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•  
Annual General  
Meeting 2024

*April 30, 2024*

Paris, France

•

Anaïs Brafine, Scientist, Belgium

# Agenda

## 01 Introduction & Governance

CAROLINE DESURMONT-RUCHAUD, COMPANY SECRETARY  
FRÉDÉRIC OUDÉA, CHAIRMAN OF THE BOARD OF DIRECTORS

## 02 Update on our strategic roadmap

PAUL HUDSON, CHIEF EXECUTIVE OFFICER

## 03 Financial performance in 2023

FRANÇOIS-XAVIER ROGER, CHIEF FINANCIAL OFFICER

## 04 France at the heart of Sanofi

AUDREY DERVELOY, PRESIDENT & COUNTRY LEAD FRANCE

## 05 Foundation S – Local action, global impact

VANINA LAURENT-LEDROU, DIRECTOR GENERAL FOUNDATION S

## 06 Reports by Statutory Auditors

PIERRE CHASSAGNE, ERNST & YOUNG

## 07 Compensation policy

PATRICK KRON, CHAIRMAN OF THE COMPENSATION COMMITTEE

## 08 Q&A session

## 09 Resolutions and voting results

CAROLINE DESURMONT-RUCHAUD, COMPANY SECRETARY



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# Annual General Meeting 2024

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# Governance

*Frédéric Oudéa,  
Chairman of the  
Board of Directors*

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Ilyasse Sissoko, Operator, Val de Reuil, France

# A *dedicated and active* Board of Directors

A sustained level of activity:

- 11 meetings
- 2 *executive sessions*

**Activities related to:**

- Delivery on the *Play to win* strategy
- Proposed separation of Consumer Healthcare business
- Review of acquisition projects
- Update on the development & transformation strategy in France
- Monitoring of progress on the CSR strategy
- Implementation of the European Corporate Sustainability Reporting Directive (CSRD)
- Update on litigations, especially on ZANTAC litigation

**A very high level of attendance at the Board of Directors & Committees**

**Board of  
Directors**  
**97%**

**Committees**  
**100%**

**A formalized evaluation for continuous improvement**

# Current *membership* of the Board of Directors



*Frédéric Oudéa*

Chairman of the Board of Directors



*Paul Hudson*

CEO, Director



*Christophe Babule*

Director



*Rachel Duan*

Independent Director



*Carole Ferrand*

Independent Director



*Lise Kingo*

Independent Director



*Patrick Kron*

Independent Director



*Wolfgang Laux*

Director representing employees



*Barbara Lavernos*

Director



*Fabienne Lecorvaisier*

Independent Director



*Gilles Schnepf*

Independent Director



*Diane Souza*

Independent Director



*Thomas Südhof*

Independent Director



*Yann Tran*

Director representing employees



*Emile Voest*

Independent Director



*Antoine Yver*

Independent Director

# Directors *leaving* the Board of Directors at 2024 AGM



*Diane Souza*  
Independent Director



*Thomas Südhof*  
Independent Director

# Directors whose *reappointment* is submitted at 2024 AGM



*Rachel Duan*  
Independent Director



*Lise Kingo*  
Independent Director

# Directors whose *appointment* is submitted at 2024 AGM



*Clotilde Delbos*

*French nationality,  
56 years old*

In-depth knowledge of:

- finance and accounting,
- mergers and acquisitions,
- senior executive role,
- board membership international groups,
- international experience.



*Anne-Françoise Nesmes*

*British and French nationalities,  
53 years old*

In-depth knowledge of:

- healthcare/pharmaceutical industry,
- finance and accounting,
- mergers and acquisitions,
- senior executive role,
- board membership in international groups,
- international experience.



*John Sundy*

*American nationality,  
62 years old*

In-depth knowledge of:

- scientific matters, especially in immunology, rheumatology and allergy,
- board membership in international groups.

# An *independent, experienced and diversified* Board of Directors

**In the event of a vote in favour at the AGM, the Board of Directors would temporarily comprise 17 Directors**

- Widely independent (12 out of 15<sup>(1)</sup>)
- Maintaining good diversity ratios: gender diversity (47%<sup>(2)</sup>) and international presence (8 non-French directors, i.e. 47%)
- 2 directors representing employees

**Continued implementation of its roadmap with a controlled and progressive renewal:**

- Maintaining of skills in science, accounting and finance
- Strengthening of skills in terms of executive experience and board membership in international groups

- Renewal of the terms of Rachel Duan and Lise Kingo
- Appointment of Clotilde Delbos, Anne-Françoise Nesmes, John Sundy

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# Update on our strategic roadmap

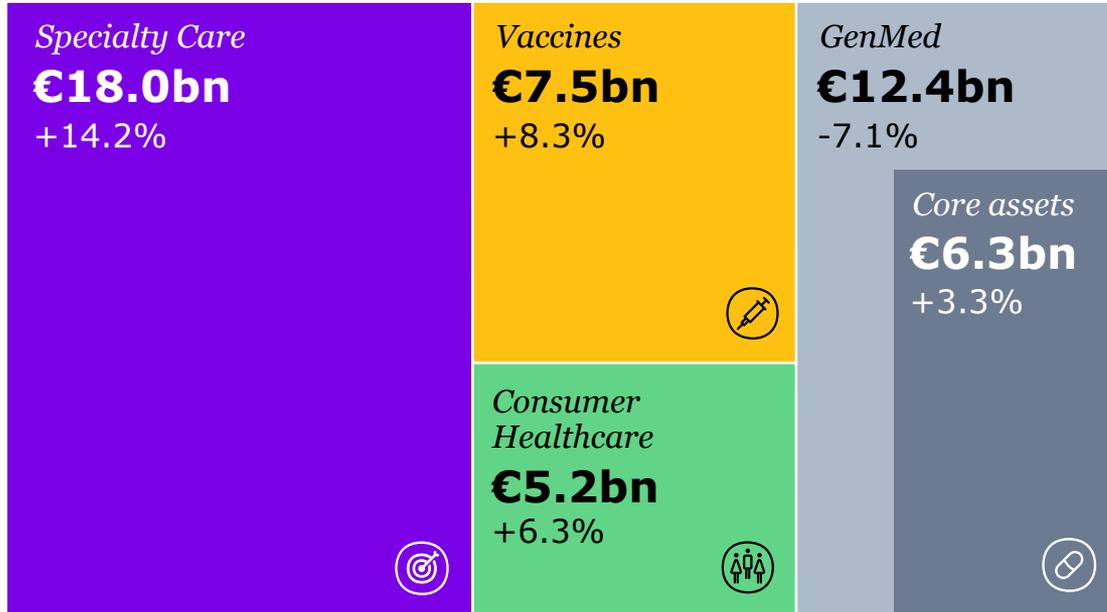
*Paul Hudson,  
Chief Executive Officer*

•



Maxime Paulet, Lab Technician, Marcy l'Etoile, France

# A solid *2023 performance*



- **FY 2023 sales of €43.1bn (+5.3%)**
- *Dupixent* adding €2.8bn (at CER)
- More than offsetting the loss of €1.1bn of Aubagio sales to generics (LoE)
  - FY 2023 sales growth w/o Aubagio of 8.1%

# *New 2023 launches* delivered beyond expectations



*Targeting all infants against RSV in their first season*

Strong ramp up in launch markets



*Potential new standard protection against hemophilia A with weekly dosing*

Launched in the US and Japan in 2023



*First and only therapy to delay onset of Stage 3 Type 1 diabetes*

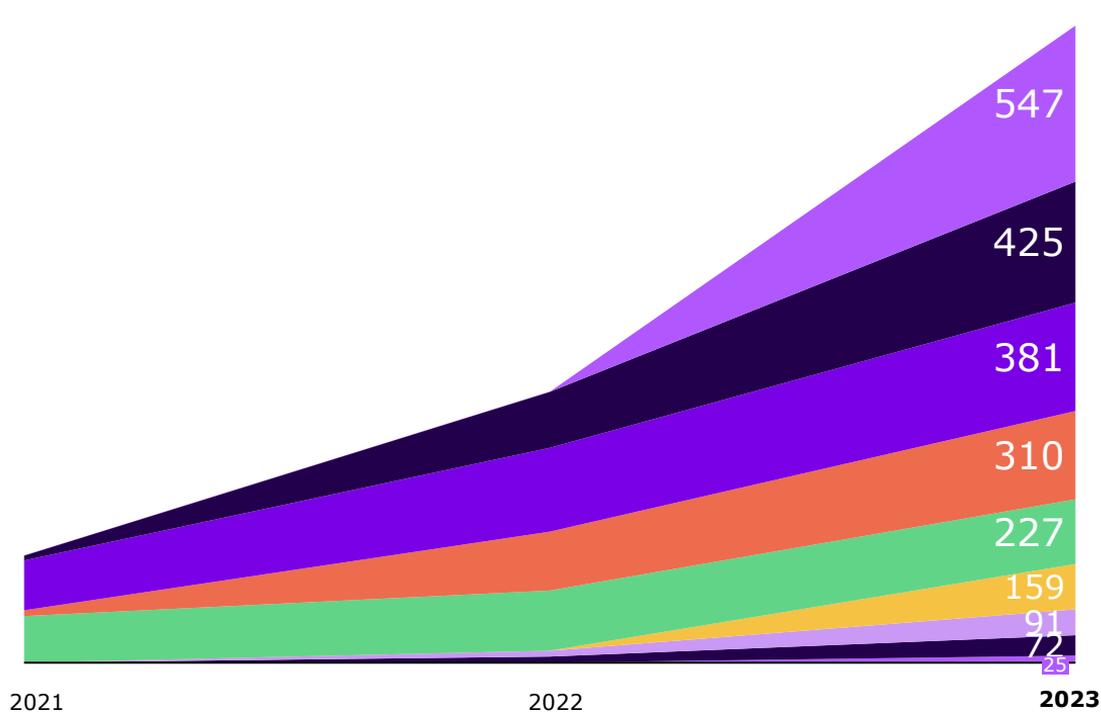
Expanding awareness and screening programs

