Tax Policy

GRI Standards:

103 – Management approach

201 – Economic performance

EXECUTIVE SUMMARY

As a multinational corporation, Sanofi has a responsibility to pay the appropriate amount of taxes in the countries where it does business by complying with the laws and regulations. Our main objective is to ensure that tax is paid, and tax returns are filed on time.

Oversight and governance of tax matters is primarily ensured by the corporate Tax Department which implements and maintains robust tax policies and procedures. The Global Head of Tax together with the Company CFO meets annually with the Audit Committee who reports to the Sanofi board. A set of internal controls has also been implemented to support the operational effectiveness of the tax policy.

Part of Sanofi's tax strategy is also to maintain a sustainable and competitive effective tax rate on its operations.

Sanofi seeks as well to develop and maintain an open, transparent, and collaborative approach with the tax authorities and other governmental bodies worldwide.

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1. Introduction

Sanofi is a leading global healthcare company, focused on patient needs and committed to researching, developing, manufacturing, and marketing therapeutic solutions.

Respect and Protection of the people and the environment, Integrity in managing company information, Integrity in our business practices is the foundation through which we work to bring our innovative medicines to patients around the world. Those values, incorporated in our Code of Ethics, are embedded in our tax policy.

As a multinational corporation, Sanofi has responsibility to pay the appropriate amount of taxes in the countries where it does business by complying with the laws and regulations. Our main objective is to ensure that tax is paid, and tax returns are filed on time in each jurisdiction in compliance with the governing laws and rules.

Sanofi operates in approximately 90 countries and have more than 95,000 employees representing 142 nationalities. This global footprint makes Sanofi liable to paying many taxes including (but not limited to) corporate income tax at federal and/or local level, property taxes, customs and duties and other business taxes such as pharma taxes, employee related taxes such as social security contributions. In addition, its businesses collect sales and added-value taxes charged to its customers, and a variety of taxes paid by its employees.

Sanofi is committed to developing and maintaining positive and transparent relationships with all tax authorities and other governmental bodies.

Sanofi has responsibility to its shareholders to sustain future competitiveness and performance while ensuring communities benefit from the growth and development of its activities.

2. Governance, risk management & controls

Sanofi's approach to tax risks is fully embedded in its broader and integrated risk management framework (See Sanofi Form 20-F 2021 – Item 3-D. Risk factors).

Sanofi's Tax Department is led by the Global Head of Tax who is part of the Company's Finance Leadership Team reporting to the Group Chief Financial Officer and relies on a network of qualified tax experts located across the world. Sanofi supports their continuous training needs and requires that they comply with its internal Code of Ethics and procedures.

They are all committed to complying with tax requirements in every jurisdiction where Sanofi has business activities, and they apply the highest compliance standard.

Sanofi is constantly looking for technology and innovation investment opportunities to improve its systems to have greater control and to be able to better monitor tax risks.

Applicable laws and regulations are often complex and may create uncertainties with respect to the application of Sanofi's activities. When appropriate, Sanofi seeks external tax advice to support its positions.

Oversight and governance of tax matters is primarily ensured by the corporate tax department which implements and maintains robust tax policies and procedures. The Global Head of Tax together with the Company CFO meets annually with the Audit Committee who reports to the Sanofi board.

In addition to the above, tax processes are subject to the same level of internal controls as the rest of Sanofi's business or functions, and a set of internal controls has been put in place to support the operational effectiveness of the tax policy. The Audit Committee, Risk Committee, Internal Audit, and external auditors ensure regularly the respect of procedures, policies and effectiveness of risk management within Sanofi.

3. Relationship with the tax authorities

Sanofi seeks to develop and maintain an open, transparent, and collaborative approach with the tax authorities and other governmental bodies worldwide. When possible, Sanofi engages in partnerships with the tax authorities and requests for advance agreements on complex tax or transfer pricing matters. The same open and cooperative approach also applies to regular tax audits in most countries where Sanofi operates.

Sanofi supports and participates, directly or through industry, in initiatives with policy makers or national and international governing bodies that provide legal certainty and encourage sustainable growth.

4. Tax strategy

Sanofi's tax strategy is aligned with its business strategy which is based on its commercial and industrial investments as well as its people in order to create value, sustain competitiveness and manage tax and reputational risks. Sanofi's tax planning is driven by business considerations and supported by substantive business transactions. Sanofi does not engage in tax evasion nor in tax fraud. Sanofi tax planning is aligned with its values and the business strategy defined by Sanofi's management.

Sanofi is present in a limited number of countries that could be perceived as tax havens. However, this is justified by its commitment to meet its patients' and residents' needs for medicines and vaccines around the world, as well as by substantive business transactions. Sanofi's presence in such countries is therefore not operated specifically to avoid tax.

