



## **COMPENSATION OF THE CHAIRMAN AND THE CEO**

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, sanofi-aventis is publishing below details of the compensation arrangements for its Chief Executive Officer as approved by the Board of Directors at its meeting of February 24, 2011, acting on the recommendations of the Compensation Committee.

### **Year ending December 31, 2011**

#### **Compensation arrangements for the Chairman**

The Chairman's fixed stipend has been maintained unchanged at €700,000.

The Chairman does not receive either variable or equity compensation.

#### **Compensation arrangements for the Chief Executive Officer**

The Chief Executive Officer's fixed salary has been maintained unchanged at €1,200,000.

The variable portion of his compensation is unchanged and continues to be linked to the fulfillment of quantitative and qualitative criteria, and could be anywhere in a range from 0% to 200% of his fixed compensation. In the event of an exceptional performance, it could exceed 200%.

300,000 stock subscription options and 30,000 restricted performance shares were awarded to the Chief Executive Officer. In accordance with the recommendations of the AFEP-MEDEF corporate governance code, awards of stock options and performance shares to the Chief Executive Officer is entirely conditioned on the fulfillment of performance conditions over a number of years. The performance conditions in 2011 grant to the Chief Executive Officer are based on Total Shareholder Return (TSR) which is an external reference, and on Business Net Income and Return on Assets, which are internal references.

For more details of the compensation and pension arrangements of our directors and corporate officers, refer to our 2010 Annual Report on Form 20-F, a copy of which is available on our corporate website at [www.sanofi-aventis.com](http://www.sanofi-aventis.com).