



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

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, Sanofi is publishing below details of the compensation arrangements for its Chairman and its Chief Executive Officer as approved by the Board of Directors at its meeting of March 5, 2012, acting on the recommendations of the Compensation Committee.

### **Year ending December 31, 2012**

#### **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 is fixed at €1,260,000, which represents an increase of 5% compared to the level of fixed compensation set by the Board in 2008 at the time Christopher Viehbacher was recruited.

The variable portion of his compensation is unchanged and continues to be linked to the fulfilment 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%.

240,000 stock subscription options and 42,000 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 fulfilment of performance conditions over a number of years. The performance conditions in 2012 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. In each case these performance conditions are measured over three consecutive financial years.

For more details of the compensation and pension arrangements of our directors and corporate officers, refer to our 2011 Annual Report on Form 20-F, a copy of which is available on our corporate website at [www.sanofi.com](http://www.sanofi.com).