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SANOFI

Limited liability company
(*Société Anonyme à conseil d'administration*)

Registered capital: €2,424,365,088

Registered office: 46, avenue de la Grande Armée - 75017 Paris

Registration number: PARIS 395 030 844

ARTICLES OF ASSOCIATION
as of March 4, 2026

PART I

GENERAL PROVISIONS

Article 1 - Form of company

The company, in the form of a limited liability company (*société anonyme*), is governed by applicable laws and regulations as well as by these articles of association (*statuts*).

Article 2 - Corporate name

The corporate name shall be: Sanofi.

Article 3 - Corporate Purpose

The company's corporate purpose, in France and abroad, is:

1. Acquiring interests and holdings, in any form whatsoever, in any company or enterprise, in existence or to be created, connected directly or indirectly with the health and fine chemistry sectors, human and animal therapeutics, nutrition and bio-industry;

   in the following areas:

   - Purchase and sale of all raw materials and products necessary for these activities;
   - Research, study, and development of new products, techniques and processes;
   - Manufacture and sale of all chemical, biological, dietary and hygienic products;
   - Obtaining or acquiring all intellectual property rights related to results obtained and, in particular, filing all patents, trademarks and models, processes or inventions;
   - Operating directly or indirectly, purchasing, and transferring – for free or for consideration - pledging or securing all intellectual property rights, particularly all patents, trademarks and models, processes or inventions;
   - Obtaining, operating, holding and granting all licences;
   - Within the framework of a group-wide policy and subject to compliance with the relevant legislation, participating in treasury management transactions, whether as lead company or otherwise, in the form of centralized currency risk management or intragroup netting, or any other form permitted under the relevant laws and regulations;

2. Acquiring any real estate assets in connection with the corporate purpose, or selling real estate assets owned by the company;

And, more generally:

- All commercial, industrial, real or personal, property financial or other transactions, connected directly or indirectly, totally or partially, with the activities described above and with all similar or related activities and even with any other purposes likely to encourage or develop the company's activities.

Article 4 - Registered office

The registered office is located at: 46, avenue de la Grande Armée, PARIS 75017.

Should a transfer of the registered office be decided upon by the Board of Directors *(Conseil d'administration)*, the Board is authorised to modify the statutes accordingly.

Article 5 - Term of company

The term of the company will expire on May 18, 2093 unless dissolved prior to that date or extended by a decision of the Shareholders' Extraordinary General Meeting.

PART II

SHARE CAPITAL

Article 6 - Registered Capital

The share capital is €2,424,365,088 (two billion four hundred twenty-four million three hundred sixty-five thousand and eighty-eight euros).

It is divided into 1,212,182,544 shares each having a par value of €2, of the same class, fully paid.

Article 7 - Form of shares

The shares are registered or bearer shares, according to the shareholder's choice, under the conditions established by applicable legal provisions.

The company may apply legislative and regulatory provisions concerning the identification of holders of securities giving them the immediate or future right to vote.

Any individual or entity, acting individually or jointly, who acquires a number of shares representing a proportion of the capital or of voting rights equal to or exceeding 1% of the share capital, or any multiple of this percentage, even beyond the minimum declaration limits laid down by the legal and regulatory provisions, must inform the company of the total number of shares and voting rights held by the individual or entity and also of any securities giving future access to the capital or voting rights which may potentially be attached. Notification is to be made by registered mail, return receipt requested, within five stock exchange days of the date on which the threshold was reached.

The obligation to notify the company also applies when the shareholder's holding of the capital or voting rights falls to a level below each of those thresholds described in the third paragraph of this article.

The legal penalties applicable to failure to declare the crossing of a statutory threshold apply equally to a failure to declare the crossing of any threshold stipulated in the articles of association and recorded in the minutes of the shareholders' meeting at the request of one or more shareholders holding at least 5% of the company's share capital or voting rights.

Article 8 - Conveyance and transfer of shares

The shares are freely negotiable.

The transfer of shares occurs by transfer from one account to another in accordance with the conditions laid down by law and regulations.

Article 9 - Rights and obligations attached to each share

1) With regard to ownership of the corporate assets, sharing of profits and the liquidation surplus, each share entitles its owner to an amount in proportion to the number of existing shares.

2) Whenever it is necessary to possess a certain number of shares to exercise a right, the owners who do not possess that number of shares are responsible for taking any steps to combine the number required.

3) Each shareholder has as many votes as the number of shares he owns or represents subject to the provisions below.

