



## Negotiable Commercial Paper

(Negotiable European Commercial Paper - NEU CP)<sup>1</sup>

Trade name of the notes defined in article D.213-1 of the French monetary and financial code

### Not guaranteed programme

INFORMATION MEMORANDUM	
Name of the programme	SANOFI, NEU CP (ID Programme 1655)
Name of the issuer	SANOFI
Type of programme	NEU CP
Writing language	English
Programme size	6 000 000 000 EUR
Guarantor(s)	Not applicable
Rating(s) of the programme	Rated by Moody's S&P Global Ratings Europe Limited Scope Ratings
Arranger(s)	None
Introduction advisor	None
Legal advisor	None
Issuing and paying agent(s) (IPA)	BNP PARIBAS NATIXIS SOCIETE GENERALE
Dealer(s)	SANOFI BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK NATIXIS SOCIETE GENERALE
Date of the information memorandum (dd/mm/yyyy)	27/06/2023

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

**BANQUE DE FRANCE**  
**Direction générale de la stabilité financière et des opérations (DGSO)**  
**Direction de la mise en œuvre de la politique monétaire (DMPM)**  
**S2B-1134 Service des Titres de Créances Négociables (STCN)**  
**39, rue Croix des Petits Champs**  
**75049 PARIS CEDEX 01**

**Avertissement** : cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.

<sup>1</sup>Trade name of the notes defined in article D.213-1 of the French monetary and financial code

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

<https://www.banque-france.fr/politique-monetaire/surveillance-et-developpement-des-financements-de-marche-marche-neu-cp-neu-mtn/le-marche-des-titres-negociables-court-et-moyen-terme-neu-cp-neu-mtn>

Information marked « Optional » may not be provided by the issuer because French regulations do not require it

1. DESCRIPTION OF THE ISSUANCE PROGRAMME		
Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments		
1.1	Name of the programme	SANOFI, NEU CP (Programme ID 1655)
1.2	Type of programme	NEU CP
1.3	Name of the issuer	SANOFI
1.4	Type of issuer	Non-financial company under the conditions set out in art. L 213-3.2 of the French Monetary and Financial Code
1.5	Purpose of the programme	General corporate purpose
1.6	Programme size (maximum outstanding amount)	6 000 000 000 EUR  Six billion EUR or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.7	Form of the notes	The Negotiable European Commercial Paper notes (the "NEU CP") are issued in bearer form and recorded in the books of authorized intermediaries (book entry system) in accordance with French laws and regulations.
1.8	Yield basis	The remuneration is unrestricted.  Benchmark indice(s) :  The variable/adjustable rates are indexed to the usual rates of the money and bonds markets.  Compensation rules(s) : The remuneration of the NEU CP is unrestricted.  However, if the Issuer issues NEU CP with remuneration linked to an index, or an index clause, the Issuer shall only issue NEU CP with remuneration linked to usual money market indexes, such as but not limited to: EURIBOR, STIBOR, NIBOR, CIBOR, HIBOR, BBSW, SOFR, SONIA, €STR and/or any other index, or any successor or substitute thereof (any such index, a "Benchmark").  Certain Benchmarks are subject to ongoing national and international regulatory reforms. Some of these reforms are already effective. These reforms may cause such Benchmarks to perform differently than in the past, or to disappear entirely, or have other consequences that cannot be predicted at this time. Any such consequence could have a material adverse effect on NEU CP linked to a Benchmark.  If, at any time prior to or on any interest determination date, the Issuer determines, acting in good faith and in a

<sup>1</sup>Trade name of the notes defined in article D.213-1 of the French monetary and financial code

