



Ethics & Business Integrity

GRI Standards:

103: Management Approach

205-2: Anti-corruption

EXECUTIVE SUMMARY

Sanofi operates in more than 100 countries around the world and is committed to respect the highest standards of ethics and integrity in its business conduct. Embedding ethical values into our day-to-day activities is essential to preserve the trust of patients and communities, to safeguard our image and reputation and to protect Sanofi employees.

To sustain our commitment, we have implemented a robust governance. We have established and enforced clear rules in accordance with the legal framework in each country where we operate. A rigorous internal control framework is also implemented to prevent violations of internal rules.

The cornerstone of this approach aiming at promoting and sustaining ethics and integrity in all our activities is the Ethics & Business Integrity (E&BI) department, complemented by other departments such as but not limited to: Internal Control and Processes, Internal Audit & Risk Management, Global Quality, Procurement, Health, Safety & Environment.

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1. Ethics & Business Integrity program

A companywide Ethics & Business Integrity program is developed and implemented, based on:

- a dedicated organizational structure;
- a Code of Ethics, policies, and standards;
- education and training;
- activity monitoring;
- a dedicated Compliance Helpline collecting alerts; and
- internal investigations, corrective and/or disciplinary actions.

2. Ethics & Business Integrity department

2.1. MISSION

The core mission of the Ethics & Business Integrity (E&BI) department is to promote a culture of business integrity at every level of the Company. E&BI's role is to be a partner of the business teams and to support the achievement of the business objectives while ensuring compliance with laws, regulations, industry codes, as well as with the Company's ethics, values, and policies.

The E&BI department furthermore provides Global Business Units and global functions with the support needed to identify, assess, and mitigate risks potentially associated with the Company's activities.

2.2. ORGANIZATION

Spearheading Sanofi's approach to ethics and business integrity in cooperation with other entities, the E&BI department relies on a dedicated worldwide team - reporting to the Global Compliance Officer - reaching from the global to the local level and supporting the Company organization at every level: Corporate, Global Business Units, global functions, regions, and countries.

2.2.1. Global Compliance Officer and E&BI organization

The **Global Compliance Officer** has a double reporting line, to the General Counsel and to the CEO, and meets periodically with the Audit Committee and/or the Board of Directors and external auditors.

He provides strategic compliance leadership to the executive management team and the Board of Directors. He oversees the effective implementation and management of the E&BI program. Under his responsibility, E&BI is a centralized organization encompassing:

- a **Global Center of Expertise** composed of a team dedicated to the risk assessment, the design and dissemination of policies, trainings, and communication campaigns;
- a **Chief Anti-Fraud Officer** and an **Investigation officer**, whose main mission is to design and implement a comprehensive Fraud Risk Assessment program consisting of four anti-fraud pillars: prevention, detection, investigation, analysis and reporting. This role contributes to enhancing the capability to prevent and uncover misconduct. A dedicated function is also in charge of supporting internal investigations;
- **Compliance Business Partners to the Global Business Units/global functions**, providing strategic compliance leadership and support to the Global Business Units' and global functions' projects and initiatives and acting as the primary point of contact for the Global Business Units and global functions for implementing, promoting, and enforcing compliance standards;

- **Regional Compliance Officers**, leading a Compliance Officers network in assigned countries and providing direction to ensure a harmonized and integrated approach to Compliance across the region. They support the implementation of the Global Compliance program in the region; and
- **a local organization** composed of **Country Compliance Officers**, forming a network comprised of around 100 people. They are responsible for ensuring that the core elements of the Ethics & Business Integrity program are implemented and working as designed in their assigned countries. They support the local business operations on a day-to-day basis.

2.2.2. Compliance Committees

The Executive Compliance Committee (ECC), chaired by Sanofi's CEO, is responsible for facilitating and ensuring the effectiveness of all aspects of Sanofi's Ethics & Business Integrity program. The ECC's role is to recommend and review actions aimed at fostering a continued commitment to Sanofi values. The main objective is to maintain a culture where the instinct to do the right thing, to comply with applicable laws and Sanofi policies is truly embedded across the organization.

At the country level, Sanofi affiliates are required establishing Ethics & Business Integrity Committees to provide leadership and share best practices related to ethics and business integrity.

3. Code of Ethics, policies and standards

3.1. THE CODE OF ETHICS

The Sanofi Code of Ethics defines the standards of ethical behavior that every Sanofi employee, contractor and everyone conducting business on behalf of Sanofi is expected to follow when conducting Sanofi business. It is a key resource and practical tool, providing guidance about the attitudes to adopt in relationships within and outside the Company. Translations of the Code of Ethics in 35 languages guarantee that it will be accessible and understood all over the world. New employees receive mandatory training on the Code of Ethics and refresher courses are organized as needed.

