

**SANOFI**  
**Combined General Meeting 10/05/2017**  
**Resolutions voting results**

Number of issued shares : 1 259 936 606

Number of shares with voting right : 1 257 833 181

Ordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	1,137	139,064,635	258,354,587
Proxy to the Chairman	9,013	4,396,737	7,698,980
Proxy to another shareholder	349	2,950,107	5,881,073
Vote by post	6,621	600,660,737	602,132,724
<b>Total</b>	<b>17,120</b>	<b>747,072,216</b>	<b>874,067,364</b>

<b>Quorum</b>	<b>59.39%</b>
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Extraordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	1,133	138,731,861	257,689,164
Proxy to the Chairman	8,998	4,925,692	8,756,542
Proxy to another shareholder	356	2,664,927	5,310,713
Vote by post	6,598	600,656,928	602,126,086
<b>Total</b>	<b>17,085</b>	<b>746,979,408</b>	<b>873,882,505</b>

<b>Quorum</b>	<b>59.38%</b>
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Resolutions	Type	Wording	Total voting shares at the combined general meeting	Statutory capital	% of the statutory capital	Total vote FOR	total vote AGAINST	Total vote ABSTENTION	Vote by post FOR	Vote by post AGAINST	Shareholders attending to the combined	Shareholders attending to the combined	Shareholders attending to the combined general meeting	Total Votes	Total FOR (in %)	Total AGAINST (in %)	Total ABSTENTION (in %)	
Résolution	1	ord.	Approval of the individual company financial statements for the year ended December 31, 2016	747,072,216	1,259,936,606	59.29%	856,741,092	10,693,457	6,632,815	592,164,590	9,968,134	256,877,522	725,323	6,632,815	874,067,364	98.02%	1.22%	0.76%
Résolution	2	ord.	Approval of the consolidated financial statements for the year ended December 31, 2016	747,072,216	1,259,936,606	59.29%	862,373,315	9,646,702	2,047,347	592,605,152	9,527,572	262,069,183	119,130	2,047,347	874,067,364	98.66%	1.10%	0.23%
Résolution	3	ord.	Appropriation of profits, declaration of dividend	747,072,216	1,259,936,606	59.29%	863,627,978	3,674,081	6,765,305	599,683,459	2,449,265	256,245,539	1,224,816	6,765,305	874,067,364	98.81%	0.42%	0.77%
Résolution	4	ord.	Agreements and commitments covered by Articles L. 225-38 et seq of the French Commercial Code	747,072,216	1,259,936,606	59.29%	851,326,772	21,448,660	1,290,932	582,361,145	19,771,579	261,266,647	1,677,081	1,290,932	874,066,364	97.40%	2.45%	0.15% *
Résolution	5	ord.	Director's attendance fees	747,072,216	1,259,936,606	59.29%	864,160,210	9,418,278	488,876	595,198,037	6,934,687	261,263,193	2,483,591	488,876	874,067,364	98.87%	1.08%	0.06%
Résolution	6	ord.	Reappointment of Fabienne Lecorvaisier as a Director	747,072,216	1,259,936,606	59.29%	868,904,432	4,229,855	916,860	598,455,612	3,677,112	262,749,840	552,743	916,860	874,051,147	99.41%	0.48%	0.10% *
Résolution	7	ord.	Appointment of Bernard Charlés as a Director	747,072,216	1,259,936,606	59.29%	867,550,482	5,621,451	895,431	596,545,291	5,587,433	263,306,211	34,018	895,431	874,067,364	99.25%	0.64%	0.10%
Résolution	8	ord.	Appointment of Melanie Lee as a Director	747,072,216	1,259,936,606	59.29%	869,439,205	3,448,676	1,179,483	598,776,480	3,356,244	262,963,745	92,432	1,179,483	874,067,364	99.47%	0.39%	0.13%
Résolution	9	ord.	Compensation policy for the Chairman of the Board of Directors	747,072,216	1,259,936,606	59.29%	858,201,364	13,705,735	2,156,993	589,340,356	12,792,368	261,162,028	913,367	2,156,993	874,064,092	98.19%	1.57%	0.25% *
Résolution	10	ord.	Compensation policy for the Chief Executive Officer	747,072,216	1,259,936,606	59.29%	817,654,718	55,438,239	973,407	566,767,946	35,364,778	243,187,792	20,073,461	973,407	874,066,364	93.55%	6.34%	0.11% *
Résolution	11	ord.	Consultative vote on the components of the compensation due or awarded to Serge Weinberg, Chairman of the Board of Directors, in respect of the year ended December 31, 2016	747,072,216	1,259,936,606	59.29%	859,125,224	14,301,657	637,211	589,772,523	12,360,201	261,653,721	1,941,456	637,211	874,064,092	98.29%	1.64%	0.07% *
Résolution	12	ord.	Consultative vote on the components of the compensation due or awarded to Olivier Brandicourt, Chief Executive Officer, in respect of the year ended December 31, 2016	747,072,216	1,259,936,606	59.29%	766,428,104	107,088,650	549,610	515,577,814	86,554,910	242,093,748	20,533,740	549,610	874,066,364	87.69%	12.25%	0.06% *
Résolution	13	ord.	Reappointment of PricewaterhouseCoopers Audit as a Statutory Auditor	747,072,216	1,259,936,606	59.29%	820,417,883	34,810,002	18,839,479	568,097,448	34,035,276	243,563,893	774,726	18,839,479	874,067,364	93.86%	3.98%	2.16%
Résolution	14	ord.	Authorization to the Board of Directors to carry out transactions in the Company's shares	747,072,216	1,259,936,606	59.29%	868,330,948	5,266,829	469,587	597,894,124	4,238,600	261,680,282	1,028,229	469,587	874,067,364	99.34%	0.60%	0.05%
Résolution	15	extr.	Delegation to the Board of Directors of authority to decide to issue, with preemptive rights maintained, shares and/or securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company	746,979,408	1,259,936,606	59.29%	806,001,992	67,419,749	460,764	553,626,850	48,499,236	243,618,600	18,920,513	460,764	873,882,505	92.23%	7.71%	0.05%