   A double voting right is assigned to each registered share that is paid for in full and that has been registered in the name of the same shareholder for at least two years.

   The double vote ceases automatically for any share converted into a bearer share or transferred from one owner to another, subject to exceptions laid down by law. Bonus shares arising from an increase of share capital by incorporation of reserves, profits or share premiums receive the benefit of the double vote as from the time of their issue in so far as they have been assigned on the basis of shares already benefiting from this right.

Article 10 - Paying-up (*libération*) of shares

Sums that are due on shares to be paid for in cash are requested by the Board of Directors which determines the dates and extent of the calls for funds.

Shareholders who do not make the payments due on the shares they hold automatically owe the company default interest calculated on a daily basis starting from the due date, at the legal rate in business matters increased by three points, without prejudice to the compulsory enforcement measures provided by law.

PART III

MANAGEMENT OF THE COMPANY

Article 11 - Board of Directors

1) The Company shall be administered by a Board of Directors of which the minimum and maximum number of members is set by current legislation.

   A natural person cannot be appointed or reappointed as a director once he or she reaches the age of 70. As soon as the number of directors aged over 70 represents more than one-third of the directors in office, the oldest director shall be deemed to have resigned; his or her term of office shall end at the date of the next shareholders' Ordinary General Meeting.

   Each director appointed by a Shareholders' Ordinary General Meeting must own at least five hundred shares throughout his term of office.

   The term of office of directors shall be four years. Directors shall be required to seek reappointment by rotation, such that members of the Board are required to seek reappointment on a regular basis in the most equal proportions possible. Exceptionally, the Shareholders' Ordinary General Meeting may appoint a director to serve for a term of one, two or three years, in order to ensure adequate rotation of Board members.

   Each director standing down shall be eligible for reappointment.

2) Directors representing employees

In accordance with the law, one employee representative director shall be designated by the trade union body which is the most representative, within the meaning of the applicable legislation, in the Company and those of its direct or indirect subsidiaries that have their registered office in French territory, and one director shall be designated by the European Works Council.

An employee representative director shall hold office for a term of four years. His term of office shall end at the close of the Shareholders' General Meeting held during the calendar year in which his term of office expires to approve the financial statements for the previous financial year.

If the Company is no longer subject to an obligation to appoint one or more employee representatives to the Board of Directors, the term of office of the employee representative(s) shall end automatically with no other formalities at the close of the meeting of the Board of Directors which formally notes that the Company no longer falls within the scope of such obligation.

Article 12 - Chairman and Vice-Chairman of the Board of Directors

The Board of Directors shall appoint from among its members a Chairman, who must be a natural person. Except in the circumstances specified in article 16 when he or she also assumes the function of Chief Executive Officer, the Chairman may hold office for the duration of his or her term of office as director, under the conditions laid down in article 11.1 paragraph 2 above.

The Board may appoint from among its members a Vice-Chairman, who must be a natural person less than 70 years of age.

They may be appointed for their entire term of office as directors.

In the event of the temporary incapacity, resignation, death or non-reappointment of the Chairman, the Board of Directors may delegate another director to act as chairman. In the event of temporary incapacity, such delegation shall be given for a limited period and shall be renewable. In other cases, it shall be valid until a new Chairman is appointed.

The Chairman shall organise and direct the work of the Board, and be accountable for this to the Shareholders' General Meeting.

He shall ensure that the company's organs of management operate properly and in particular that the directors are capable of fulfilling their duties.

Article 13 - Deliberations of the Board

The Board of Directors shall meet as often as required by the interests of the company, either at the registered office or at any other place indicated in the notice of the meeting. The Chairman may notify the directors of meetings of the Board of Directors by any means, even orally.

Meetings of the Board of Directors shall be chaired by the Chairman of the Board of Directors or in his absence by the Vice-Chairman. If the Chairman and Vice-Chairman are both absent, the Board of Directors shall appoint, for each meeting, a member who will chair the meeting.

Decisions shall be taken on the quorum and majority conditions stipulated by law. In the event of a tied vote, the Chair of the meeting shall have the casting vote irrespective of the method of consultation, including in the case of written consultation.

The secretary of the Board of Directors shall be authorised to certify copies of and extracts from minutes of Board meetings as a true record.