Below is the content of our Code of Ethics:

- message from the CEO;
- message from the Global Compliance Officer;
- who is concerned;
- how to use the Code of Ethics;
- how to raise a concern (compliance helplines).
- respect & protection of people and the environment:
 - > respecting people,
 - > preserving health & safety and protecting people and the environment, and
 - > protecting privacy and personal data,
- integrity in managing company information:
 - > protecting confidential and sensitive information,
 - > preventing insider trading, and
 - > protecting our image when using social media,
- integrity in our business practices:
 - > dealing with conflict of interest,

- > participating in public life,
- > respecting free competition,
- > fighting bribery and corruption,
- > interacting with patients,
- > interacting with the scientific community, and
- > being transparent about our products.

3.2. POLICIES & STANDARDS

Sanofi has developed a comprehensive body of policies and standards, updated on a regular basis, which are designed to provide guidance on a range of situations specific to our industry. Here are some examples of internal policies that address topics related to business ethics:

- anti-bribery;
- provision of items to external stakeholders;
- gifts and invitations offered to Sanofi Employees;
- Management of Philanthropic Donations and Healthcare Contributions;
- Management of Medical Contributions;
- conflicts of interest;
- service engagements with scientific external experts;
- organizations of and contribution to events;
- good scientific information practices;
- interactions with patients, patient advocates and groups;
- anti-bribery due diligence on third parties;
- lobbying;
- alerts management; and
- corrective and disciplinary actions.

In addition to the topics covered by E&BI policies, each operational department or function within the Company develops a comprehensive set of policies and standards designed to effectively manage their activities and provide guidance on sensitive topics.

These policies and standards are continuously assessed, updated, and complemented if needed, to ensure alignment with the dynamic legal and regulatory framework, as well as, with the risks associated with Sanofi's activities.

These policies and standards are not meant to be exhaustive in addressing all the circumstances that may arise. If a particular situation is not covered or the provisions of the policies and standards are not clear to a Sanofi employee, the latter must consult his or her manager and/or the Ethics & Business Integrity department.

3.3. INTERNATIONAL RULES

Sanofi adheres and complies with all applicable industry codes, at country, regional (e.g. EFPIA, PhRMA) and international level (IFPMA).

Regarding prevention and fight against corruption, Sanofi committed to perform its activities in compliance with all applicable law or regulation addressing corruption and/or bribery, including, but not limited to, the French Criminal Code and the French Law of December 9, 2017 on Transparency, the Fight Against Corruption and the Modernization of the Economy (Sapin 2 Law) the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act (UKBA), as well as applicable international conventions, including, but not limited to:

- [the external reference principles of the United Nations Global Compact \(Principle 10\)](#)
- [the United Nations Convention against Corruption – adopted on October 31, 2003](#)

- [the Organization for Economic Cooperation and Development \(OECD\) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions](#)
- [measures adopted in application of the U.S. Sarbanes-Oxley Act \(Section 301\)](#)

3.4. CONTRIBUTING TO CROSS-INDUSTRY INITIATIVES

Sanofi is a signatory of the UN Global Compact Anti-Corruption Call to Action.

4. Prevention and fight against corruption

4.1. A COMPREHENSIVE SET OF POLICIES AND STANDARDS DEFINING CLEAR RULES FOR EMPLOYEES

The adverse economic and social consequences of bribery and corruption are a major deterrent to development, everywhere in the world. Sanofi has an absolute zero-tolerance for bribery. Sanofi has been fostering for many years throughout its organization, and also in its relationships with external stakeholders, an ethical culture aiming at reaching the highest standards in terms of responsibility and business integrity.

The purpose of Sanofi's anti-bribery policy is to establish a clear and strong guidance for Sanofi employees⁽¹⁾ and third parties⁽²⁾ interacting with Sanofi to comply with applicable anti-corruption and anti-bribery laws and regulations, as well as to promote a culture of ethics and integrity.

For more information, see our [Document Center](#): Sanofi Anti-Bribery Policy.

In addition to its anti-bribery policy, Sanofi has implemented a comprehensive set of policies and standards defining clear rules that must be complied with by all Sanofi employees and, when applicable, by third parties (see section 4.2).

These policies and standards govern certain activities to ensure they are implemented for genuine and legitimate business reasons and include specific provisions aiming at preventing bribery and corruption.

