



Information regarding the financial arrangements for the departure of Paul Hudson, former Chief Executive Officer

(Information made public in accordance with the recommendations of the AFEP-MEDEF Corporate Governance Code)

In accordance with the recommendations of the AFEP-MEDEF Code, Sanofi hereby publishes the information regarding the financial arrangements for the departure of Paul Hudson, whose office as Chief Executive Officer of Sanofi terminated on February 17, 2026 pursuant to the decision taken by the Board of Directors on February 11, 2026. The financial arrangements for Paul Hudson's departure are in all respects compliant with the compensation policy for the Chief Executive Officer, as approved by the General Meeting of Shareholders for a given fiscal year.

Paul Hudson also resigned as a director of Sanofi on February 18, 2026. He received no compensation in connection with that office.

Annual fixed compensation for 2026

The compensation policy for the Chief Executive Officer provides that the gross annual fixed compensation of Paul Hudson is €1,600,000. Paul Hudson will receive, on a pro rata basis through February 17, 2026 inclusive (the date of termination of his office as Chief Executive Officer), the fixed portion of his annual compensation.

Annual variable compensation for 2025

The compensation policy for the Chief Executive Officer provides that Paul Hudson's annual variable compensation for 2025 is in a range between 0% and 250% of his annual fixed compensation, with a target of 150%, subject to quantitative and qualitative performance criteria.

Acting on a proposal from the Compensation Committee, the meeting of the Board of Directors held on February 11, 2026 reviewed the attainment level for each criterion and sub-criterion; the global attainment rate stands at 109%. Consequently, the Board sets Paul Hudson's annual variable compensation for 2025 at a gross amount of €2,616,000, representing 163.53% of his fixed compensation. Details of the objectives, and of the determination of attainment levels, are set forth in the report on corporate governance included in Chapter 2 of the 2025 Universal Registration Document¹. In accordance with Article L. 22-10-34 II of the French Commercial Code, payment of Paul Hudson's variable compensation for 2025 will be subject to prior approval by the Annual General Meeting of Shareholders held to vote on the financial statements for the year ended December 31, 2025, and scheduled for April 29, 2026.

¹ *Universal Registration Document being unavailable in English, please refer to the equivalent sections in Item 6 of Form 20-F for 2025.*

Annual variable compensation for 2026

The compensation policy for the Chief Executive Officer provides that Paul Hudson's annual variable compensation for 2026 is in a range between 0% to 250% of his annual fixed compensation, with a target of 150%, subject to varied and exacting performance criteria, both quantitative and qualitative. At its meeting of February 11, 2026, Sanofi's Board of Directors resolved that the criteria for 2026 are:

- 60% based on financial indicators published by Sanofi: sales growth, free cash flow (FCF) and business earnings per share (business EPS), each accounting for 20%; and
- 40% based on specific individual objectives: Portfolio & Assets (7.5%); Digital Transformation and Artificial Intelligence (7.5%); Development Pipeline (15%); and Corporate Social Responsibility (10%). Details of the individual objectives set for variable compensation for 2026 are set forth in the report on corporate governance included in Chapter 2 of 2025 Universal Registration Document². Attainment levels for the portion of variable compensation linked to quantitative criteria may be scaled down regardless of actual performance, in order to give greater weight to the attainment of qualitative criteria. This flexibility can only operate to reduce the amount of variable compensation, and cannot compensate for underperformance on quantitative criteria.

The attainment levels of the quantitative and qualitative performance criteria related to annual variable compensation for 2026, as established by the Board of Directors at its meeting of February 11, 2026, will be evaluated by the Board of Directors, based on a recommendation from the Compensation Committee, after the 2026 financial statements have been closed off.

Paul Hudson will receive, on a pro rata basis through February 17, 2026 inclusive (the date of termination of his office as Chief Executive Officer), the variable portion of his annual compensation.

In accordance with Article L. 22-10-34 II of the French Commercial Code, payment of Paul Hudson's variable compensation will be subject to prior approval by the Annual General Meeting of Shareholders held to vote on the financial statements for the year ended December 31, 2026.

Outstanding equity-based compensation plans

Given the decision by the Board of Directors to terminate Paul Hudson's office as Chief Executive Officer effective February 17, 2026, it was resolved not to award him any performance shares in respect of 2026.

In accordance with the compensation policy for the Chief Executive Officer, Sanofi confirms that the performance shares awarded to Paul Hudson on May 25, 2023, under the 2023 annual performance share plan, have definitively vested, in accordance with a resolution passed by the Board of Directors on February 11, 2026. Following the application of a pro rata calculation through and including February 17, 2026 (the end date of Paul Hudson's

²Universal Registration Document being unavailable in English, please refer to the equivalent sections in Item 6 of Form 20-F for 2025.

term of office), 75,206 performance shares will consequently be delivered to Paul Hudson on May 25, 2026³. For indicative purposes, based on the closing price on February 17, 2026, the value of these shares amounted to €5,875,844.78.