€731m\*

collectively  
in first year  
of launch 2023

\* far exceeding originally  
communicated sales  
expectations of €400m

# Our biopharma launch engine is picking up pace



**Beyfortus**  
(nirsevimab)

MAKE YOUR NEX MOVE  
**Nexviazyme**  
(avalglucosidase alfa)

**SARCLISA**  
(isatuximab-irfc)

**REZUROCK**  
(belumosudil) tablets

**Cablivi**  
caplacizumab-yhdp  
Injection 10 mg

**Xenpozyme**  
(olipuzosin dfr)

**ALTUVIIIO**  
efenesoctal alfa

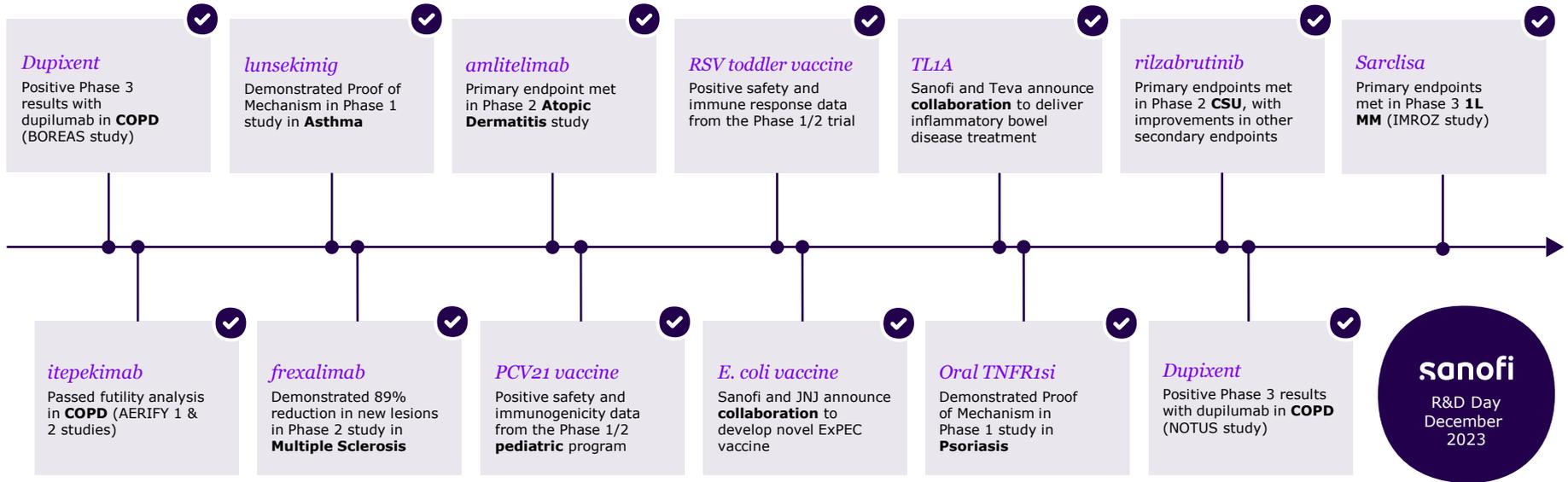
**Enjaymo**  
sulfamonomethoxime  
oral suspension

**Tziel**  
(tazemetumab)

**>€2.2bn**  
sales in 2023

- Beyfortus
- Nexviazyme
- Sarclisa
- Rezurock
- Cablivi
- Altuviio
- Xenpozyme
- Enjaymo
- Tziel

# Outstanding 2023 *scientific newsflow*



# Building an *Immunology Powerhouse*

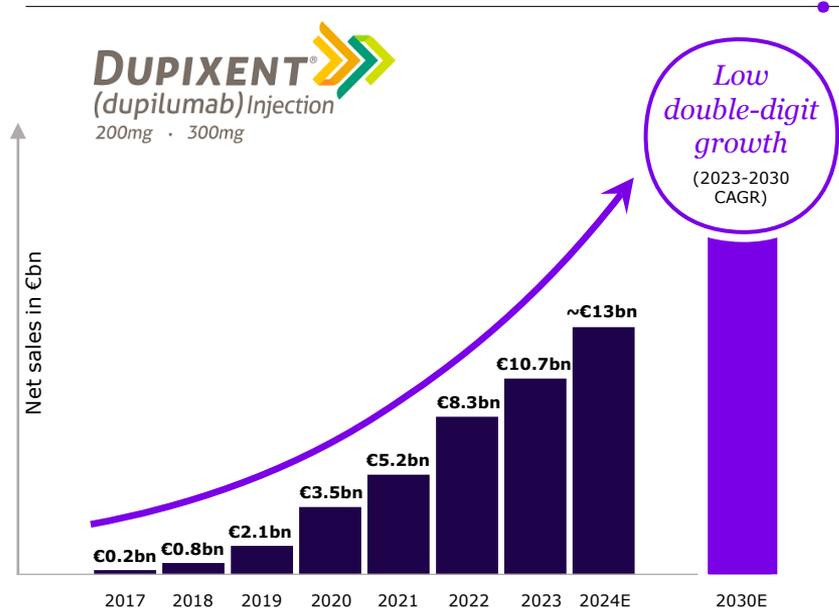
## Pharma launches

ALTUVIIIIO, Cablivi, Enjaymo, Nexviazyme, Tziel, Rezurock, Sarclisa, Xenpozyme

Reaching almost  
**€1.7bn** of sales  
in 2023

Sales contribution  
from Pharma launches  
incl. pipeline by 2030<sup>1</sup>

**>€10bn**



## Vaccines GBU

Sales of **€7.5bn**  
in 2023, including



**>€500m** in its  
first year of launch

Sanofi Vaccines  
sales by 2030

**>€10bn**

# Play to win *priorities* in 2024

## Launch Excellence

**Beyfortus**  
(nirsevimab)

**ALTUVIIIIO**  
efanesoctocog alfa

**Tziel**  
(teplizumab-mzwv)  
Injection | 21mg/2mL

**DUPIXENT**  
(dupilumab)  
Potential expansion  
into COPD

## Pipeline Execution

**Tolebrutinib**  
RMS/nrSPMS

**Rilzabrutinib**  
ITP

**Multiple Phase 2  
and Phase 3  
starts**

## Cost Reallocation

Reallocation of pipeline  
resources (i.e., from oncology  
to immunology)