The Board of Directors may take decisions by written consultation with the directors, including by electronic means, on the following terms:

- The Chairman of the Board of Directors shall notify the directors, and as the case may be the statutory auditors, by any written means of communication (including by electronic means), indicating the items on the agenda.
- With effect from that notification, any director shall be entitled to object to the use of such means within the time limit specified in the notification.
- The secretary of the Board of Directors shall send by any means of communication (including by electronic means) documents relating to the consultation such as will enable the directors to form an opinion on the matter presented, including the reasons for the proposed decision(s) and deliberations. The statutory auditors may be sent the same documents as are sent to the directors.
- The directors may submit any question necessary for considering the matter or send any comments to the Chairman of the Board of Directors, using the arrangements specified in the notification.
- The time limit for responses from the directors may not exceed 3 working days, or any shorter time limit set by the Chairman of the Board of Directors if required by the context or nature of the decision.
- The directors shall reply to the Chairman of the Board of Directors by any written means of communication (including by electronic means) indicating how they are voting, it being stipulated that directors who have not responded within the time limit will be deemed not to be part of the quorum for taking the decisions included in the consultation.
- Decisions shall be taken on a simple majority of the directors constituting the quorum.
- The secretary of the Board of Directors shall collate the votes of the directors on each deliberation and inform the Board of the result of the vote.
- Decisions thereby made, and any exchanges of views, shall be recorded in minutes prepared by the secretary of the Board. Those minutes shall be archived on the same terms as other decisions of the Board of Directors.

Article 14 - Board powers

The Board of Directors shall determine the strategic orientations of the company’s business and ensure they are implemented, in accordance with the corporate interest and taking account of the social and environmental issues relating to its operations.

Subject to powers expressly granted to shareholders' meetings and within the limits of the corporate objects, the Board shall address any issue of relevance to the proper functioning of the company, and shall by its deliberations settle all matters that concern it.

The Board shall perform controls and tests as it sees fit. Each director shall receive all the information necessary for the fulfilment of his duties, and may have disclosed to him all documents that he judges to be useful.

Article 15 - Committees

The Board shall appoint a Committee, accountable to the Board, to oversee issues relating to the preparation and audit of financial and accounting information, in accordance with the law.

The Board may appoint one or more other Committees to examine issues referred to them by the Board or the Chairman.

Article 16 - Management

In accordance with the law, the executive management of the company shall be conducted under the responsibility of the Chairman of the Board of Directors, either by himself or by another natural person appointed by the Board of Directors and bearing the title of Chief Executive Officer.

The Board of Directors shall decide which of these two methods of executive management to adopt on a majority of directors present or represented.

The Board of Directors shall appoint from among its members, or from outside the Board, the Chief Executive Officer, who shall be a physical person aged less than 65. The Chief Executive Officer shall have the broadest powers to act in all circumstances in the name of the company, within the limits of the corporate objects and subject to powers expressly reserved by law for shareholders' meetings and the Board of Directors. He shall represent the company in its dealings with third parties.

If the executive management of the company is conducted by the Chairman, the provisions contained in the law and regulations and in the articles of association relating to the Chief Executive Officer shall apply to him except those relating to the age limit. He shall take the title of Chairman and Chief Executive Officer and shall hold office until the Ordinary General Meeting called to approve the financial statements of the immediately preceding financial year and held in the calendar year in which he reaches the age of 68.

On a proposal by the Chief Executive Officer, whether this function be assumed by the Chairman of the Board or by another person, the Board of Directors may appoint from one to five persons in charge of assisting the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

In agreement with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of the powers granted to the Deputy Chief Executive Officers.

In dealings with third parties, the Deputy Chief Executive Officers shall have the same powers as the Chief Executive Officer.

Article 17 - Observers (*censeurs*)

On the Chairman's proposal, the Board may appoint up to two observers (*censeurs*). Observers are chosen from amongst the shareholders and are appointed for a period of five years. The observers may be re-appointed. They may be dismissed at any time by decision of the Board of Directors.

They are responsible for ensuring that the articles of association are strictly observed. They are invited to attend Board meetings in a consultative capacity; however, their absence from such meetings is not detrimental to the validity of the proceedings.

They examine the annual accounts and address comments to the members of the Shareholders' Ordinary General Meeting as they deem necessary.

The Board may remunerate the observers by allocating sums from the amount of annual compensation allotted by the general shareholders' meeting to Board members.

PART IV

STATUTORY AUDITORS

Article 18 - Statutory Auditors

One or several principal auditors are appointed and carry out their audit assignment in compliance with the law.

PART V

GENERAL SHAREHOLDERS' MEETINGS

Article 19 - Right of access - Representation

1) All shareholders shall be entitled to attend personally or by proxy, in the form and at the places indicated in the notice of the meeting, on presentation of proof of identity and of ownership of the shares held in an account before the legal limit of accounting registration.