commercially reasonable manner that (i) a Benchmark ceases to be published as a result of such Benchmark ceasing to be calculated or administered, or (ii) the administrator of the Benchmark has ceased publishing such Benchmark permanently or indefinitely or will cease to do so (in circumstances where no successor administrator has been or will be appointed that will continue publication), or (iii) the Benchmark has been or will be permanently or indefinitely discontinued, or (iv) the Benchmark will be prohibited from being used or its use will be subject to restrictions or adverse consequences, either generally or in respect of the NEU CPs, or (v) the Benchmark is or will no longer be representative of an underlying market and such representativeness will not be restored or the methodology to calculate such Benchmark has materially changed, or (vi) it has or will become unlawful to calculate any payments due to be made to any holder of Neu CP using the relevant Benchmark, or (vii) a decision to withdraw the authorisation or registration, pursuant to Article 35 of Regulation (EU) 2016/1011 (as amended and/or supplemented from time to time), of any relevant benchmark administrator previously authorised to publish the relevant Benchmark has been adopted (for avoidance of doubt, the authorisation or registration of the administrator of a Benchmark shall not be considered to be withdrawn if the administration of such Benchmark is transferred to another administrator that is so authorised or registered), the Issuer will – as soon as reasonably practicable – determine or appoint a determination agent who will determine a successor or alternative rate, being an industry accepted rate that is substantially comparable, and will make the relevant adjustment to the NEU CP accordingly.

If this were to occur, the rate of interest on and the trading value of the NEU CP could be adversely affected.

If a Benchmark is discontinued, the rate of interest on the affected NEU CP will be changed in a way that may be adverse to holders of NEU CP, without any requirement that the consent of such holders be obtained.

The Issuer may also determine that the NEU CP shall be continued without any adjustment.

The remuneration of the NEU CP may be negative depending on the fixed rates or the trend of the usual monet market indexes applicable to the calculation of the remuneration. In this case, the amounts actually redeemed to the holders of the NEU CP's after set-off with the negative interests flows may be below par.

The Issuer may not issue NEU CP with potentially variable principal payments. Such remuneration formulas shall not result in a below par capital redemption.

In the case of an issue of NEU CP embedding a possibility of early redemption or repurchase, the conditions of remuneration of such NEU CP will be set out when the said NEU CP will be initially issued and shall not be further modified, including when such early redemption or repurchase will be exercised.

1.9	<b>Currencies of issue</b>	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.10	<b>Maturity</b>	The maturity of the NEU CPs will be determined in accordance with French law and regulations, to which this

		<p>information memorandum complies and as a result, as of the date hereof, the duration of the issues of NEU CPs may not exceed 1 year (365 days or 366 days in leap years).</p> <p>The NEU CP may be redeemed before maturity in accordance with the laws and regulations applicable in France.</p> <p>The NEU CP issued under the Programme may carry one or more embedded possibility(ies) of repurchase before the term (held by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder).</p> <p>A possibility of early redemption or repurchase of NEU CP, if any, shall be explicitly specified in the confirmation form of any related issuance of NEU CP.</p> <p>In any case, the overall maturity of any NEU CP embedded with one or several of such clauses, shall always - all possibilities of early redemption or repurchase included – conform to applicable laws and regulations in force in France at the time of the issue.</p>
1.11	<b>Minimum issuance amount</b>	200 000 EUR or any other amount above the stated value (or equivalent amount in the relevant foreign currency)
1.12	<b>Minimum denomination of the notes</b>	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	<b>Status of the notes</b>	<p>Senior Unsecured</p> <p>Information about the status of the notes :</p> <p>The NEU CPs will constitute direct, unsecured and unsubordinated obligations of the Issuer ranking at least pari passu with other present or future direct, unsecured and unsubordinated obligations of the Issuer, except that the NEU CPs will not be ranking pari passu with any other obligation of the Issuer, whether present or future, which may be mandatorily preferred by law.</p>
1.14	<b>Governing law that applies to the programme</b>	French law
1.15	<b>Listing of the notes/Admission to trading on a regulated market</b>	No
1.16	<b>Settlement system</b>	Euroclear France (ESES)
1.17	<b>Rating(s) of the programme</b>	<p>Scope Ratings :  <a href="https://www.scope.com/ratings-and-research/rating/EN/173880">scope.com/ratings-and-research/rating/EN/173880</a></p> <p>S&amp;P Global Ratings Europe Limited :  <a href="https://www.spglobal.com/ratings/en/regulatory/instrument-details/debtType/COMMPAPER/entityId/357156">disclosure.spglobal.com/ratings/en/regulatory/instrument-details/debtType/COMMPAPER/entityId/357156</a></p> <p>Moody's :  <a href="https://www.moodys.com/credit-ratings/Sanofi-credit-rating-600052289/ratings/view-by-debt">moodys.com/credit-ratings/Sanofi-credit-rating-600052289/ratings/view-by-debt</a></p>

		Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating
1.18	<b>Guarantor</b>	Not applicable
1.19	<b>Issuing and Paying Agent(s) (IPA) - exhaustive list -</b>	BNP PARIBAS NATIXIS SOCIETE GENERALE
1.20	<b>Arranger</b>	None
1.21	<b>Placement method</b>	<p>Direct placement</p> <p>Dealer(s) :</p> <p>BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK NATIXIS SOCIETE GENERALE</p> <p>The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer</p> <p>Additional information regarding the placement :</p> <p>Direct placement or placement through dealers (BNP Paribas, Crédit Agricole Corporate And Investment Bank, Natixis, Société Générale).</p>
1.22	<b>Selling restrictions</b>	<p><b>1 General Restrictions</b></p> <p>Each of the Issuer, the Dealers, the other initial subscribers and the subsequent holders, if any, of the NEU CP issued under the Programme shall not take any action that would allow the offering to the public of the NEU CP or the possession or distribution of this information memorandum or any other document related to the NEU CP in any country or jurisdiction where such offer or the distribution of any such instrument or document would contravene the laws and regulations in force, and shall not offer or sell, whether directly or indirectly, the NEU CP other than in compliance with such laws and regulations in force in any such country or jurisdiction.</p> <p>Each of the Issuer, the Dealers, the other initial subscribers and the subsequent holders, if any, agree, or shall be deemed to have agreed at the date of the purchase of the NEU CP, to comply with the laws and regulations in force in the country or jurisdiction in which they offer or sell such NEU CP or hold or distribute this information memorandum or any other document relating to the NEU CP and to obtain all authorizations or consents required under any laws and regulations in force in all countries or jurisdictions for that purpose. Neither the Issuer nor any of its Dealers shall incur any liability resulting from the violation of such laws and regulations by any of the other Dealers or initial subscribers, or subsequent holders, if any, of the NEU CP.</p> <p>The NEU CP are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the</p>

European Economic Area. For these purposes:

(i) a retail investor means a person who is one (or more) of the following:

(a) a “retail client” as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or

(b) a “customer” within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

(c) not a “qualified investor” as defined in Regulation (EU) No 2017/1129, as amended; and

(ii) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the NEU CP to be offered so as to enable an investor to decide to purchase or subscribe the NEU CP.

Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the NEU CP or otherwise making them available to retail investors in the European Economic Area has been prepared. Therefore, offering or selling the NEU CP or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.

## **2 France**

Each of the Issuer, the Dealers, the other initial subscribers and the subsequent holders, if any, agrees, or shall be deemed to have agreed at the date of the purchase of the NEU CP, to comply with the applicable laws and regulations in force regarding the offer, the placement, the re-purchase or the re-sale of the NEU CP or the distribution and update of documents with respect thereto, including this information memorandum, in France.

## **3 United States of America**

The NEU CP have not been and will not be registered under the U.S. Securities Act of 1933, as amended, (the “Securities Act”), or any other laws or regulations of any state of the United States of America, and may not be offered, sold or delivered within the United States of America, or to or for the account or benefit of U.S. persons, except in certain transactions exempt from or not subject to the registration requirements of the Securities Act.

Each Dealer or subsequent dealer appointed to the Programme has represented and agreed or will be required to represent and agree that, except as permitted by the dealer agreement (as applicable), it has not offered, sold, or delivered, and will not offer, sell or deliver, whether directly or indirectly, the NEU CP within the United States of America or to or for the account or benefit of U.S. persons (i) as part of their distribution at any time and (ii) otherwise until the day immediately following 40 days after the completion of the distribution of an identifiable tranche of which the NEU CP are a part (the “**Distribution Compliance Period**”).

Each Dealer or subsequent dealer have also agreed or will be required to agree that it will send to each dealer (if any) to which it sells NEU CP during the Distribution Compliance Period a confirmation or other notice setting forth the

restrictions on offers and sales of NEU CP within the United States of America or to, for the account or benefit of, U.S. persons.

The NEU CP are being and will be offered and sold only outside the United States of America to non-U.S. persons in reliance on Regulation S under the Securities Act (“**Regulation S**”).