Centralization, hub strategy  
Smart spending

# A renewed *Executive Committee*

*New to Sanofi*

*New to ExCom*

*New to ExCom*



*Paul Hudson*

Chief Executive Officer



*Houman Ashrafian*

Head of Research and Development



*Natalie Bickford*

Chief People Officer



*Olivier Charmeil*

Head of General Medicines



*Brian Foard*

Head of Specialty Care



*Emmanuel Frenehard*

Chief Digital Officer



*Brendan O'Callaghan*

Head of Manufacturing & Supply



*Roy Papatheodorou*

General Counsel



*Madeleine Roach*

Head of Business Operations



*François-Xavier Roger*

Chief Financial Officer



*Thomas Triomphe*

Head of Vaccines



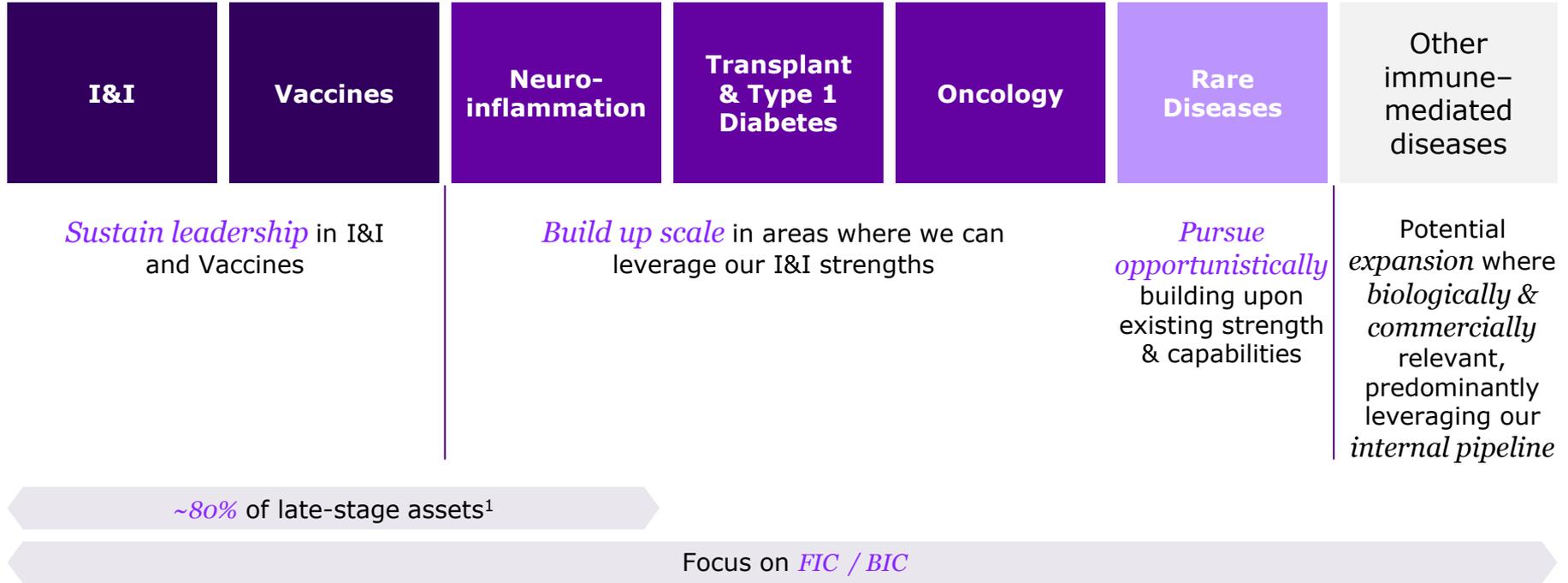
*Julie Van Ongevalle*

Head of Consumer Healthcare

*New to ExCom*

*New to Sanofi*

# We are *all-in on* Immunology, across therapeutic areas



# A record *12 blockbuster opportunities* under clinical evaluation addressing important diseases

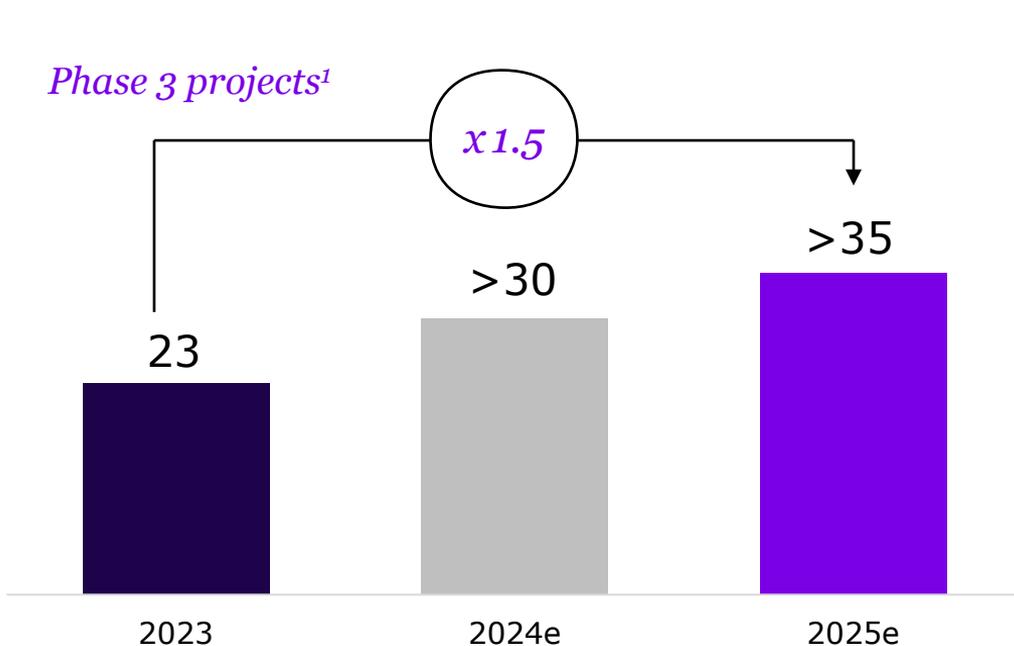
*Potential pipeline-in-a-product*

**€2-5bn** peak sales potential each

**€5bn+** peak sales potential each

Pipeline asset	Indication(s)	Expected first submission	Pipeline asset	Expected submission	Pipeline asset	Main indications	Expected first submission
<i>tolebrutinib</i> (BTKi)	<b>Full spectrum of Multiple Sclerosis (MS) - Ph. 3</b>	2024	<i>ExPEC vaccine</i> - Ph. 3	2027+	<i>amlitelimab</i> (Anti-OX40L)	<b>Atopic dermatitis - Ph. 3</b>	2027
<i>rilzabrutinib</i> (BTKi)	<b>Immune Thrombocytopenia - Ph. 3 Asthma - Ph. 2</b>	2024 (ITP)	<i>RSV mRNA OA combo vaccine</i> - Ph. 1/2	2027+		<b>Asthma - Ph. 2b</b>	
<i>itepekimab</i> (Anti-IL-33)	<b>Chronic Obstructive Pulmonary Disease former smokers - Ph. 3</b>	2025	<i>Acne mRNA vaccine</i> - Ph. 1/2	2027+	<i>frexalimab</i> (Anti-CD40L)	<b>Relapsing MS, Secondary Progressive MS - Ph. 3</b>	2027 (RMS)
<i>hunsekimig</i> (Anti-IL13/TSLP)	<b>Asthma - Ph. 2b</b>	2027+				<b>Type 1 Diabetes - Ph. 2b</b>	
<i>IRAK4 degrader</i>	<b>Atopic Dermatitis, Hidradenitis Suppurativa - Ph. 2</b>	2027+			<i>SAR441566</i> (Oral TNFR1si)	<b>Rheumatoid arthritis, Psoriasis - Ph. 2b</b>	2027+
<i>Anti-TL1A</i>	<b>Inflammatory Bowel Disease - Ph. 2</b>	2027+				<b>Inflammatory Bowel Disease</b>	

# An important moment in pursuit of *scientific leadership*



Increasing  
the number of our  
*phase 3 projects*  
by 50%

- Launching multiple clinical trial programs in parallel to maximize opportunities for patients
- Relying on and bolstering our leading development capabilities

# Preparing for introducing potential *transformative* therapies against COPD\*



COPD is world's third leading cause of death with significant health and economic burden



Dupixent and itepekimab have the potential to *address different COPD populations* with limited overlap

> 2  
million

More than *2 million* estimated patient population in G7 countries (current and former smokers)<sup>1</sup>

**DUPIXENT**<sup>®</sup>  
(dupilumab)

*Potential First-in-disease*

- Potential first new treatment approach for the disease in more than a decade
- Regulatory filings completed in the *US, European Union* and *China*
- *Priority review* granted by US FDA with PDUFA on June 27

**itepekimab**

*Potential First-in-class anti-IL-33*

- Phase 3 data expected in 2025 (AERIFY-1/AERIFY-2)
- FDA Fast Track designation granted<sup>2</sup>
- Passed futility analysis in 2023

# Evaluating rilzabrutinib, a potential oral treatment option, across a *broad spectrum of diseases*

 Dermatology	Chronic Spontaneous Urticaria	} <i>Phase 3 to start in H2 2024</i>
	Prurigo Nodularis	
 Respiratory	Asthma	} <i>Encouraging phase 2b data</i> ✓
 Autoimmune	IgG4-RD*	} <i>Phase 2b data in H2 2024</i>
 Rare Blood Disorders	Immune Thrombocytopenia	} <i>Positive phase 3 data</i> ✓ } <i>Reg. submission in H2 2024</i>
	Warm antibody hemolytic anemia	

*More than 2.8M eligible patients<sup>1</sup>*

# Building a *best-in-class portfolio in Respiratory Syncytial Virus (RSV)*

Targeting “all infants protection” with Beyfortus

Developing vaccines for all targets populations

## *2023/2024 season*

- Successful implementation for broad infant population with high immunization rates
  - ~35% in the U.S. and France
  - 90% in Spain, with real-world evidence data from Galicia<sup>1</sup> showing significant hospitalization reduction
- Harmonie Ph3b results published in NEJM<sup>2</sup>

## *Preparing for 2024/2025 season*

- Multiple approvals received in Q1 2024, paving the way for geographic expansion: China, Japan, Australia...