2) Any shareholder may be represented or vote by mail on the conditions stipulated by law.

3) Any shareholder may also, if the Board of Directors so decides on convening the meeting, participate and vote at meetings by video-conference or by any other means of telecommunication including the Internet that enables him or her to be identified on the conditions and accordance to the methods laid down by applicable legislation. Such decision will be notified in accordance with the law.

   Those shareholders who use for this purpose, and within the time limits, the electronic form provided on the website of the General Meeting centralizer shall be deemed to be among the shareholders present or represented. The electronic form may be completed and signed directly on this site through a user code and a password

   The proxy or the vote provided by electronic means prior to the General Meeting, as well as the evidence of receipt which is provided, shall be deemed irrevocable and may be asserted against all persons, it being specified that in the event of a transfer of share ownership occurring before the legal limit of accounting registration of the shares, the Company will invalidate or revise, depending on the situation, the proxy or the vote provided before this date and this hour.

Article 20 - Notice of general shareholders' meetings

The meetings are convened by the Board of Directors under the conditions and within the time limits prescribed by law. They are held at the registered office or at in any other place indicated in the convening letter or notice.

Article 21 - Meeting committee

Shareholders' General Meetings are presided over by the Chairman of the Board of Directors or, in his absence, by a director appointed by the Board.

The duties of examiner (*scrutateur*) are fulfilled by the two shareholders, present and willing, who hold the greatest number of votes both in their own name and in their capacity as authorised agents.

The committee appoints a secretary who need not be a member of the general meeting.

Article 22 - General shareholders' meetings

Ordinary and Extraordinary General Shareholders' Meetings, acting under the conditions of quorum and majority laid down by law, exercise the powers assigned to them in compliance with the law.

PART VI

ALLOCATION OF PROFITS

Article 23 - Financial year

Each financial year starts on January 1st and ends on December 31st.

Article 24 - Allocation of profits

1) The profit or loss of the financial year is the difference between the income and expenses of the financial year, after deduction of depreciation, amortization and provisions, as shown in the income statement.

2) From the profit of the financial year, less any prior losses, a deduction of at least five per cent is made, this deduction being allocated for the creation of a reserve fund known as the "legal reserve". This deduction is no longer compulsory when the amount of the legal reserve reaches one-tenth of the registered capital. The deduction begins again if, for any reason whatsoever, the legal reserve falls to a level below the said fraction.

   The remaining balance, plus any profit carried forward, constitutes the distributable profit.

   On the Board's proposal, the Shareholders' General Meeting may decide that the distributable profit may, totally or partially, be carried forward or assigned to one or several general or special reserve funds.

Article 25 - Dividends

The Shareholders' General Meeting that votes on the financial statements for the financial year may allow each shareholder the option, for all or some of the dividend or interim dividend distributed, to receive payment of the dividend or interim dividend either in cash or in shares.

In addition, the Shareholders' General Meeting may decide, for all or some of the dividend, interim dividend, reserves or additional paid-in capital that are distributed, that the distribution of such dividends, interim dividends, reserves, additional paid-in capital will be made in kind by the delivery of assets of the Company, including financial securities, with or without cash option.

The Shareholders' General Meeting may decide that fractional rights will be neither negotiable nor transferable notwithstanding the provisions of Article 9-2°) of the Articles of Association. The Shareholders' General Meeting may in particular decide that, when the proportion of the distribution to which a shareholder is entitled does not correspond to a whole number of the unit of measurement used for the distribution, that shareholder will receive the next lowest whole number of shares plus a cash payment for the balance.

PART VII

DISSOLUTION - LIQUIDATION

Article 26

On the expiry of the term of the company or in case of dissolution prior to that date, the Shareholders' General Meeting rules on the mode of liquidation and appoints one or several liquidators whose powers it determines and who carry out their duties, in compliance with the law.

The liquidation proceeds are first used to pay liabilities. Subsequent to this payment and after payment of liquidation costs, the surplus is used to reimburse the nominal value of the shares; the balance is distributed amongst the shareholders in the same proportions as their participation in the share capital.

PART VIII

DISPUTES

Article 27

Any disputes that may arise during the life of the company or its liquidation, either between the shareholders and the company or between the shareholders themselves, concerning the interpretation or enforcement of these statutes or generally regarding corporate business, are subject to the jurisdiction of the competent courts.