In addition, until 40 days after the commencement of the offering of NEU CP, an offer or sale of NEU CP within the United States by any dealer, whether or not participating in the offering, may violate the registration requirements of the Securities Act.

Terms used in this section have the meanings given to them by Regulation S.

#### **4 Japan**

This offering of NEU CP has not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “Financial Instruments and Exchange Act”), and therefore, the NEU CP may not be offered or sold, directly or indirectly, in Japan, or to, or for the account or the benefit of, any resident of Japan (which term as used herein refers to any person residing in Japan, including any corporation or other entity organized under the laws of Japan) or to any other person for re-offering or resale, directly or indirectly, in Japan, or to, or for the account or the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and any other applicable laws, regulations and ministerial guidelines of Japan. Accordingly, each of the Issuer and the Dealers or other initial subscriber and each subsequent holder has represented and agreed, or will be deemed to have agreed at the date of the purchase of the NEU CP, that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any NEU CP in Japan or to, or for the benefit of, any resident of Japan or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and any other applicable laws, regulations and ministerial guidelines of Japan in effect at the relevant time.

#### **5 United Kingdom**

##### **Prohibition of sales to UK Retail Investors**

Each of the Issuer, the Dealers, the other initial subscribers and the subsequent holders, if any, of the NEU CP issued under the Programme, agrees, or shall be deemed to have agreed at the date of the purchase of the NEU CP that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available the NEU CP or this information memorandum or any other document related to the NEU CP to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or

(ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or  
(iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA; and

(b) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the NEU CP to be offered so as to enable an investor to decide to purchase or subscribe for the NEU CP.

Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the United Kingdom by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

#### Other regulatory restrictions

Each of the Dealers or subsequent dealers has represented and agreed, or will be required to represent and agree that:

(a) in relation to the NEU CP which have a maturity of less than one (1) year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell the NEU CP other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the NEU CP would otherwise constitute a contravention of section 19 of the FSMA by the Issuer;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the NEU CP in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the NEU CP in, from or otherwise involving the United

Kingdom. This information memorandum is only being distributed to,

and is only directed at, persons in the United Kingdom that are (i) “investment professionals” falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order or (iii) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to



		as “relevant persons”). This information memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this information memorandum relates is available only to relevant persons and will be engaged in only with relevant persons.
1.23	<b>Taxation</b>	The Issuer is not bound to indemnify any holder of the NEU CP in the event that taxes are payable under French law or any other foreign law on any sum paid with respect to the NEU CP, except for any stamp or registration taxes that could be payable by the Issuer under French law.
1.24	<b>Involvement of national authorities</b>	Banque de France
1.25	<b>Contact(s)</b>	Capital Markets Tel : 01 56 79 27 87 matthieu.peylet@sanofi.com sabrina.khobzi@sanofi.com 46, Avenue de la Grande Armée - 75017 Paris / France
1.26	<b>Additional information on the programme</b>	<p><b>Updates</b></p> <p>The Issuer shall update in due time this information memorandum in accordance with the laws and regulations applicable for rated programmes of Negotiable European Commercial Paper.</p> <p>Annual update</p> <p>The Issuer shall update each year this information memorandum within 45 days following the shareholders’ annual general meeting, or the equivalent body, voting on the accounts for the last financial year.</p> <p>Permanent update</p> <p>The Issuer shall immediately update this information memorandum following any material change to the Programme relating to:</p> <ul style="list-style-type: none"> <li>- the maximum amount of outstanding NEU CP issued under the Programme;</li> <li>- its rating;</li> <li>- the Issuing and Paying Agents; and</li> <li>- any new publicly-disclosed new element that may have a material impact on the valuation of the NEU CP or on the success of the Programme.</li> </ul> <p><b>Communication</b></p> <p>The Issuer shall, in accordance with applicable laws and regulations, without delay and free of charge, provide this information memorandum, and its updates to the Issuing and Paying Agents; the intermediaries for the purchase and sale of the NEU CP and any person who requests them.</p> <p>The Issuer shall communicate immediately each update to the Banque de France.</p>
1.27	<b>Language of the information memorandum which prevails</b>	English

