



INFORMATION REGARDING THE END OF MR. CHRISTOPHER VIEHBACHER'S TERM OF OFFICE

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, Sanofi is publishing below information regarding the end of Mr. Christopher Viehbacher's term of office.

At its meeting held on October 29, 2014, the Sanofi Board of Directors revoked Mr. Christopher Viehbacher from the office of Chief Executive Officer.

Acting on the recommendations of the Appointments and Governance Committee and of the Compensation Committee, the Sanofi Board of Directors, at its meeting held on December 18, 2014, authorized the finalization and signing of a settlement agreement with Mr. Christopher Viehbacher with a view to set the compensation and indemnity owed as a consequence of the end of his term.

The settlement agreement was signed on January 22, 2015 and provides in particular for:

- The payment by the Company of €2,961,000 to Mr. Christopher Viehbacher, which corresponds to his fixed and variable compensation for one year;
- The payment by the Company to Mr. Christopher Viehbacher of his 2014 variable compensation. The amount of this variable compensation will be determined according to the attainment of performance criteria and prorated proportionately to the time Mr. Christopher Viehbacher spent in the Company in 2014. This amount will be published by the Company only after the Board of Directors has assessed the attainment of the performance criteria;
- The undertaking by Mr. Christopher Viehbacher not to compete until June 30, 2015 in exchange for the payment of €246,750 per month;
- The undertaking not to hire away previous employees of the Company and a confidentiality agreement for 18 months and 24 months respectively;
- Undertakings by Mr. Christopher Viehbacher to cooperate in the context of judicial procedures in which the Company could be involved.

Furthermore, Mr. Christopher Viehbacher's departure not being linked to a resignation or to misconduct he will keep the ability to exercise the options to subscribe for shares that were already awarded to him and to vest the performance shares already awarded to him, in compliance with the terms and conditions of the plans, including performance conditions, and with applicable law.

For more details on the compensation and arrangements of our directors and corporate officers, refer to our Annual Reports on Form 20-F, a copy of which is available on our corporate website at www.sanofi.com.