Sanofi assesses the amount of the tax liability on the basis of a technical assessment that is carried out with reference to legislation, case law, regulations, and established practice. When the application of Sanofi's tax positions is subject to uncertainty, they are based on an interpretation, in good faith, of the tax laws and regulations and are duly supported by external tax advice. The relevant information and documentation are made available for examination to one or more tax authorities. The positions adopted by Sanofi on tax matters may be subject to uncertainty. When an uncertain tax position is considered probable, a tax provision is booked.

On the transfer pricing area, Sanofi applies the OECD guidelines and any country-specific legislation and is targeting "arm's length" remuneration for all inter-company transactions. Sanofi's transfer pricing policy is duly documented and supported by economic analysis. In order to minimize uncertainty, Sanofi is engaged in Advance Pricing Agreements or Mutual Agreement Procedures for structural flows with major countries to ensure long-term visibility for Sanofi and the tax authorities.

Part of Sanofi's tax strategy is to maintain a sustainable and competitive effective tax rate on its operations. As part of this, where available and appropriate in light of its business activities, Sanofi strives to qualify for government sponsored tax incentives or benefits.

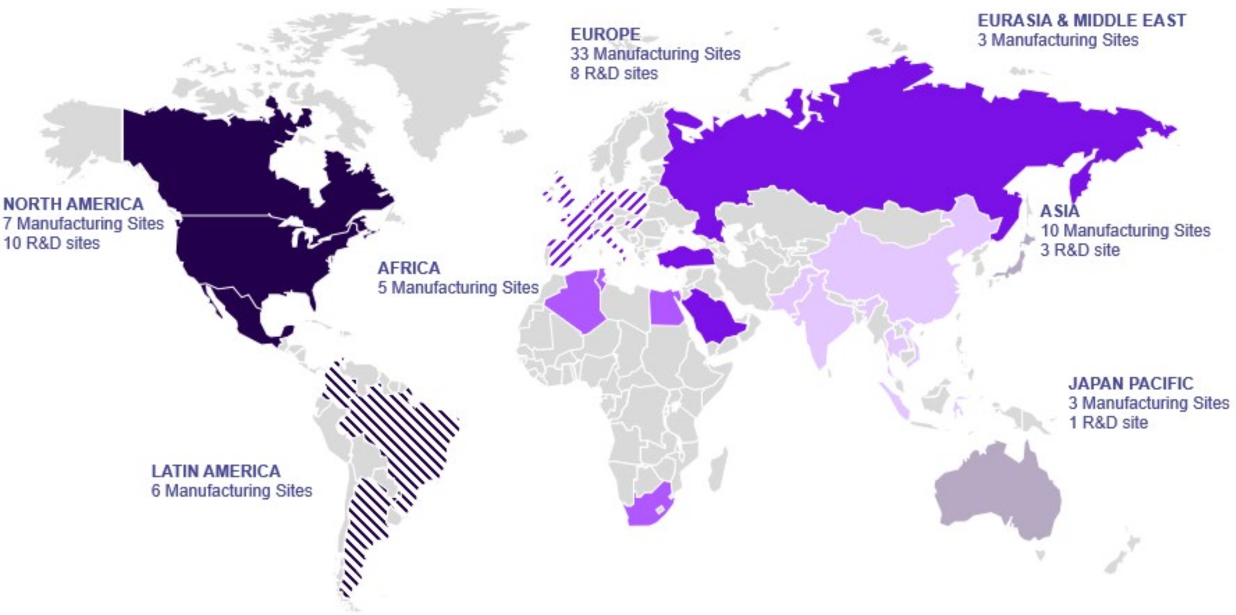
5. Actions

Our accounting policy for Income Taxes is clearly defined and explained in Sanofi Form 20-F 2021 - Notes to the consolidated financial statements B.22. Income tax expense.

5.1. KEY FIGURES 2021

5.1.1. Geographical footprint

67 MANUFACTURING SITES IN 31 COUNTRIES AND 22 R&D SITES IN 8 COUNTRIES (as at December 31, 2021)



The long history of Sanofi results in a significant proportion of income tax being paid in Western Europe and US, where the intellectual property of many of our leading products is located. In 2021, the amount of income taxes we paid relating to 2021 in our three main countries (Germany, US and France) represented 50% of our group cash tax. Our headquarter is in France. More than 30 manufacturing sites (including most of the principal ones) and nearly half of our Research and Development sites are in Western Europe. See below for more details of the Company's geographical footprint.