## 2 DESCRIPTION OF THE ISSUER

**Article D. 213-9, 2° of the French monetary and financial code and Article 7 of the Order of 30 May 2016 and subsequent amendments**

2.1	<b>Legal name</b>	SANOFI
2.2	<b>Legal form/status, governing law of the issuer and competent courts</b>	<p>Legal form/status :</p> <p>Public limited company (with executive board) under French law</p> <p>Governing law of the issuer :</p> <p>Non-financial company under the conditions set out in art. L 213-3.2 of the French Monetary and Financial Code</p> <p>Additional information regarding the governing law :</p> <p>Governing law: French law</p> <p>Competent courts : Courts of Paris (Tribunaux de Paris)</p>
2.3	<b>Date of incorporation</b>	18/05/1994
2.4	<b>Registered office or equivalent (legal address) and main administrative office</b>	<p>Registered office :</p> <p>46, avenue de la Grande Armée 75017 PARIS FRANCE</p>
2.5	<b>Registration number, place of registration and LEI</b>	<p>Registration number : 395 030 844</p> <p>LEI : 549300E9PC51EN656011</p>
2.6	<b>Issuer's mission summary</b>	<p>The company's corporate purpose, in France and abroad, is:</p> <p>Acquiring interests and holdings, in any form whatsoever, in any company or enterprise, in existence or to be created, connected directly or indirectly with the health and fine chemistry sectors, human and animal therapeutics, nutrition and bio-industry; in the following areas:</p> <p>Purchase and sale of all raw materials and products necessary for these activities; Research, study, and development of new products, techniques and processes;</p> <p>Manufacture and sale of all chemical, biological, dietary and hygienic products; Obtaining or acquiring all intellectual property rights related to results obtained and, in particular, filing all patents, trademarks and models, processes or inventions;</p> <p>Operating directly or indirectly, purchasing, and transferring – for free or for consideration - pledging or securing all intellectual property rights, particularly all patents, trademarks and models, processes or inventions;</p>

		<p>Obtaining, operating, holding and granting all licenses;</p> <p>Within the framework of a group-wide policy and subject to compliance with the relevant legislation, participating in treasury management transactions, whether as lead company or otherwise, in the form of centralized currency risk management or intragroup netting, or any other form permitted under the relevant laws and regulations;</p> <p>And, more generally:</p> <p>All commercial, industrial, real or personal, property financial or other transactions, connected directly or indirectly, totally or partially, with the activities described above and with all similar or related activities and even with any other purposes likely to encourage or develop the company's activities.</p>
<b>2.7</b>	<b>Brief description of current activities</b>	See Document d'Enregistrement Universel 2022 (pages 91-135 and 145, cf. Appendice 2) and Document d'Enregistrement Universel 2021 (pages 83-124 and 134, cf. Appendice 3)
<b>2.8</b>	<b>Capital</b>	<p>2 524 752 562,00 EUR</p> <p>Decomposition of the capital :</p> <p>As of May 31, 2023, the share capital of Sanofi amounted to €2,524,752,562 divided into 1,262,376,281 shares with par value of €2 per share.  <a href="https://www.sanofi.com/fr/investisseurs/action-sanofi-et-adrs/droits-de-vote-et-actions">https://www.sanofi.com/fr/investisseurs/action-sanofi-et-adrs/droits-de-vote-et-actions</a></p>
<b>2.8.1</b>	<b>Amount of capital subscribed and fully paid</b>	2 524 752 562,00 EUR
<b>2.8.2</b>	<b>Amount of capital subscribed and not fully paid</b>	0 EUR
<b>2.9</b>	<b>List of main shareholders</b>	<p>References to the relevant pages of the annual report or reference document :</p> <p>For the list of main shareholders as of January 31, 2023 : see Document d'Enregistrement Universel 2022, on page 6. As at January 31, 2023, the shareholders holding more than 5% of our share capital or voting rights are the following :</p> <p>Shareholders :</p> <p>L'Oréal (9.38 %)  BlackRock (7.06 %)</p>
<b>2.10</b>	<b>Regulated markets on which the shares or debt securities of the issuer are listed</b>	<p>Regulated markets on which the shares are listed :</p> <p>The shares of the Issuer are listed on the following regulated markets:</p> <ul style="list-style-type: none"> <li>- Euronext Paris, Eurolist Market – Compartment A (ISIN code: FR0000120578, under symbol “SAN” : <a href="https://live.euronext.com/fr/product/equities/FR0000120578-XPAR">https://live.euronext.com/fr/product/equities/FR0000120578-XPAR</a>)</li> <li>- Nasdaq Global Select Market (NASDAQ), as American Depositary Shares (under the symbol “SNY”).</li> </ul>