### **RSV Toddler for 2<sup>nd</sup> season onwards**

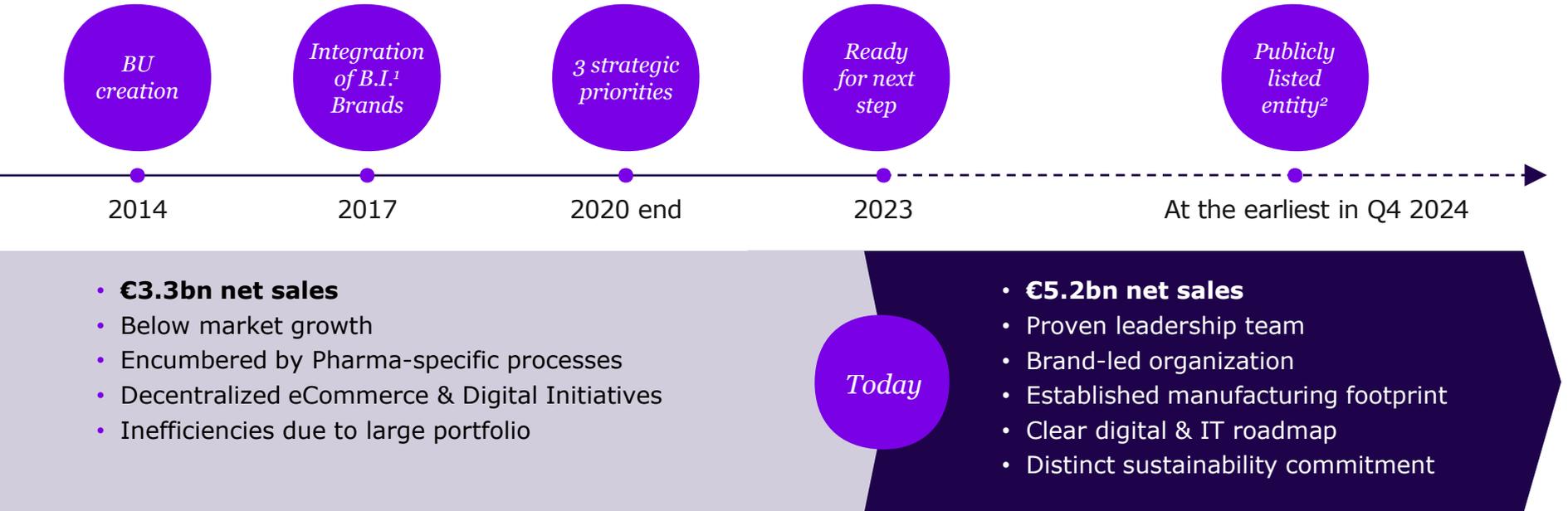
- U.S. Fast Track Designation in 2020 and *EU PRIME* in Dec 2023
- *Phase 3 started* in February 2024



### **RSV Older Adult combination**

- *U.S. Fast Track Designation* in Oct 2023
- *Phase 1/2* RSV-hMPV<sup>3</sup> initiated in Nov 2023

# We have built the foundations for an *independent, headquartered in France*, Consumer Health entity



# CHC business reshaped for *continued growth with strong local brands* in their markets

Doliprane<sup>®</sup>  
Paracétamol

Buscopan<sup>®</sup>

Dulcolax<sup>®</sup>

MAGNE B<sub>6</sub>

CENOVIS<sup>®</sup>

Altegra<sup>®</sup>  
& TELFAST

ICYHOT

Pharmaton<sup>®</sup>

Mucosolvan<sup>®</sup>  
Bisolvon

Enterogermina<sup>®</sup>

EVE

Novalgina<sup>®</sup>

ESSENTIALE<sup>®</sup>

Qunol<sup>®</sup>

Dorflex<sup>®</sup>

- *Top 3*: All brands with top-3 sales positions in their respective geographies
- *~62%<sup>1</sup>*: of net sales (*as of 2023*)
- *+85%<sup>1</sup>*: of '19-23 growth
- *Global & local scale*: Leveraging our global & local leadership positions

# Becoming the first biopharma company powered by *AI at-scale*

## *Deploying AI across our organization*



Expert AI  
Gen AI  
Snackable AI

## *Bolstering our in-house capabilities*



Accelerator  
Powered by **sanofi**

Launching our first  
**“Digital R&D Accelerator”**  
in Paris with approx.  
100 people in 2024

