



COMPENSATION OF EXECUTIVE DIRECTORS

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, issued in December 2008, sanofi-aventis is publishing below details of the compensation arrangements for its executive directors as approved by the Board of Directors at its meeting of March 1, acting on the recommendations of the Compensation Committee.

Year ended December 31, 2009

The variable compensation of the Chairman was set at €75,000, equivalent to 75% of his fixed compensation.

The variable compensation of the Chief Executive Officer was set at €2,400,000, equivalent to 200% of his fixed compensation.

Year ending December 31, 2010

- **Compensation arrangements for the Chairman**

The Chairman's fixed salary has been maintained at €1,300,000.

The variable portion of his compensation will be linked to the fulfillment of quantitative and qualitative criteria, and could be anywhere in a range from 60% to 75% of his fixed compensation.

No stock options or performance shares have been awarded to the Chairman in 2010, just like in 2009.

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

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

The variable portion of his compensation will 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%.

275,000 stock subscription options were awarded to the Chief Executive Officer. As in 2009, the award of stock subscription options to the Chief Executive Officer is subject to fulfillment of a performance condition over a number of years.

For more details of the compensation and pension arrangements of our directors and corporate officers, refer to our 2009 Annual Report on Form 20-F, a copy of which is available on our corporate website at www.sanofi-aventis.com.