4.2. PREVENTING CORRUPTION IN OUR INTERACTIONS WITH THIRD PARTIES

Sanofi is operating daily with thousands of third parties. Therefore, it must ensure that its suppliers, distributors, agents, and business partners are not potentially exposing the Company, through their actions, to corruption allegations. Sanofi conducts "risk-based" anti-bribery due diligence on third parties to avoid or to mitigate the risk of third-party corrupt conduct. To mitigate that risk, Sanofi has implemented a risk-based due diligence process in connection with the selection and retention of third parties. This risk-based approach relies notably on two sets of criteria: (1) the third party's business profiles (e.g. the third party has interactions with government official) and (2) the nature of the business (e.g. the third party is an agent, a consultant etc.).

¹ **Sanofi employee:** Any employee of the Company, whether full time or part time, temporary or trainee and any other employee category according to local regulation.

² **Third Parties:** any individuals, companies, associations, partnerships, or other entities retained to act on behalf of or for the benefit of Sanofi. The term includes, but is not limited to, agents, consultants, lobbyists, suppliers, distributors, resellers, contractors.

Furthermore, appropriate anti-corruption and anti-bribery due diligence is conducted, in accordance with relevant business practices and Sanofi policies and procedures, in advance of making any investment in a non-Sanofi business entity or entering into any joint-venture/partnership agreement.

5. Training and educational programs

Our trainings are assigned, and their completion is tracked, using the Sanofi learning management system iLearn. Non-completion of compulsory training modules within the allocated timeframe leads to disciplinary actions.

A master E&BI training program is designed to raise employees' awareness and provide continuous education.

Every year, Sanofi employees are requested to perform mandatory Ethics & Business Integrity trainings, to address fundamental topics in the field of compliance and business integrity. Training tools include eLearning modules and short videos based on real-life situations where employees may be faced with various types of risk, such as, but not limited to, corruption, conflicts of interest, fraud, data privacy.

In addition, an Ethics & Business Integrity eLearning library makes available to all employees at their own initiative a wide range of modules covering various topics, in up to 19 languages.

All the E&BI policies are complemented by Frequently Asked Questions modules as well as with specific trainings.

In 2021, 110,607 Sanofi employees were assigned at least one Ethics & Business Integrity training. In total, 161,186 Ethics & Business Integrity trainings have been completed.

New Sanofi employees, upon joining the Company, are assigned an E&BI mandatory training curriculum in iLearn, the Sanofi learning management system, as part of their onboarding program.

Contractors, prior to joining Sanofi, are being trained by their employer on its own compliance program as part of the contractual obligations of the contractors' employer. They receive a copy of the Sanofi Code of Ethics and are being made aware of the existence of the Sanofi 24/7 whistleblowing helpline (in local language). In addition, the manager receiving a contractor on his/her team ensures proper training on all operational procedures the contractor needs to master to execute their tasks in compliance with Sanofi's standards and policies.

6. Alerts management

6.1. COMPLIANCE HELPLINE

Outside the United States, a secured compliance helpline is available 24/7 with a dedicated web page and a toll-free number offering 28 languages for ex-US Sanofi employees. In the United States, a dedicated toll-free external compliance helpline has been set up for Sanofi employees in accordance with local regulations and practices. These helplines are operated by an independent third party. Any Sanofi employee can report breaches to the Code of Ethics and/or any concern about potential wrongdoings.

If employees have a concern or believe in good faith that a law, a rule or one of the principles in our Code of Ethics has been or is about to be violated, they are encouraged to inform their superior or the Ethics & Business Integrity department by using the compliance helplines.

According to our alerts management policy, Sanofi employees are encouraged to report the incident by identifying themselves. Such identification helps the investigation process. In case a Sanofi collaborator decides not to disclose his/her identity, an anonymous report can be submitted.

Employees who raised concerns will not be subject to discipline or discrimination, if they act in good faith and with no malicious intent, even if the facts reported prove to be inaccurate or no further action is taken.

It is important to note that the use of our compliance helplines is clearly described in the Code of Ethics. All Sanofi employees, contractors and everyone conducting business on behalf of Sanofi do receive a copy of our Code of Ethics.

6.2. INTERNAL INVESTIGATIONS – CORRECTIVE AND/OR DISCIPLINARY ACTIONS

Every alert, whatever its source, compliance helpline or any other channel, is duly and appropriately investigated following a robust internal methodological protocol, established by the Alerts Management policy.

Only Ethics & Business Integrity personnel are entitled to perform and/or supervise internal investigation. All the information relating to any alert remains confidential within the Ethics & Business Integrity department. According to the nature of the alert, other Sanofi functions can be associated to the investigation process, however, a strict duty of confidentiality is requested under such collaboration.

In cases where allegations are confirmed, investigation results are communicated via an investigation report. The investigation report will be circulated to internal stakeholders only if the allegations received are substantiated (even partially). If allegations are not confirmed, investigation report will be filed without issuance.

