



INFORMATION ON THE REMOVAL FROM OFFICE OF MR. GERARD LE FUR AND THE APPOINTMENT OF MR. CHRIS VIEHBACHER AS CHIEF EXECUTIVE OFFICER

Conditions related to the removal from office of Mr. Gerard Le Fur

At a meeting held on September 10, 2008, the Board of Directors of sanofi-aventis upon proposal of the Remuneration Committee ascertained that the performance criteria conditioning Mr. Gerard Le Fur's termination benefit equal to two years of his last total remuneration, in accordance with the provisions approved by the General Meeting that was held on May 14, 2008, had been fulfilled.

Nevertheless, taking into account the limited time he held this office, the Board of Directors decided, with the consent of Mr. Gerard Le Fur, that only half of his termination benefit would be paid (i.e., €2,705,000).

Upon request of the Board of Directors, Mr. Gerard Le Fur also undertook not to accept any competing engagement until December 31, 2010, in exchange for a monthly consideration of €100,000.

Mr. Gerard Le Fur undertook that sanofi-aventis would be the sole beneficiary of his scientific expertise and will remain an employee of sanofi-aventis for a thirty-month period starting December 1st, 2008, for which he will receive a monthly gross remuneration of €50,000.

These provisions are inclusive of any other departure indemnity for whatever reason.

Mr. Gerard Le Fur keeps the benefit of his stock options.

Determination of variable compensation for Mr. Gerard Le Fur in relation to 2008 will be made by the Board of Directors following approval of the annual accounts.

Commitments in favor of Mr. Chris Viehbacher

Upon proposal of the Remuneration Committee, the Board of Directors approved the financial conditions of the appointment of Mr. Chris Viehbacher as Chief Executive Officer taking effect on December 1st, 2008, which can be summarized as follows:

- an annual fixed compensation of €1,200,000;
- a variable compensation of 150 to 200% of his fixed compensation subject to performance criteria which will be determined by the Board of Directors, with the possibility to increase this percentage in case of exceptional performance;

- a commitment in his favor to pay a termination benefit equal to two years of his total remuneration, should he be removed from office, subject to performance criteria which will be defined by the Board of Directors and submitted to the approval at the General Meeting;
- the benefit of the top-up defined-benefit pension plan, attributing him upon his arrival 10 years of seniority.

And, in consideration of the benefits he is surrendering by leaving his current employer:

- an indemnity of €2,200,000 payable upon his starting to hold office;
- a commitment to grant 65,000 consideration-free sanofi-aventis shares;
- a commitment to grant 200,000 sanofi-aventis stock options.