		<p>Regulated markets on which the debt securities are listed :</p> <p>Debt securities of the Issuer are listed on the following regulated markets: Euronext Paris</p> <p>Longest-Last Maturity Date for debt securities listed on the Regulated Market :</p> <p>21/03/2038</p>
2.11	<b>Composition of governing bodies and supervisory bodies</b>	<p>References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided :</p> <p>The composition of the Board of Directors as of December 31, 2022 presented in the Document d'Enregistrement Universel 2022 (pages 13 to 39) was modified by the Annual General Meeting dated May 25, 2023 which approved the modification of the composition of the Board of directors as presented in the Document d'Enregistrement Universel 2022 (page 40) and in the notice of meeting of the Annual General meeting (pages 41 to 43).</p> <p>As of the date hereof the composition of the Board of directors is as follows (pages 13 to 40 of the 2022 Document d'Enregistrement Universel and Press release regarding the appointment of Frederic Oudéa : <a href="https://www.sanofi.com/en/media-room/press-releases/2023/2023-05-25-16-10-27-2676497">https://www.sanofi.com/en/media-room/press-releases/2023/2023-05-25-16-10-27-2676497</a>):</p> <p>Frederic Oudéa, Chairman of the Board of Directors</p> <p>Paul Hudson, Chief Executive Officer</p> <p>Christophe Babule, Board member</p> <p>Rachel Duan, Board member</p> <p>Carole Ferrand, Board member</p> <p>Lise Kingo, Board member</p> <p>Patrick Kron, Board member</p> <p>Wolfgang Laux, Board member</p> <p>Barbara Lavernos, Board member</p> <p>Fabienne Lecorvaisier, Board member</p> <p>Gilles Schnepf, Board member</p> <p>Diane Souza, Board member</p> <p>Thomas Südhof, Board member</p> <p>Yann Tran, Board member</p> <p>Emile Voest, Board member</p> <p>Antoine Yver, Board member</p>
2.12	<b>Accounting method for consolidated accounts (or failing that, for the annual accounts)</b>	<p>Accounting method for consolidated accounts :</p> <p>IFRS</p>
2.13	<b>Accounting year</b>	<p>Starting on 01/01 ending on 31/12</p>

2.13.1	<b>Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts</b>	25/05/2023
2.14	<b>Fiscal year</b>	Starting on 01/01 ending on 31/12
2.15	<b>Auditors of the issuer, who have audited the issuer's annual accounts</b>	
2.15.1	<b>Auditors</b>	Holder(s) : PricewaterhouseCoopers Audit 63, rue de Villiers 92200 Neuilly-sur-Seine  Ernst & Young et Autres Tour First, 1-2 place des Saisons 92400 Courbevoie, Paris - La Défense 1
2.15.2	<b>Auditors report on the accuracy of the accounting and financial information</b>	For 2022:  The auditor's reports on the consolidated financial statements are available on page 185-189 of the Document d'Enregistrement Universel 2022  The auditor's reports on the annual financial statements are available on page 297-300 of the Document d'Enregistrement Universel 2022 (cf Appendix II)  For 2021:  The auditor's reports on the consolidated financial statements are available on page 171-175 of the Document d'Enregistrement Universel 2021  The auditor's reports on the annual financial statements are available on page 278-281 of the Document d'Enregistrement Universel 2021 (cf Appendix III)
2.16	<b>Other equivalent programmes of the issuer</b>	U.S. Commercial Paper (U.S.C.P.): 10 billion US Dollars  Maturity: maximum 1 year  Interest: fixed rate, floating rate or in any other authorized remuneration  Ratings: by S&P Global Ratings Europe Limited, Moody's and Scope Ratings  Uncapped U.S. Bond issuance programme (Registration Statement on Form F-3 filed with the U.S. Securities and Exchange Commission)  Interest: fixed rate, floating rate or in any other authorized remuneration  Ratings: by S&P Global Ratings Europe Limited, Moody's and Scope Ratings  Euro Medium Term Notes (E.M.T.N.): 25 billion Euros  Interest: fixed rate, floating rate or in any other authorized remuneration