## *Building strong partnerships*

AQEMIA

BioMap

Atomwise

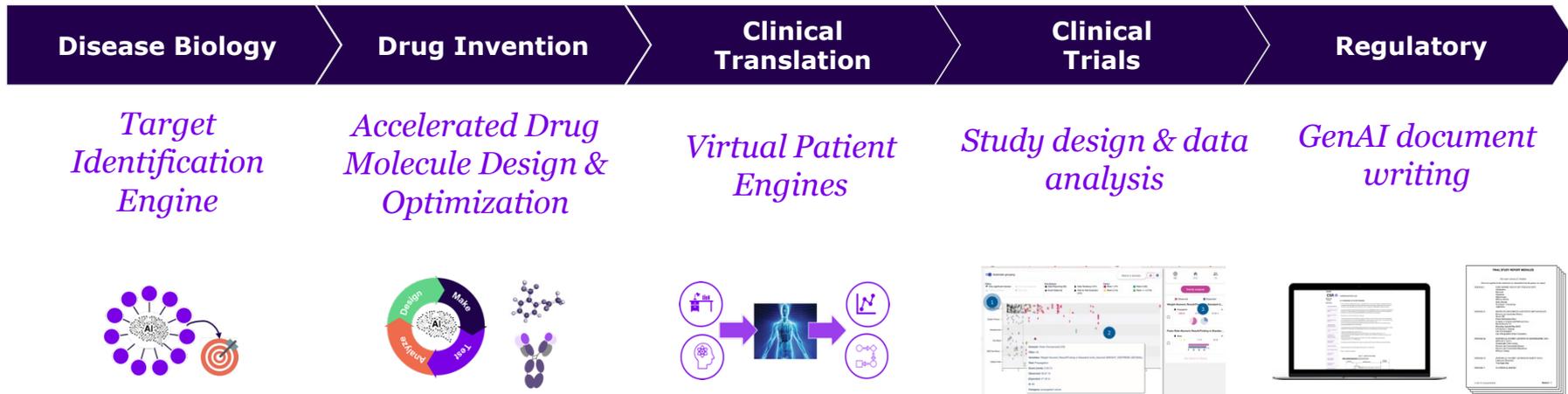
CytoReason

Exscientia

Insilico  
Medicine

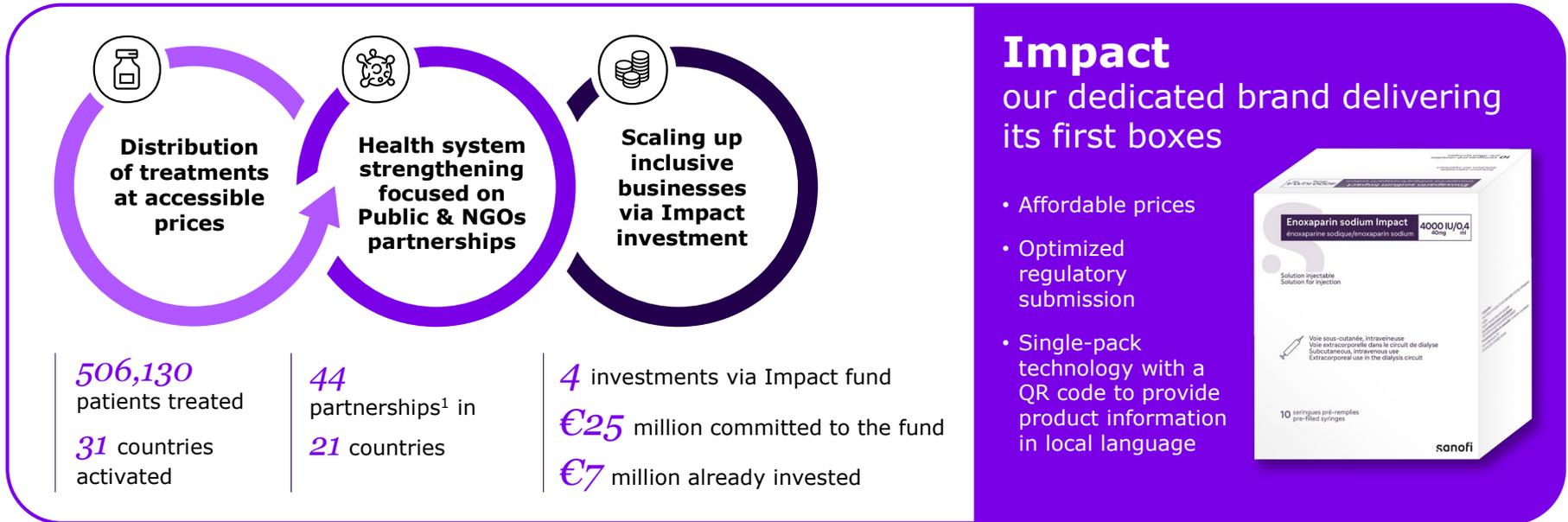
OWKIN

# Use of Artificial Intelligence is already a *tangible reality* across our R&D engine

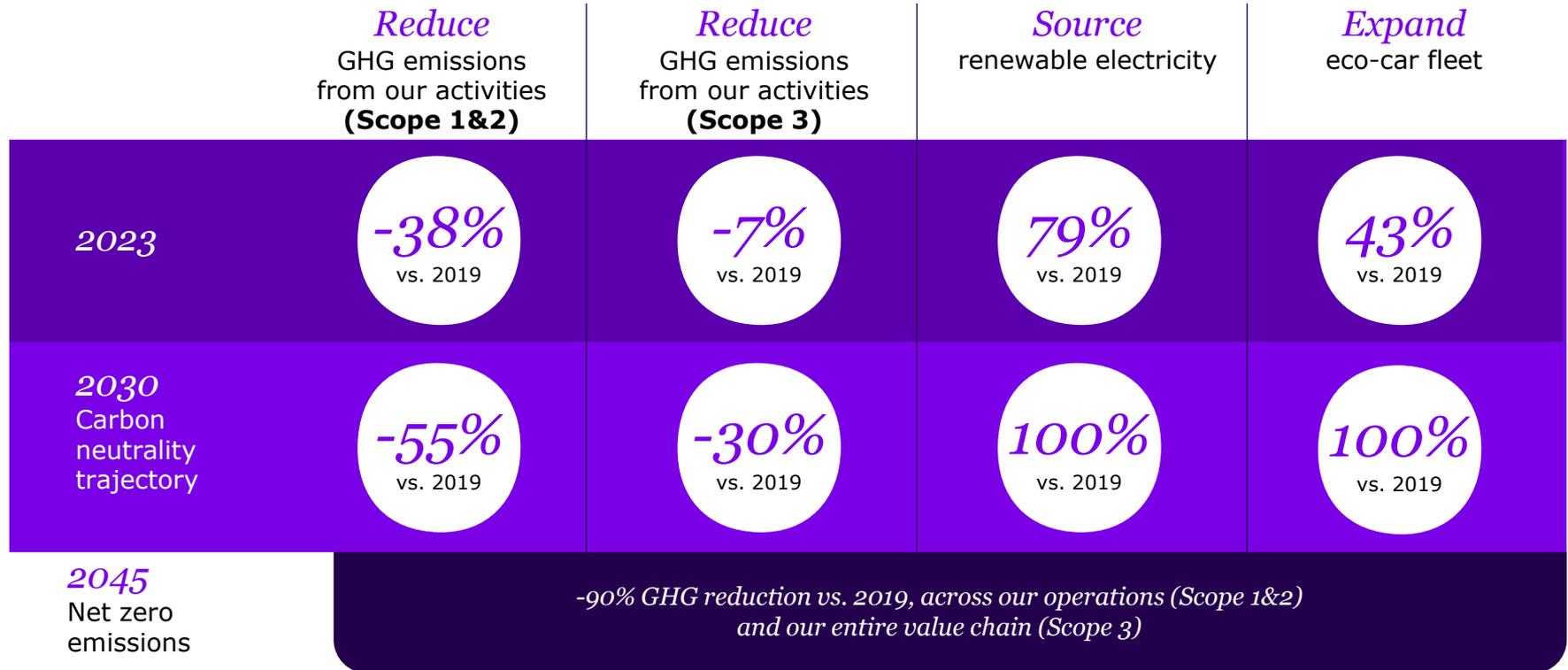


**Helping our R&D teams to accelerate drug discovery and enhance productivity**

# Global Health Unit: *making a difference* for our patients in LMICs



# Advancing our commitments to *address climate change*



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Financial  
performance 2023

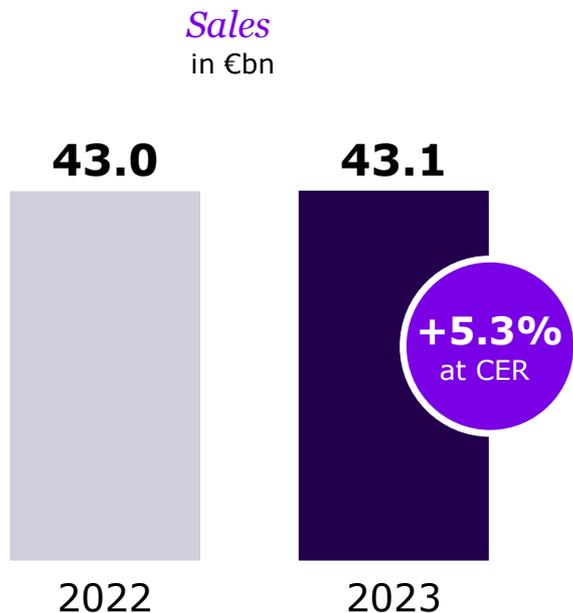
*François-Xavier Roger,  
Chief Financial Officer*

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Katrien Lybaert, Associate Scientist, Ghent, Belgium

# 5.3% sales growth in 2023



## Key 2023 sales objectives

## 2023 achievements



Reaching €10bn sales

✓ €10.7bn sales



Vaccines

Expected mid-to-high single-digit sales growth<sup>1</sup>

✓ 8.3% growth

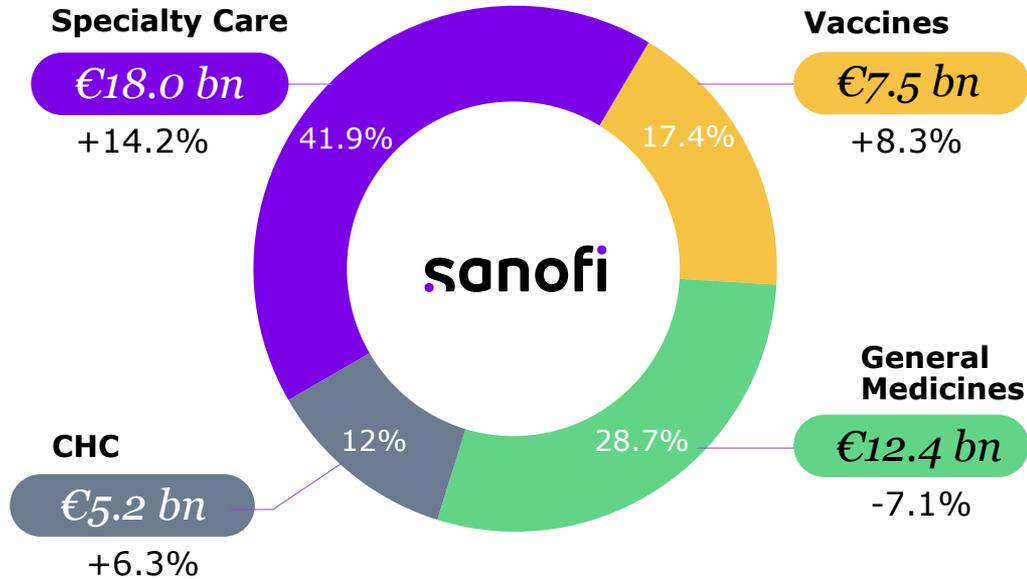
New launches



>€500m in H2

✓ €706m

# Specialty Care: double-digit growth again in 2023



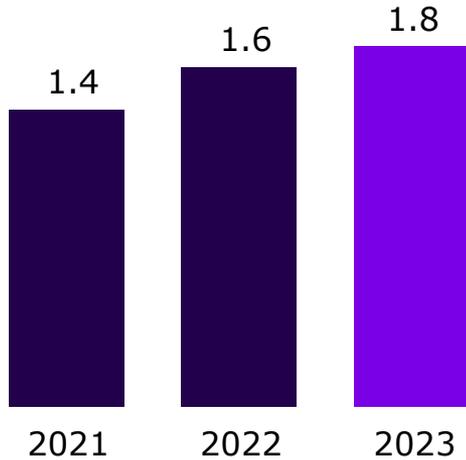
# Business net income up by 5.5% at constant exchange rate

<i>€bn</i>	2023	2022	Change	Change at CER
<b>Net Sales</b>	<b>43.1</b>	<b>43.0</b>	<b>0.2%</b>	<b>5.3%</b>
Gross profit	32.2	31.7	1.7%	7.0%
Gross margin %	74.8% <sup>1</sup>	73.7% <sup>1</sup>		
R&D	(6.7)	(6.7)	0.3%	3.0%
SG&A	(10.7)	(10.5)	1.9%	6.1%
Other current operating income & expenses	(2.2)	(1.5)		
Others <sup>2</sup>	0.1	0.1		
<b>Business Operating Income</b>	<b>12.7</b>	<b>13.0</b>	<b>-2.8%</b>	<b>4.3%</b>
Business operating margin	29.4%	30.3%		
Effective tax rate	18.8%	19.3%		
<b>Total Business Net Income</b>	<b>10.2</b>	<b>10.3</b>	<b>-1.8%</b>	<b>5.5%</b>