Résolution	16	extr.	Delegation to the Board of Directors of authority to decide to issue, with preemptive rights cancelled, shares and/or securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company, via a public offering	746,979,408	1,259,936,606	59.29%	819,531,118	53,870,518	480,869	554,456,229	47,669,857	256,318,347	6,200,661	480,869	873,882,505	93.78%	6.16%	0.06%
Résolution	17	extr.	Delegation to the Board of Directors of authority to decide to issue, with preemptive rights cancelled, shares and/or securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company, via a private placement	746,979,408	1,259,936,606	59.29%	794,426,133	78,971,190	485,182	529,484,888	72,641,198	256,184,703	6,329,992	485,182	873,882,505	90.91%	9.04%	0.06%
Résolution	18	extr.	Delegation to the Board of Directors of authority to decide to issue debt instruments giving access to the share capital of subsidiaries and/or of any other company	746,979,408	1,259,936,606	59.29%	840,036,612	33,351,517	494,376	569,805,708	32,320,378	261,474,362	1,031,139	494,376	873,882,505	96.13%	3.82%	0.06%
Résolution	19	extr.	Delegation to the Board of Directors of authority to increase the number of shares to be issued in the event of an issue of ordinary shares and/or of securities giving access to the share capital of the Company, of any subsidiary, and/or of any other company, with or without preemptive rights	746,979,408	1,259,936,606	59.29%	787,776,756	85,586,946	518,803	519,095,319	83,030,767	259,924,895	2,556,179	518,803	873,882,505	90.15%	9.79%	0.06%
Résolution	20	extr.	view to the issuance, with preemptive rights cancelled, of shares and/or securities giving access to the share capital of the Company, of any of its subsidiaries and/or of any other company, as consideration for assets transferred to the Company as a capital contribution in kind	746,979,408	1,259,936,606	59.29%	833,243,820	40,134,443	504,242	566,764,118	35,361,968	257,723,160	4,772,475	504,242	873,882,505	95.35%	4.59%	0.06%
Résolution	21	extr.	Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by incorporation of share premium, reserves, profits or other items	746,979,408	1,259,936,606	59.29%	857,790,903	14,957,143	1,134,459	588,132,490	13,993,596	260,901,871	963,547	1,134,459	873,882,505	98.16%	1.71%	0.13%
Résolution	22	extr.	Delegation to the Board of Directors of authority to decide on the issuance of shares or securities giving access to the Company's share capital reserved for members of savings plans, with waiver of preemptive rights in their favor	746,979,408	1,259,936,606	59.29%	841,561,356	31,232,097	1,089,052	570,948,243	31,177,843	261,856,571	54,254	1,089,052	873,882,505	96.30%	3.57%	0.12%
Résolution	23	extr.	Authorization to the Board of Directors to reduce the share capital by cancellation of treasury shares	746,979,408	1,259,936,606	59.29%	869,090,279	3,717,227	1,074,999	599,459,751	2,666,335	260,873,986	1,050,892	1,074,999	873,882,505	99.45%	0.43%	0.12%
Résolution	24	extr.	Amendment of Article 11 of the Articles of Association	746,979,408	1,259,936,606	59.29%	869,521,591	3,161,537	1,199,377	599,047,016	3,079,070	261,718,033	82,467	1,199,377	873,882,505	99.50%	0.36%	0.14%
Résolution	25	extr.	Powers for formalities	746,979,408	1,259,936,606	59.29%	871,406,621	870,766	1,605,118	601,278,959	847,127	261,371,120	23,639	1,605,118	873,882,505	99.72%	0.10%	0.18%

\*Exclusion of shares on resolutions 4, 10 et 12 of Mr Olivier Brandicourt

\*Exclusion of shares on resolutions 6 of Mrs Fabienne Lecorvaisier

\*Exclusion of shares on resolutions 9 et 11 of Mr Serge Weinberg