		Ratings: by S&P Global Ratings Europe Limited, Moody's and Scope Ratings
2.17	<b>Rating of the issuer</b>	<p>S&amp;P Global Ratings Europe Limited :  <a href="https://disclosure.spglobal.com/ratings/en/regulatory/orig-details/sectorCode/CORP/entityId/357156">disclosure.spglobal.com/ratings/en/regulatory/orig-details/sectorCode/CORP/entityId/357156</a></p> <p>Moody's :  <a href="https://moodys.com/research/Sanofi-Update-to-credit-analysis-Credit-Opinion--PBC_1349157">moodys.com/research/Sanofi-Update-to-credit-analysis-Credit-Opinion--PBC_1349157</a></p> <p>Scope Ratings :  <a href="https://scoperatings.com/ratings-and-research/rating/EN/173880">scoperatings.com/ratings-and-research/rating/EN/173880</a></p>
2.18	<b>Additional information on the issuer</b>	<p>Link to press releases :</p> <p><a href="https://www.sanofi.com/en/media-room/press-releases">https://www.sanofi.com/en/media-room/press-releases</a></p>

**3. CERTIFICATION OF INFORMATION****Articles D. 213-5 et D. 213-9, 4° of the French monetary and financial code and subsequent amendments****Certification of information of the issuer SANOFI**

<b>3.1</b>	<b>Person(s) responsible for the information memorandum concerning the programme of SANOFI, NEU CP for the issuer</b>	<b>Mr Olivier Klaric, Group Treasurer / Senior Vice President Financing, Treasury and Insurance, SANOFI</b>
<b>3.2</b>	<b>Declaration of the person(s) responsible for the information memorandum concerning the programme of SANOFI, NEU CP for the issuer</b>	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information
<b>3.3</b>	<b>Date (DD/MM/YYYY), place of signature, signature</b>	27/06/2023  <b>SANOFI</b> FRANCE TREASURY 82 Avenue Raspail 94255 GENTILLY Cedex

#### 4. INFORMATION CONCERNING THE ISSUER'S REQUEST OF THE STEP LABEL

An application for a STEP label for this Programme will be made to the STEP Secretariat in relation to the Notes eligible under the STEP Market Convention. Information as to whether the STEP label has been granted for this Programme in relation to such Notes may be made available on the STEP market website (initially [www.stepmarket.org](http://www.stepmarket.org)). This website is not sponsored by the Issuer and the Issuer is not responsible for its content or availability. Unless otherwise specified in this Information Memorandum, the expressions "STEP", "STEP Market Convention", "STEP label", "STEP Secretariat", and "STEP market website" shall have the meaning assigned to them in the Market Convention on Short-Term European Paper dated 19 May 2015 and adopted by the European Money Markets Institute and Euribor-ACI (as amended from time to time).



**APPENDICES**

Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request

<b>Appendice 1</b>	<b>Documents available to the shareholders annual general meeting or the equivalent<sup>2</sup></b>	<u>Annual general meeting 2023</u> Annual report for the financial year ended 31/12/2022  <u>Annual general meeting 2022</u> Annual report for the financial year ended 31/12/2021
<b>Appendice 2</b>	<b>Annual report</b> <b>Year 2023</b>	<a href="https://www.sanofi.com/fr/investisseurs/rapports-et-publications/rapports-financiers-et-rse">https://www.sanofi.com/fr/investisseurs/rapports-et-publications/rapports-financiers-et-rse</a>
<b>Appendice 3</b>	<b>Annual report</b> <b>Year 2022</b>	<a href="https://www.sanofi.com/fr/investisseurs/rapports-et-publications/rapports-financiers-et-rse">https://www.sanofi.com/fr/investisseurs/rapports-et-publications/rapports-financiers-et-rse</a>

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<sup>1</sup>Trade name of the notes defined in article D.213-1 of the French monetary and financial code