

SANOFI
Combined General Meeting 02/05/2018
Resolutions voting results

Number of issued shares : 1 248 988 931

Number of shares with voting right : 1 247 546 965

Ordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	1 058	120 163 697	239 025 303
Proxy to the Chairman	8 180	3 211 424	5 405 423
Proxy to another shareholder	797	2 671 433	5 090 245
Vote by post	6 489	683 772 009	685 096 990
Total	16 524	809 818 563	934 617 961
Quorum		64,91%	

Extraordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	1 067	120 148 084	238 994 077
Proxy to the Chairman	8 173	3 162 960	5 307 897
Proxy to another shareholder	802	3 459 033	6 665 445
Vote by post	6 482	683 778 326	685 109 512
Total	16 514	810 548 403	936 076 931
Quorum		64,97%	

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 general meeting voting FOR	Shareholders attending to the combined general meeting voting AGAINST	Shareholders attending to the combined general meeting voting ABSTENTION	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, 2017	809 818 563	1 248 988 931	64,84%	924 839 711	9 167 136	611 114	675 940 384	9 156 606	245 687 903	10 530	611 114	934 617 961	98,95%	0,98%	0,07%
Résolution	2	ord.	Approval of the consolidated financial statements for the year ended December 31, 2017	809 818 563	1 248 988 931	64,84%	924 280 800	9 837 388	499 773	675 269 989	9 827 001	245 799 387	10 387	499 773	934 617 961	98,89%	1,05%	0,05%
Résolution	3	ord.	Appropriation of profits for the year ended December 31, 2017 and declaration of dividend	809 818 563	1 248 988 931	64,84%	932 995 179	1 200 655	422 127	684 331 923	765 067	245 451 832	435 588	422 127	934 617 961	99,83%	0,13%	0,05%
Résolution	4	ord.	Reappointment of Olivier Brandicourt as a Director	809 818 563	1 248 988 931	64,84%	923 123 382	11 057 509	435 070	675 387 826	9 709 164	244 524 132	1 348 345	435 070	934 615 961	98,77%	1,18%	0,05% *
Résolution	5	ord.	Reappointment of Patrick Kron as a Director	809 818 563	1 248 988 931	64,84%	873 964 585	60 116 968	534 408	625 556 095	59 540 895	245 197 066	576 073	534 408	934 615 961	93,51%	6,43%	0,06% *
Résolution	6	ord.	Reappointment of Christian Mulliez as a Director	809 818 563	1 248 988 931	64,84%	888 966 824	44 931 051	715 620	640 497 310	44 599 680	245 258 090	331 371	715 620	934 613 495	95,12%	4,81%	0,08% *
Résolution	7	ord.	Appointment of Emmanuel Babeau as a Director	809 818 563	1 248 988 931	64,84%	913 393 845	20 593 603	630 513	665 441 794	19 655 196	244 740 627	938 407	630 513	934 617 961	97,73%	2,20%	0,07%
Résolution	8	ord.	Compensation policy for the Chairman of the Board of Directors	809 818 563	1 248 988 931	64,84%	923 669 989	10 420 765	527 207	675 756 890	9 340 100	244 701 675	1 080 665	527 207	934 617 961	98,83%	1,11%	0,06% *
Résolution	9	ord.	Compensation policy for the Chief Executive Officer	809 818 563	1 248 988 931	64,84%	836 672 330	97 391 256	552 375	589 269 259	95 827 731	244 191 647	1 563 525	552 375	934 615 961	89,52%	10,42%	0,06% *
Résolution	10	ord.	Approval of the payment, in respect of the year ended December 31, 2017, and of the award, of fixed, variable and exceptional components of the total compensation and benefits of whatever kind to Serge Weinberg, Chairman of the Board of Directors	809 818 563	1 248 988 931	64,84%	923 529 443	10 530 636	557 882	675 809 362	9 287 628	244 508 657	1 243 008	557 882	934 617 961	98,81%	1,13%	0,06% *
Résolution	11	ord.	Approval of the payment, in respect of the year ended December 31, 2017, and of the award, of fixed, variable and exceptional components of the total compensation and benefits of whatever kind to Olivier Brandicourt, Chief Executive Officer	809 818 563	1 248 988 931	64,84%	829 446 618	104 683 610	485 733	582 152 227	102 944 763	244 082 967	1 738 847	485 733	934 615 961	88,75%	11,20%	0,05% *
Résolution	12	ord.	Reappointment of Ernst & Young et Autres as a Statutory Auditor December 31, 2016	809 818 563	1 248 988 931	64,84%	858 087 566	75 848 736	681 659	610 246 795	74 850 195	244 677 811	998 541	681 659	934 617 961	91,81%	8,12%	0,07%
Résolution	13	ord.	Authorization to the Board of Directors to carry out transactions in the Company's shares (except during public tender offers)	809 818 563	1 248 988 931	64,84%	920 343 226	13 743 521	531 214	671 826 381	13 270 609	245 353 885	472 912	531 214	934 617 961	98,47%	1,47%	0,06%
Résolution	14	extr.	Amendments to Articles 11 and 12 of the Articles of Association	810 548 403	1 248 988 931	64,90%	811 848 442	123 522 937	705 552	562 468 467	122 641 045	246 217 015	881 892	705 552	936 076 931	86,73%	13,20%	0,08%
Résolution	15	extr.	Powers for formalities	810 548 403	1 248 988 931	64,90%	934 761 636	784 397	530 898	684 331 153	778 359	247 267 523	6 038	530 898	936 076 931	99,86%	0,08%	0,06%

*Exclusion of shares on resolutions 4, 9 and 11 of Mr Olivier Brandicourt

*Exclusion of shares on resolution 5 of Mr Patrick Kron

*Exclusion of shares on resolution 6 of Mr Christian Mulliez

*Exclusion of shares on resolutions 8 et 10 of Mr Serge Weinberg