Operations in Country

Regions including Top 10 Countries	Manufacturing sites	R&D Sites	Sales	Employees	Head Office	Income tax charge	Corporate tax paid
America	**7**	**10**	**38.1%**	**13.7%**		**15.5%**	**4.7%**
United States			**31.8%**	**13.7%**			
Europe (of which)	**33**	**8**	**25.8%**	**49.4%**		**66.8%**	**61.2%**
France				**26.5%**			
Germany				**9.3%**			
Italy							
Spain							
United Kingdom							
Rest of the World (of which)	**27**	**4**	**36.1%**	**37.1%**		**17.7%**	**34.1%**
China			**7.2%**	**7.5%**			
Brazil			**2.2%**	**3.1%**			
Russia			**1.5%**				
Japan			**4.4%**				
Total	**67**	**22**	**37,761m€**	**95,442[1]**	**1**	**2,173m€**	**1,280m€**

[1] *For more information, see 2021 Corporate Social Responsibility 4.3.1.2.1. A glance at our global workforce.*

5.2. INCOME TAX

Income tax is paid on profits and not on revenues. If an affiliate makes marginal profit, for example following capital investment, significant R&D expenditure or because margins are regulated, it will accordingly pay less income tax.

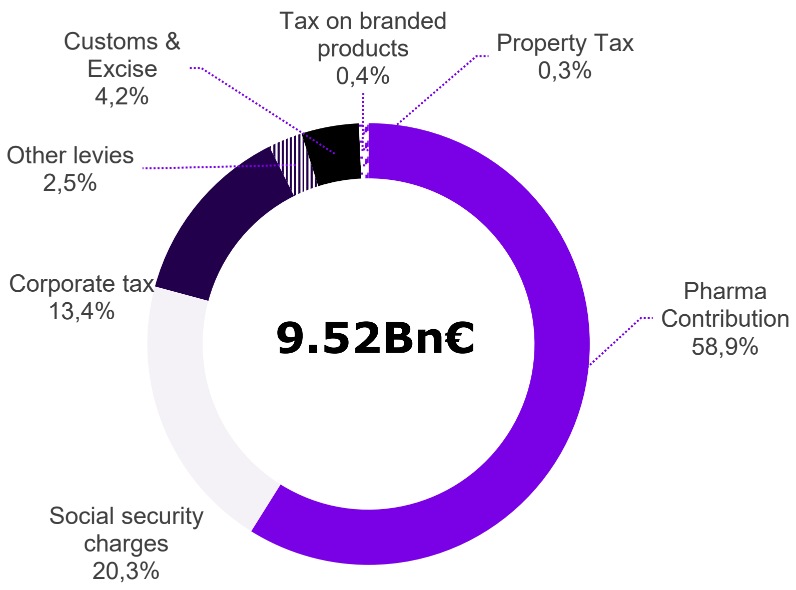
In 2021, Sanofi's Income Tax charge on business operating income was €2.173 billion worldwide and Income Tax paid amounted to €1.3 billion. The effective tax rate on business operating income was 20.9% compared with 22.0% in 2020. It provides a means to analyze the effective tax cost of our current business activities. It should not be seen as a substitute for the effective tax rate on consolidated income before tax.

Based on consolidated income before tax (i.e. including items such as amortization and impairment of intangible assets and restructuring costs and similar items), Sanofi's Income Tax charge was €1.6 billion worldwide. The effective tax rate was 20.0% compared with 13.1% in 2020.

5.3. OTHER TAXES AND CONTRIBUTIONS

In addition to income tax, Sanofi pays numerous levies and contributions, the most significant being pharmaceutical contributions to healthcare systems globally (mainly deducted from gross sales), which amounted to €5,604 million in 2021 and more than €5,701 million in 2020. Payments of other types of levies and taxes amounted to more than €700 million in 2021 compared to more than €350 million in 2020. Most of these levies and contributions have the effect of reducing profit and therefore taxable income. Sanofi further contributes significantly to local communities, directly and indirectly, through local taxes, payroll taxes and social security payments.

Taxes, levies, and contributions paid



5.4. TAX CHARGE COMPARED WITH TAX PAID

In 2021, the consolidated income tax charge was €1.6 billion and income tax paid was €1.3 billion. There can be a number of reasons why the income tax paid differs from the income tax charge, namely:

- timing differences - installment payments are generally based on historical profits and tax payments are typically spread over two years, the current and subsequent year;
- timing differences - the income tax charge includes deferred tax which represents timing differences between accounting for a transaction and its tax treatment. One major example is the amortization of Intangible Assets recorded as part of a business combination which does not always give rise to an equivalent tax deduction; and
- uncertain tax positions - the positions adopted by the Company on tax matters are based on its interpretation of tax laws and regulations. Some of those positions may be subject to uncertainty. When an uncertain tax position is considered probable, a tax liability is recognized (or a deferred tax asset is not recognized) measured using the Company's best estimate that may result in income tax paid in the future.