



**COMMITMENTS IN FAVOR OF MR. JEAN-FRANCOIS DEHECQ,  
CHAIRMAN OF THE BOARD OF DIRECTORS**

**REFERRED TO IN ARTICLE L. 225-42-1 OF THE COMMERCIAL CODE AND  
PUBLISHED PURSUANT TO ARTICLE R. 225-34-1 OF THE FRENCH  
COMMERCIAL CODE**

At a meeting held on February 11, 2008, the Board of Directors of sanofi-aventis authorized the following commitment:

The payment of his termination benefit equivalent to twenty months of his last total compensation (fixed and variable) as approved by the General Shareholders Meeting of May 31, 2007 will be subject to the fulfillment of two out of three performance criteria.

The first criterion is the change in the sanofi-aventis share price compared to the CAC 40 index since he became Chairman and Chief Executive officer of the Company on February 15, 1988.

The other two criteria, which will be assessed over the three financial years preceding his ceasing to hold office, are:

- the average ratio of adjusted net earnings excluding selected items to net sales for each financial year must be at least 15%;
- the average ratio of operating cash flow before changes in working capital to net sales for each financial year must be at least 18%.

*These commitments in favor of the Chairman of the Board of Directors were approved in accordance with Article L. 225-42-1 of the French Commercial Code by sanofi-aventis' General Meeting of May 14, 2008.*