In accordance with the compensation policy for the Chief Executive Officer, Paul Hudson will retain the benefit of the performance shares awarded to him on April 30, 2024, and April 30, 2025 under the 2024 and 2025 annual plans, on a pro rata basis over the respective vesting periods of those plans. The final number of performance shares that may vest for Paul Hudson will be determined at the end of the respective vesting periods, subject to confirmation by the Board of Directors of the attainment levels for the applicable performance conditions. Assuming the global allocation rate for each of those plans on the vesting date is 100% (the maximum permitted under the plans, subject to attainment of performance conditions), Paul Hudson would be definitively awarded: (i) 49,606 shares under the 2024 plan and (ii) 24,121 shares under the 2025 plan. For illustrative purposes, based on the closing price on February 17, 2026³ (the date of termination of Paul Hudson's office), the value of those performance shares would be €5,760,290.51.

If at any time prior to expiration of the vesting period of his performance shares, Paul Hudson joins a competitor of Sanofi as employee or corporate officer, or provides services to or cooperates with such a competitor, he will irrevocably lose his performance shares, regardless of any full or partial discharge by the Board of Directors of the non-compete undertaking relating to his office as Chief Executive Officer.

Pension rights

Paul Hudson will cease to be a member of Sanofi's top-up defined-contribution pension plan and will no longer benefit from the related annual contribution.

As regards 2025, in accordance with the compensation policy for the Chief Executive Officer, Paul Hudson is entitled to the top-up defined-contribution pension plan introduced within Sanofi on January 1, 2020. Under the terms of that plan, the Chief Executive Officer receives an annual contribution the amount of which (subject to attainment of a performance condition) may be up to 25% of his reference compensation (annual fixed and variable compensation). The performance condition governing the vesting of contingent rights is tied to the attainment level of the variable compensation component for 2025.

The Board of Directors, at its meeting of February 11, 2026, ascertained whether that performance condition had been met, noting that the global attainment level for the variable portion of Paul Hudson's compensation for the 2025 financial year was 109%.

The annual gross contribution is paid as follows:

- 50% as a gross insurance premium to the fund manager – the amount due to the fund manager with respect to 2025 is €527,000; and
- 50% to Paul Hudson, to indemnify him for the social security and tax charges for which he will become immediately liable. The amount due to Paul Hudson in respect

³ Sanofi's closing share price on the Euronext Paris regulated market as of February 17, 2026: €78.13

of 2025 was set by the Board of Directors at its meeting of February 11, 2026, at €527,000.

Payment of those amounts is contingent on approval of the Chief Executive Officer's compensation package by the shareholders in an Ordinary General Meeting, on the terms stipulated in Article L. 22-10-34 II of the French Commercial Code.

No contribution will be paid in respect of 2026.

Termination benefit

The compensation policy for the Chief Executive Officer provides that Paul Hudson is entitled to a termination benefit, payment of which is contingent upon fulfillment of a performance condition⁴. The amount of the termination benefit is capped at 24 months of his most recent total compensation on the basis of the fixed compensation effective on the date of his leaving office and the last variable compensation received prior to that date (i.e. the variable compensation for 2024 received in 2025).

Given the average attainment rate of objectives for target annual variable compensation over 2023, 2024, and 2025, the performance condition has been fulfilled.

The amount of this termination benefit is reduced by any amount received as compensation for the non-compete undertaking, such that the cumulative amount of those two payments may in no circumstances exceed two years of fixed plus variable compensation.

In accordance with the compensation policy for the Chief Executive Officer, Paul Hudson will therefore receive a gross termination benefit of €5,207,750, corresponding to the termination benefit cap less the amount of the non-compete indemnity (see below).

Non-compete benefit

The compensation policy for the Chief Executive Officer provides that the Chief Executive Officer is bound by a non-compete undertaking (prohibiting him from joining a competitor of Sanofi as employee or corporate officer, or providing services to or cooperating with such a competitor) for a maximum period of one year following his departure. As permitted under the remuneration policy, the Board of Directors has resolved that for Paul Hudson, that period will be reduced to nine months from the date of termination of his office.

In return for that undertaking, and subject to compliance therewith, Paul Hudson will receive an indemnity of €3,124,650, corresponding to 9 months of total compensation (based on his fixed compensation in effect on the date of termination and the last variable compensation received prior to that date, i.e. the variable compensation for 2024 that he received in 2025), paid in 9 installments.

Benefits in kind

⁴ *The performance condition is deemed to have been met if the attainment rate for the individual variable compensation objectives exceeded 90% of the target; that condition is assessed over the three financial years preceding the Chief Executive Officer leaving office*

Paul Hudson will stop receiving his benefits in kind, consisting of a car with driver. For practical reasons, he will retain that benefit for a period of two months from his departure, i.e. until April 17, 2026.

Sanofi will bear the cost of professional fees of the advisors responsible for preparing Paul Hudson's French income tax returns for the 2025 and 2026 fiscal years.

Detailed information about the 2026 compensation policy for Paul Hudson, Chief Executive Officer until end-of-day on February 17, 2026, and on compensation and benefits of all kinds paid or awarded to him during or in respect of 2025 and 2026, is presented in the report on corporate governance included in the 2025 Universal Registration Document filed with the AMF on February 17, 2026⁵.

⁵ *The Universal Registration Document being unavailable in English, please refer to the equivalent sections in Item 6 of Form 20-F 2025.*