# Pursuing *investments* effort in biologics production

Capital expenditure in 2023

in €bn



*CHC*  
**6%**

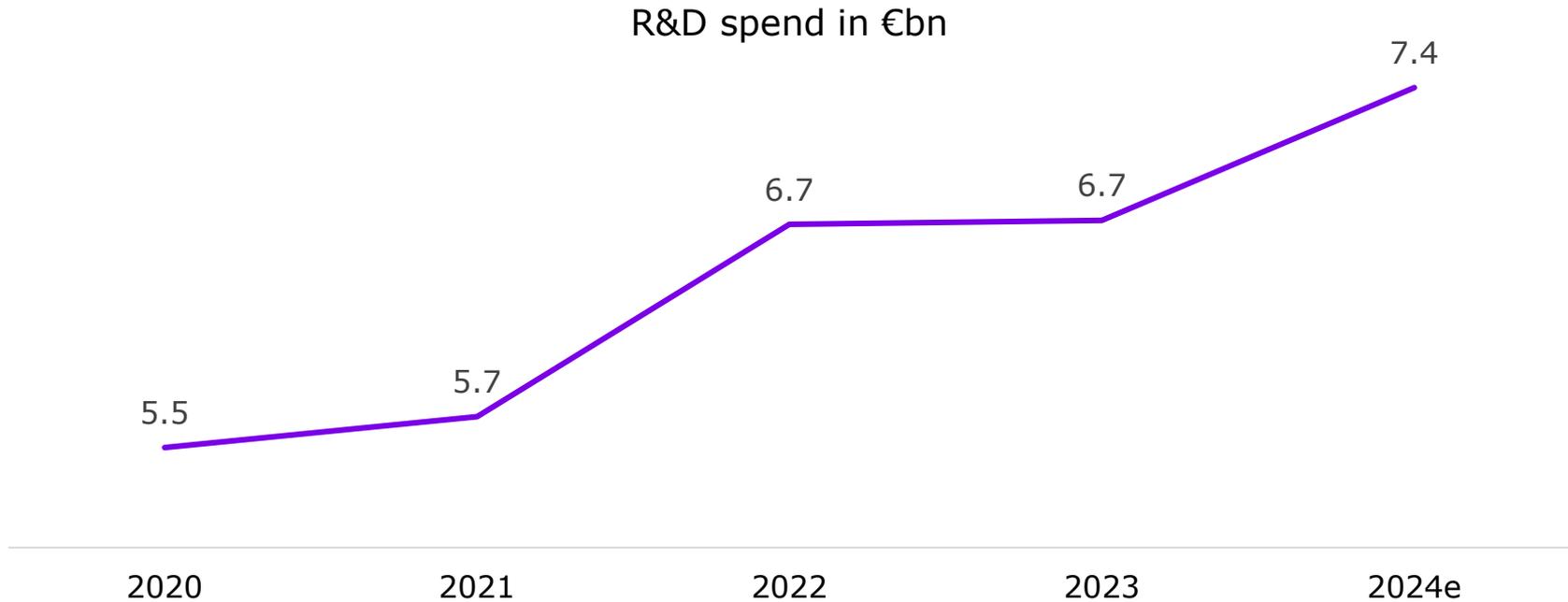
*Support functions*  
**15%**

*R&D*  
**10%**

*Manufacturing & Supply*  
**70%**



# R&D spend are *increasing*



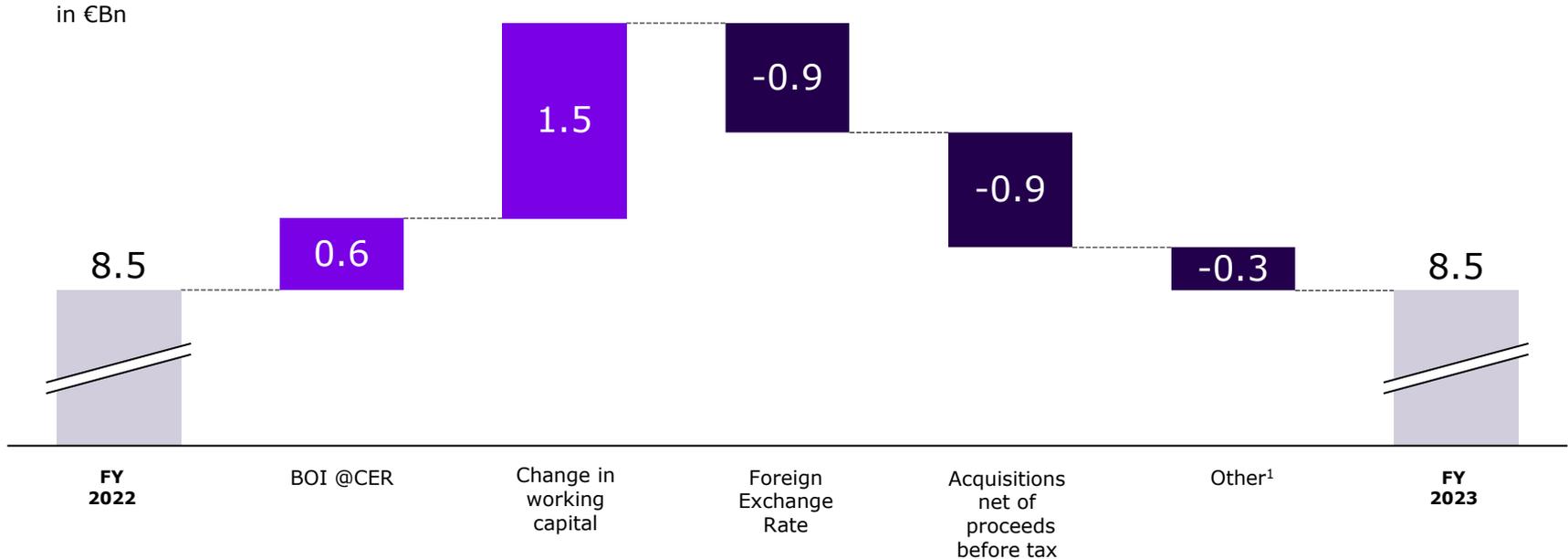
# Reconciliation of business net income *to IFRS net income reported*

<i>€bn</i>	<i>2023</i>	<i>2022</i>	<i>Change at published rate</i>
<b>Business net income</b>	<b>10.2</b>	<b>10.3</b>	<b>-1.8%</b>
Amortization of intangible assets	(2.2)	(2.1)	
Impairment of intangible assets	(0.9)	0.5	
Income resulting from license-out	-	1	
Restructuring costs and similar items	(1.5)	(1.3)	
Financial expense related to liabilities carried at amortized cost other than net indebtedness	(0.5)	-	
Tax effects of items listed above	1.1	0.5	
Other	(0.8)	(0.5)	
<b>Net income attributable to equity holders of Sanofi</b>	<b>5.4</b>	<b>8.4</b>	<b>-35.5%</b>

# Strong balance sheet

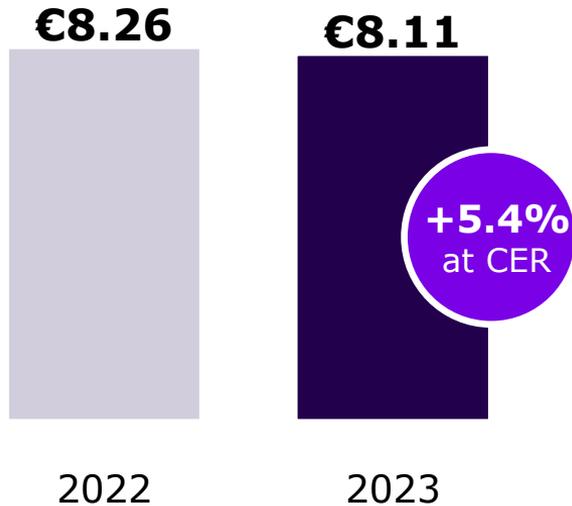
	€bn	December 31 <sup>st</sup> 2023	Change vs. December 2022
<i>Assets</i>	Intangible assets	73.7	+2.2
	Other non-current assets	22.1	+0.9
	Inventories	9.7	+0.7
	Accounts receivable	8.4	-
	Other current assets	3.9	-0.1
	Cash and cash equivalents	8.7	-4.0
	<b>TOTAL</b>	<b>126.5</b>	<b>-0.3</b>
<i>Liabilities</i>	Equity attributable	74.4	-0.8
	Financial debt	16.4	-2.6
	Non-current provisions and other non-current liabilities	13.6	0.8
	Accounts payable	7.3	0.5
	Other current liabilities	14.8	1.8
	<b>TOTAL</b>	<b>126.5</b>	<b>-0.3</b>

