

GENERAL MEETING OF MAY 25, 2023

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 7, 2023 the Board received one question from Mrs. Yutong LI, then completed on May 15, 2023:

« We know that the company has two ways of returning profits to shareholders: dividends and share buybacks. I have noticed that your company has been very active in the use of share buybacks other the last few years. Therefore, I would like to know why you have chosen share buybacks rather than only distributing dividends? What are the advantages for you to buy back your own shares? Also, what are the criteria you use to make this allocation between share buybacks and dividends? I know that you have an employee share ownership plan but could you give me other reasons, because I have observed that there is a significant gap between your share buyback program and the needs of the employee share ownership plan. »

Response to the written question:

« In accordance with the decisions of its shareholders, on the recommendation of the Board of Directors, Sanofi carries out both share buybacks and dividend distributions. Each of these operations is motivated by different objectives.

Sanofi's share buyback programs are authorized by the general meeting of shareholders. This authorization specifies the purposes for which the shares may be bought back, as well as limits on the volume, price and amount of shares bought back. The Board reports annually on the use of this delegation (see Exhibit 2.2 of the 2022 Annual Report on Form 20-F). The purpose of the share buyback authorized by the shareholders is to compensate for the increase in the number of shares outstanding due to (i) the exercise of stock options held by certain beneficiaries (for more details see Item 6, Section E of the 2022 Annual Report on Form 20-F), (ii) the award of performance shares to beneficiaries under the performance plans (see Item 6, Section E of the 2022 Annual Report on Form 20-F) and (iii) the capital increases reserved for employees (see Exhibit 2.2 of the 2022 Annual Report on Form 20-F).

The dividend per share is proposed by the Board of Directors to the general meeting of shareholders on the basis of two criteria: (i) the payout ratio, equal to the ratio of dividend per share to net income from operations per share, and (ii) the growth rate of the dividend per share. »

* * *