increase the number of shares to be issued in the event of an issue of ordinary shares and/or of securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company, with or without preemptive rights	843,400,938	64.63%	908,752,554	60,116,839	1,357,264	970,226,657	93.66%	6.20%	0.14%
Resolution	18	extr.	Delegation to the Board of Directors of authority with a view to the issuance, with preemptive rights cancelled, of shares and/or securities giving access to the share capital of the Company, of any of its subsidiaries and/or of any other company, as consideration for assets transferred to the Company as a share capital contribution in kind	843,400,938	64.63%	949,483,277	19,369,020	1,374,360	970,226,657	97.86%	2.00%	0.14%
Resolution	19	extr.	The Board withdrew this resolution.									
Resolution	20	extr.	Authorization to the Board of Directors to reduce the share capital by cancellation of treasury shares	843,400,938	64.63%	962,665,534	6,141,526	1,419,597	970,226,657	99.22%	0.63%	0.15%
Resolution	21	extr.	Delegation to the Board of Directors of authority to decide on the issuance of shares or securities giving access to the Company's share capital reserved for members of savings plans, with waiver of preemptive rights in their favor	843,400,938	64.63%	947,390,490	21,434,178	1,401,989	970,226,657	97.65%	2.21%	0.14%
Resolution	22	extr.	Authorization for the Board of Directors to carry out consideration-free allotments of existing or new shares to some or all of the salaried employees and corporate officers of the Group	843,400,938	64.63%	902,540,295	66,254,131	1,432,231	970,226,657	93.02%	6.83%	0.15%
Resolution	23	extr.	The Board withdrew this resolution.									
Resolution	24	extr.	Amendment of article 19 of the Articles of Association	843,400,938	64.63%	956,947,654	11,750,025	1,528,978	970,226,657	98.63%	1.21%	0.16%
Resolution	25	extr.	Powers for formalities	843,400,938	64.63%	965,534,043	3,110,048	1,582,566	970,226,657	99.52%	0.32%	0.16%