# *Free cash flow stable*, reflecting the impact of acquisitions and FX rate



# *Solid business EPS growth* in 2023

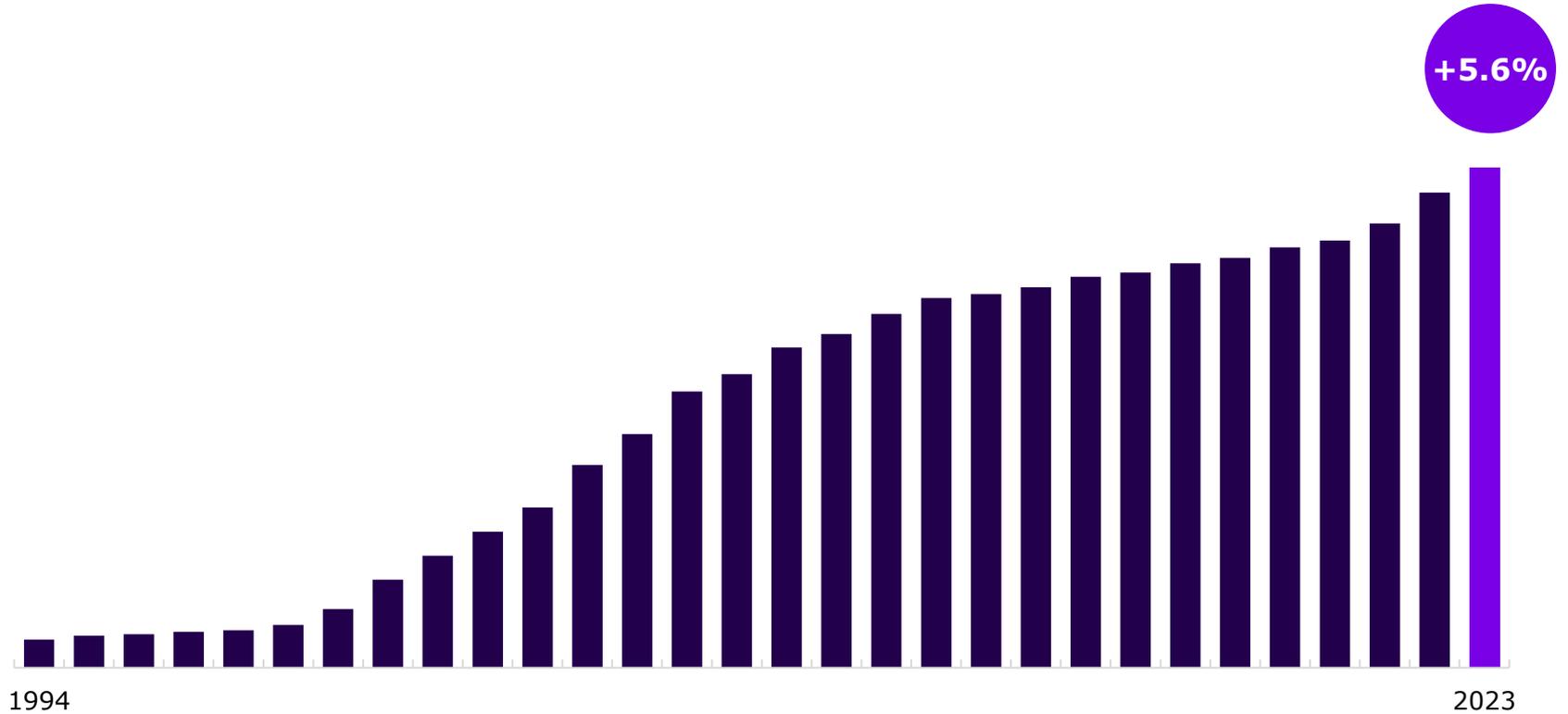
## Business EPS



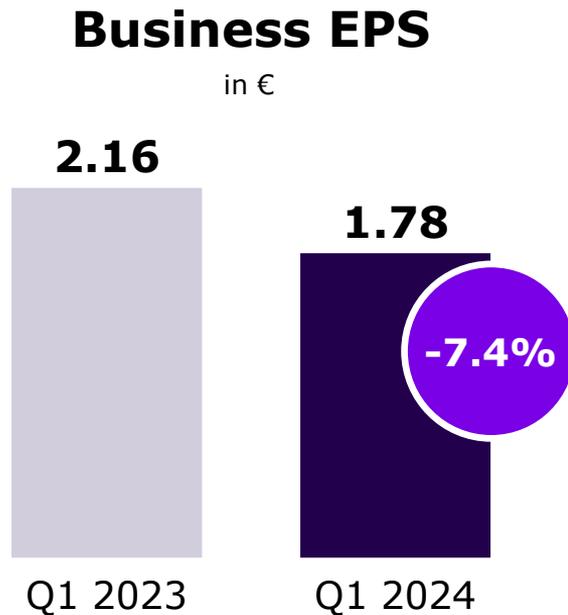
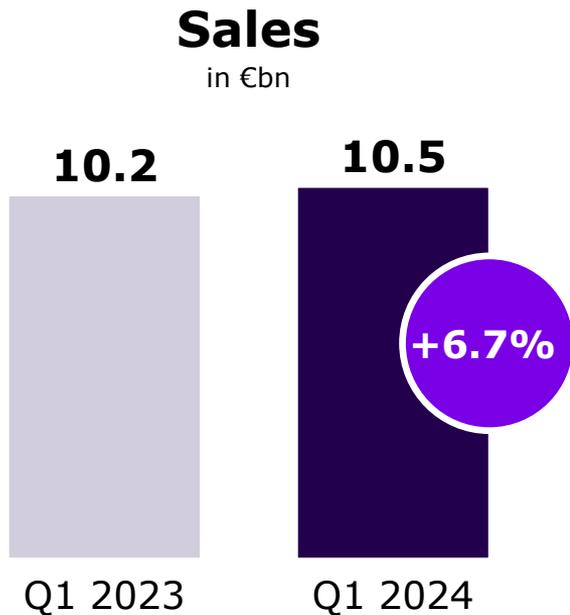
In line with  
**mid single-digit**  
growth guidance



# Proposed dividend of €3.76



# Strong Q1 sales growth & EPS decline



Business EPS impacted by the increase of the R&D spend and the effective tax rate

# FY 2024 guidance reiterated

## *Business EPS*

Low single-digit EPS  
decline



## *Currency impact<sup>1</sup>*

approximately  
**-6%**

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# France at the heart of Sanofi

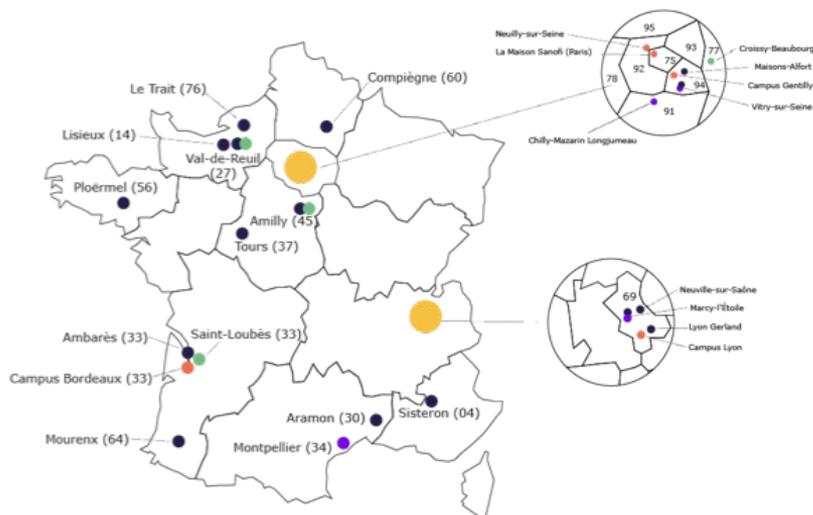
*Audrey Derveloy,  
President and Country Lead France*



Sébastien Duhamel, Technician and Marjorie Lecomte, Manager,  
Manufacturing Science and Analytical Technology Le Trait, France

# Strengthening our leadership in the *French health innovation ecosystem*

*#1 French pharma company*



*150+ partnerships*

Competitiveness clusters	Biotech
<p>BIOVALLEY france L'innovation santé</p> <p>LYONBIOPOLE AUVERGNE-RHÔNE-ALPES</p> <p>medicen PARIS REGION</p>	<p>OWKIN</p> <p>innate pharma</p> <p>AQEMIA</p>
Schools/Universities	Hospitals/Research institutes
<p>ESSEC BUSINESS SCHOOL</p> <p>CentraleSupélec</p> <p>PSL UNIVERSITÉ PARIS</p>	<p>ASSISTANCE PUBLIQUE HÔPITAUX DE PARIS</p> <p>imagine INSTITUT NATIONAL DE LA SANTÉ ET DE LA RECHERCHE MÉDICALE</p> <p>HCL</p> <p>institut Curie</p>
Governmental agencies	Accelerators/Funds
<p>cea</p> <p>Inserm</p> <p>cnrs</p>	<p>Jeito</p> <p>biolabs</p> <p>Future4care</p>

# Innovating for patients by *harnessing the power of technology and collaborations*



*A free “made in France” AI-driven tool to accelerate diagnosis of 270 rare diseases*

- Partnership with French start-up MIS
- Available to all doctors in France



*Building the best immunoscience hub worldwide*

- Partnership with Marseille Immunology Biocluster and Immune for cure in Montpellier
- Bringing together the key public and private players in the field



*Collective intelligence to fight against cancer*

- Changing the pace of innovation in oncology
- A unique patient-driven multi-expertise ecosystem in oncology

# Creating a unique *factory of the future* in Neuville-sur-Saône



- In record time: *500 million euros investment decision* announced in 2020 with complete construction of the facility to be achieved in H2 2024.
- Part of a broader *1.5 billion euros* investment plan to build an end-to-end mRNA value chain in France over 2020-2030 period.
- A *state-of-the-art, low-carbon facility* able to produce both vaccines and biologics

# Fostering *France's strategic autonomy* by modernizing our manufacturing footprint



*Val-de-Reuil*

- *200 million euros investment* to build the largest manufacturing unit of flu vaccines in Europe
- Additional investment of *50 million euros* to further localize manufacturing processes



*Tours*

- *15 million euros investment* to relocalize the production of a hypercholesterolemia drug
- New plant to have a capacity of around *700 million tablets* a year



*Lisieux*

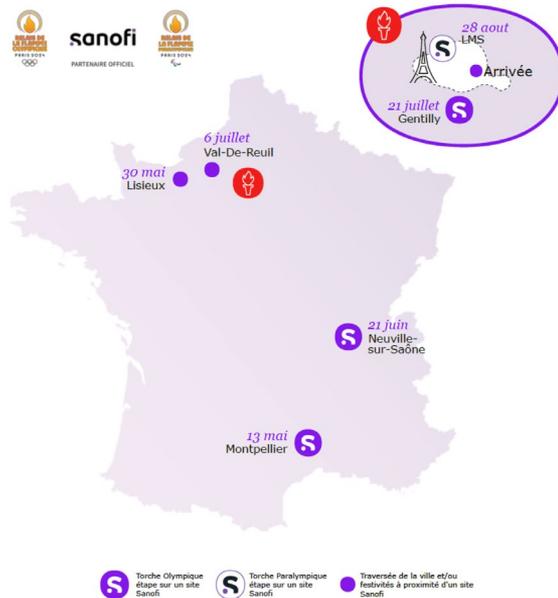
- *20 million euros investment* to increase production capacity of Doliprane
- New building to add a capacity of around *140 million boxes* a year

