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DECEMBER 2, 2022

### *Statement from Sanofi regarding: rule 2.12 of the takeover rules*

**Paris, December 2, 2022.** As required by Rule 2.12 of the Takeover Rules, Sanofi S.A. ("Sanofi") confirms that any offer for Horizon Therapeutics plc, if made by Sanofi, will be solely in cash.

There is no certainty that any offer will be made, nor as to the terms on which any such offer may be made, if forthcoming.

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#### *About Sanofi*

We are an innovative global healthcare company, driven by one purpose: we chase the miracles of science to improve people's lives. Our team, across some 100 countries, is dedicated to transforming the practice of medicine by working to turn the impossible into the possible. We provide potentially life-changing treatment options and life-saving vaccine protection to millions of people globally, while putting sustainability and social responsibility at the center of our ambitions.

Sanofi is listed on Euronext: SAN and NASDAQ: SNY

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#### **Responsibility Statement and Disclaimers**

The directors of Sanofi accept responsibility for the information contained in this announcement. To the best of their knowledge and belief (having taken all reasonable care to ensure such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Centerview Partners UK LLP, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom ("Centerview"), is acting exclusively as financial adviser to Sanofi and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Sanofi for providing the protections afforded to clients of Centerview nor for providing advice in connection with the contents of this announcement or any matter or arrangement referred to herein. Neither Centerview nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Centerview in connection with this announcement, any statement contained herein or otherwise.

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### **Dealing Disclosure Requirements**

Under Rule 8.3(a) of the Takeover Rules, any person who is "interested" (directly or indirectly) in 1% or more of any class of "relevant securities" of an "offeree" or of any securities exchange "offeror" (being any "offeror" other than an "offeror" in respect of which it has been announced that its "offer" is, or is likely to be, solely in cash) must make an "opening position disclosure" following the commencement of the "offer period" and, if later, following the announcement in which any securities exchange "offeror" is first identified. An "opening position disclosure" must contain details of the person's "interests" and short positions in, and rights to subscribe for, any "relevant securities" of each of (i) the "offeree" and (ii) any securities exchange "offeror(s)". An "opening position disclosure" by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (US Eastern time) on the 10th "business day" following the commencement of the "offer period" and, if appropriate, by no later than 3.30 pm (US Eastern time) on the 10th "business day" following the announcement in which any securities exchange "offeror" is first identified. Relevant persons who deal in the "relevant securities" of the "offeree" or of a securities exchange "offeror" prior to the deadline for making an "opening position disclosure" must instead make a "dealing" disclosure.

Under Rule 8.3(b) of the Takeover Rules, any person who is, or becomes, "interested" in 1% or more of any class of "relevant securities" of the "offeree" or of any securities exchange "offeror" must make a "dealing" disclosure if the person deals in any "relevant securities" of the "offeree" or of any securities exchange "offeror". A "dealing" disclosure must contain details of the dealing concerned and of the person's "interests" and short positions in, and rights to subscribe for, any "relevant securities" of each of (i) the "offeree" and (ii) any securities exchange "offeror(s)". A "dealing disclosure" by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (US Eastern time) on the "business day" following the date of the relevant "dealing". A dealing disclosure must contain the details specified in Rule 8.6(b) of the Takeover Rules, including details of the dealing concerned and of the person's interests and short positions in any 'relevant securities' of the "offeree" or of any securities exchange "offeror".

If two or more persons co-operate on the basis of any agreement, either express or tacit, either oral or written, to acquire an "interest" in "relevant securities" of an "offeree" or of any securities exchange "offeror", they will be deemed to be a single person for the purpose of Rule 8.3 of the Takeover Rules.

"Opening position disclosures" must also be made by the "offeree" and by any "offeror" and "dealings" disclosures must also be made by the "offeree", by any "offeror" and by any persons "acting in concert" with any of them in the circumstances set out in the Takeover Rules (see Rules 8.1, 8.2 and 8.4).

A disclosure table, giving details of the companies in whose "relevant securities" opening position disclosures and dealing disclosures should be made, can be found on the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Takeover Rules, which can be found on the Irish Takeover Panel's website.

If you are in any doubt as to whether or not you are required to disclose an "opening position" or "dealing" under Rule 8, please consult the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

### **No offer or solicitation**

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction, whether pursuant to this announcement or otherwise.

The distribution of this announcement in jurisdictions outside Ireland and the United States may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

### **Publication on a website**

In accordance with Rule 26.1 of the Takeover Rules, a copy of this announcement will be available on Sanofi's website at [www.sanofi.com/rule26compliance](http://www.sanofi.com/rule26compliance) by no later than 12 noon (US Eastern time) on the business day following publication of this announcement. The content of any website referred to in this announcement is not incorporated into, and does not form part of, this announcement.

### **Forward-Looking Statement**

This announcement contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements are statements that are not historical facts and may include projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential, and statements regarding future performance. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates", "plans" and similar expressions. Although Sanofi's management believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and 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 in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include among other things, the possibility that a transaction will not be pursued and/or an offer will not be made, failure to obtain necessary shareholder or regulatory approvals or required financing or to satisfy any of the other conditions to a potential transaction, adverse effects on the market price of our ordinary shares and/or on our operating results for any reason, including, without limitation, because of a failure to complete a transaction, failure to realize the expected benefits of a transaction, negative effects of an announcement or consummation or failure to

consummate a transaction on the market price of our ordinary shares, significant transaction costs and/or unknown liabilities and general economic and market conditions that affect the combined companies following any transaction.

The risks and uncertainties also include the uncertainties discussed or identified in the public filings with the SEC and the AMF made by Sanofi, including those listed under "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in Sanofi's annual report on Form 20-F for the year ended December 31, 2021. Other than as required by applicable law, Sanofi does not undertake any obligation to update or revise any forward-looking information or statements.