

GENERAL MEETING OF MAY 10, 2017

WRITTEN QUESTION

Written questions may be submitted to the Company, pursuant to the rules established by law, with respect to any General Meeting. In conformity with the legislation in force, an answer is deemed to have been given to a written question provided it has been displayed on the Company's website.

On April 25, 2017 the Board received a letter from Mr Sébastien Groyer, a shareholder holding one share in the Company, who posed the following two questions:

1. "Each year you organize a General Meeting of Shareholders which approves the management of the business over the course of the prior year and above all elects the members of the Board on a regular basis. Why do you not ask your customers to provide an opinion as to the appointment of the members of the Board of Directors? As the people whose purchases will cause the business to prosper, it would surely be appropriate for them to provide an opinion as to the directors up for election with the goal of defending their interests through such an opinion and ensuring a balance of power.
2. Last year Air France revealed the existence of a red armchair within the room for meetings of its Board of Directors, an armchair that is unfortunately empty and that represents the customer. Will this idea be adopted soon by your Board of Directors and, even better, do you intend to fill it with a representative of your customers?"

Response of the Board of Directors:

In accordance with the law, the appointment of the members of the Board of Directors is a prerogative of the shareholders.

The Board of Directors makes sure that the composition of the Board is balanced through the proposals for appointment to the General Meetings. In such respect, and pursuant to the AFEP MEDEF Corporate Governance Code, which the company refers to, Sanofi works to ensure that the composition of its Board is diversified and suited to the shareholder make-up and to the size and nature of its business. The representation of "customers" or any other category of stakeholders would thus not be compatible with these good governance objectives.

In addition, in the health sector the notion of the customer is not relevant, Sanofi provides products for patients, through health professionals, authorities and institutions, both public and private, in France and abroad, who constitute a diverse collection of stakeholders and far from being a single homogeneous ensemble.