# A new global standard for *all employees impacted by cancer*, inspired by a pioneering French initiative



- An *initiative created by French Sanofi employees in 2017* now rolled out to all employees worldwide
- Providing peer support, flexible work arrangements and *securing the job, salary and benefits of any employee for up to twelve months*
- More than *350 employees have already benefited from the program in France* thanks to the 27 partner teams and 150 members across sites

# Showcasing our *unique scientific and industrial footprint* in the Olympic and Paralympic Torch Relays



- **4 Stopovers at Sanofi Sites:** Montpellier (13 May), Neuville-sur-Saône (21 June), Gentilly (21 July), La Maison Sanofi (28 August)
- **5 City crossings and/or celebrations in cities near Sanofi Sites,** including Lisieux (30 May) and Val-de-Reuil (6 July)
- **294 Sanofians** selected to be Torchbearers across the country

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Foundation S:  
local action,  
global impact

*Vanina Laurent-Ledru,  
Director General Foundation S*

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## CLIMATE CHANGE AND HEALTH RESILIENCE

Strengthen resilience of  
vulnerable communities facing  
climate change

## CHILDHOOD CANCERS

Reduce childhood mortality  
and improve care for  
children impacted by  
cancer

## HUMANITARIAN AID

Support displaced and  
vulnerable populations in  
times of emergency and  
crisis

## NEGLECTED TROPICAL DISEASES

Eliminate sleeping  
sickness by 2030



## Humanitarian aid and medicines donations

From  
**300,000**  
treatments  
given in 2019...

... to  
**55 million**  
treatments  
in 2023

**22 million**  
people  
reached



# Childhood Cancer

**50,000**  
healthcare  
professionals  
trained

**140,000**  
children  
supported

My Child  
Matters  
present in  
**88** countries

# 700+ Sanofiians with *Imagine for Margo*





## Climate Change and Health

**32**

“Climate and Health” projects supported by Foundation S

**40 millions €**

committed by 2030

**25+**

strategic dialogues to advocate for climate adaptation

Our footprint:  
*63 active programs* in *70 countries*,  
*millions of people* reached through  
medicine donations

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Reports by  
statutory auditors

*Pierre Chassagne,  
Ernst & Young*

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Raimunda Rosario, Pharmaceutical Operator, São Paulo, Brazil

# Reports and certificates issued by statutory auditors made available to shareholders

## Financial statements

- Report on the individual financial statements (*1<sup>st</sup> resolution*)
- Report on the consolidated financial statements (*2<sup>nd</sup> resolution*)

## Related party agreements

- Report of Statutory auditors on related party agreements

## Other certificates

- On compensation
- On the information communicated according to article L. 225-115-5° of the commercial code relating to amounts paid in accordance with 1 to 5 of article 238 bis of the tax code

## Share Capital

- Reports of Statutory auditors on share capital operations and share capital increase

## Social, environmental and societal data

- Independent third party's report on the consolidated non-financial statement presented in the management report

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Compensation  
policy

*Patrick Kron,  
Chairman of the Compensation  
Committee*

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Arthur Tunetier, Operator, Val de Reuil, France

# Compensation policy for Directors

- *Maximal annual amount of compensation*

- The maximum annual amount of overall compensation allocated to the directors has been set at €2,500,000 by the 2023 AGM.
- Amendment of the allocation rules for the variable amount with effect from 2024.

# Compensation policy for the Chairman of the Board

- *Annual Fixed* compensation

- No compensation for his mandate as director
- No annual variable compensation
- No incentive in shares
- No compensation payable upon termination of office
- No right to a supplementary pension
- No exceptional compensation

- *Compensation* for 2024

- Chairman's compensation set at €880,000 gross as of May 25, 2023, date on which Frédéric Oudéa took office
- Unchanged compensation for 2024

# Compensation elements of *Serge Weinberg* in 2023

	Amounts	Comments
Fixed compensation	€321,739	Annual fixed compensation: €800,000 gross Pro rata amount paid for the period from January 1, 2023, to May 25, 2023: €321,739
Benefits in kind	€3,225	Company car with a driver
<b>Total</b>	<b>€324,964</b>	

## Compensation elements of *Frédéric Oudéa* in 2023

	Amounts	Comments
Fixed compensation	€526,087	Annual fixed compensation: €880,000 gross Pro rata amount paid for the period from May 25, 2023, to December 31, 2023: €526,087
Benefits in kind	€2,418	Company car with a driver
<b>Total</b>	<b>€528,505</b>	

# Compensation policy for the Chief Executive Officer

- *Annual Fixed* compensation
- *Annual Variable* compensation
- *Equity-based* compensation
  - Performance shares

- No compensation for his mandate as director
  - No exceptional compensation
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- Compensation *on leaving office*
  - Termination benefit in the event of forced departure
  - Non-compete undertaking at the request of the Company
  - Supplementary defined contribution pension plan, subject to the fulfillment of a performance condition

# Adjustments to the compensation policy for the Chief Executive Officer

- *Annual Variable* compensation:
  - The weighting of financial objectives has been raised to 60%
  - Performance criteria related to sales growth, business earnings per share (business EPS) and free cash flow (equal weighting)
- *Variable Equity-based* compensation:
  - Replacement of the "business net income" criterion by "business earnings per share (business EPS)"
  - Introduction of a criterion related to the R&D pipeline
- *Clawback Policy*:
  - Adoption of a Clawback Policy allowing to recovery the portion of the Chief Executive Officer's compensation that would be subject to the attainment of financial performance criteria based on erroneous financial information

# Compensation elements of *Paul Hudson* in 2023

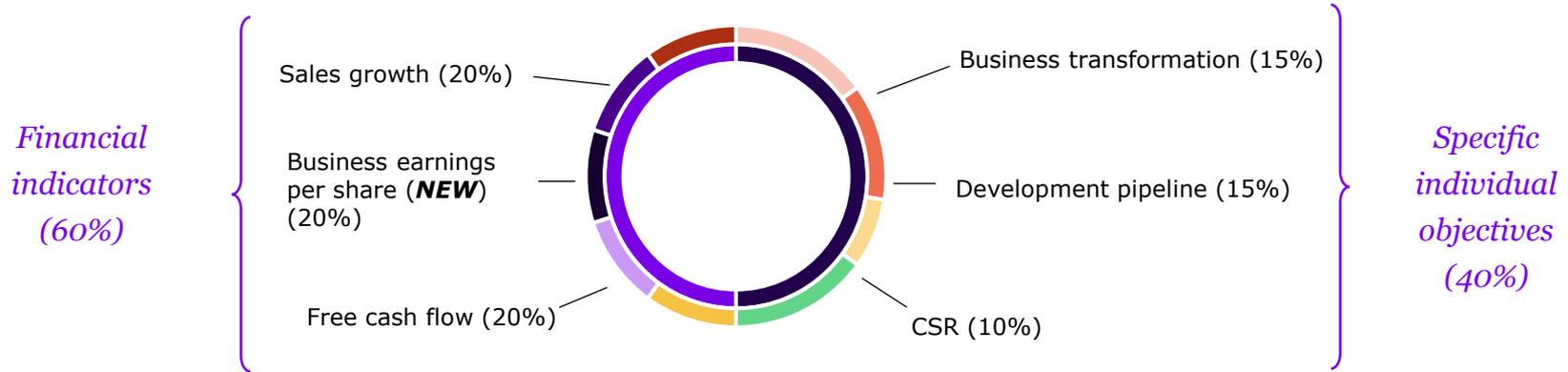
	Amounts	Comments
Fixed compensation	€1,400,000	Annual fixed compensation
Variable compensation	€2,379,300 <sup>(1)</sup>	Annual variable compensation for 2023, paid in 2024
Performance shares awarded	€6,779,025	Value of the performance shares awarded in 2023
Supplementary pension plan	€472,412.50	Annual contribution up to 25% of compensation – submitted of the achievement of a performance condition
Benefits in kind	€13,497	Company car with a driver

# Variable compensation of *Paul Hudson* in 2023

	Criterion	Weight	Attainment level
Financial objectives (50%)	Sales growth	10%	112.9%
	Business net income	10%	112.4%
	Free Cash Flow	10%	105.6%
	BOI margin	10%	104%
	Growth in new key assets	10%	157.8%
Individual objectives (50%)	Business transformation	15%	101.8%
	People & Culture	7.5%	105%
	CSR	15%	105%
	Development pipeline	12.5%	120.8%
		<b>100%</b>	<b>113.3%</b>

# Compensation elements of *Paul Hudson* in 2024

- Gross annual fixed compensation set at €1,400,000 (*unchanged*)
- Variable compensation in a range between 0% and 250% of the fixed compensation, with a target of 150%, subject to both quantitative and qualitative criteria



- Grant of 82,500 performance shares

