



COMPENSATION OF THE CHAIRMAN AND THE CEO

In accordance with the recommendations of the AFEP-MEDEF corporate governance code (hereafter referred to as the "AFEP-MEDEF 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, 2013, acting on the recommendations of the Compensation Committee.

Year ending December 31, 2013

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-based compensation.

Compensation arrangements for the Chief Executive Officer

The Chief Executive Officer's fixed salary has been maintained at €1,260,000.

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 45,000 performance shares were awarded to the Chief Executive Officer. In accordance with the AFEP-MEDEF Code, these awards are entirely conditioned on the fulfilment of performance conditions over a number of years. The performance conditions applicable to the 2013 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 on the compensation and pension arrangements of our directors and corporate officers, refer to our 2012 Annual Report on Form 20-F, a copy of which is available on our corporate website at www.sanofi.com.