If, after the internal investigation, the alert is substantiated, prompt corrective and/or disciplinary actions are initiated. To ensure such actions are determined in a consistent and harmonized way, Sanofi has established a policy formalizing the global framework for corrective and/or disciplinary actions.

In 2021 the E&BI department received 596 alerts. A total of 238 cases were substantiated and resulted in 70 dismissals or resignations related to misconduct. Other corrective actions were also implemented as per Sanofi's disciplinary and corrective actions policy, and included, for example: additional training, process improvement steps, remuneration impact, verbal, and written warning.

The distribution of the 238 substantiated cases are as follows:

- 27 confirmed fraud cases resulting in the termination of 47 employees;
- 211 non-fraud cases resulting in the termination of 23 employees:
 - > 36% improper promotional or commercial practices,
 - > 32% harassment, discrimination and HR issues,
 - > 32% breach of policies.

7. Sanofi accountabilities to support ethical business conduct

First and foremost, it is Sanofi Business Operations Management's responsibility to embed Ethics & Business Integrity in all the Company's activities so that all Sanofi employees accomplish their job every day and everywhere in accordance with ethical standards.

Furthermore, the following Sanofi divisions work alongside the E&BI department to implement Sanofi's Ethics & Business Integrity culture and policies:

- **the Global Quality Organization**, which encompasses quality teams across the Company in R&D, Industrial Affairs and Sanofi's commercial affiliates, supports Sanofi's commitment to provide safe and effective products that are developed, distributed and marketed in full compliance with regulatory requirements and the Company's values and ethical principles. It is headed by the Chief Quality Officer, who has direct access to the CEO. This organization ensures the consistent implementation of our quality policy throughout the entire product life cycle and oversees the application of a consistently high standard of quality worldwide, allowing us to protect patient safety.

For more information, see our [Document Center](#): Quality Management Systems Factsheet;

- **the Health, Safety and Environment (HSE) department** is in charge of ensuring that HSE laws and regulations are respected within Sanofi's manufacturing and research operations worldwide. It verifies compliance with rules, including those related to ethics, defined at the Company level through regular audits at sites and entities.

For more information, see our [Document Center](#): HSE Management System Factsheet;

- **The Sanofi Internal Control and Processes (IC&P) department** is responsible for supporting the Company with its objectives to have an Internal Control adapted to its organization and activities, by:
 - > defining and maintaining company-wide standards,
 - > providing support to management for improving controls and remediating failures, and
 - > coordinating the evaluation of Internal Control over Financial Reporting, program effectiveness.

The successful implementation and maintenance of an enterprise Internal Control & Process framework will help Sanofi to:

- > protect business and the value created by Sanofi over time,
- > reduce unforeseen losses, risks to its reputation and people,
- > improve process quality, effectiveness and efficiency,
- > facilitate decision-making with a common view of processes and their level of control,
- > implement company policies, standards and processes, allowing proper mitigation of risks, and
- > improve internal control over outsourced providers and business partners.

For more information, see our [Document Center](#): Internal Control and Processes Factsheet;

- **the Risk Management Organization** supports the alignment and integration of all risk-management activities within the Sanofi organization. It was established to ensure, among other things, accountability, and competency for managing risks across the organization; effective, relevant, and timely exchange of information with internal and external stakeholders; and the alignment of decision-making processes with risk exposure. It also ensures that risk owners and governing bodies are provided with all relevant information to conduct their activities. The Company Risk Management team supports the Risk Committee by consolidating and maintaining the Company risk profile, among other responsibilities. This team works in close collaboration with the Company Internal Audit and Internal Control and Processes teams.

For more information, see our [Document Center](#): Risk Management Factsheet;

- **Sanofi Internal Audit (SIA)** mission is to provide the Executive Committee and the Audit Committee with independent and objective reasonable assurance regarding the Company's ability to control its operations in line with the Institute of Internal Audit (IIA) international standards. SIA helps Sanofi execute its strategy and achieve business objectives by assessing and improving the effectiveness of Sanofi's governance, risk management, and control processes. SIA alerts management on significant risks and monitors their effective mitigation.

For more information, see our [Document Center](#): Sanofi Internal Audit Factsheet.

- **The Procurement organization** role is key in the prevention of corruption in our interactions with suppliers. Under the sponsorship of the Procurement department, the E&BI department and other departments, a Company-wide process has been implemented to conduct appropriate due diligence on third parties according to their risk profile. Moreover, Sanofi providers must adhere to the Suppliers' Code of Conduct, which is distributed by Sanofi's buyers.

For more information, see our [Document Center](#): Sanofi Suppliers Code of Conduct and Sanofi Code of Ethics.