

## FINAL TERMS DATED 18 SEPTEMBER 2015



**Issue of EUR 500,000,000 0.875 per cent. Notes due 22 September 2021**

**under the Euro 15,000,000,000**

**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 27 March 2015 as supplemented by the first supplement dated 26 May 2015 and the second supplement dated 1 September 2015 which together constitute a base prospectus for the purposes of the Prospectus Directive (as defined in the Base Prospectus dated 27 March 2015) (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms are available for viewing at Sanofi, 54 rue La Boétie, 75008 Paris, France during normal business hours and at [www.sanofi.com](http://www.sanofi.com) and copies may be obtained from Sanofi, 54 rue La Boétie, 75008 Paris, France and will be available on the Autorité des Marchés Financiers (the "AMF") website ([www.amf-france.org](http://www.amf-france.org)).

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|--------------------------------------------------------|--------------------------------------------------|
| 1. (i) Series Number:                                  | 21                                               |
| (ii) Tranche Number:                                   | 1                                                |
| 2. Specified Currency or Currencies:                   | Euro (" <b>EUR</b> ")                            |
| 3. Aggregate Nominal Amount of Notes:                  |                                                  |
| (i) Series:                                            | EUR 500,000,000                                  |
| (ii) Tranche:                                          | EUR 500,000,000                                  |
| 4. Issue Price:                                        | 99.351 per cent. of the Aggregate Nominal Amount |
| 5. Specified Denomination(s):                          | EUR 100,000                                      |
| 6. (i) Issue Date:                                     | 22 September 2015                                |
| (ii) Interest Commencement Date:                       | 22 September 2015                                |
| 7. Maturity Date:                                      | 22 September 2021                                |
| 8. Interest Basis:                                     | 0.875 per cent. Fixed Rate                       |
| 9. Change of Interest or Redemption/<br>Payment Basis: | Not Applicable                                   |

10. Put/Call Options: See provisions relating to redemption below
11. (i) Status of the Notes: Unsubordinated Notes
- (ii) Date of Board approval for issuance of Notes obtained: *Conseil d'Administration* held on 4 February 2015 and the decision of Mr Olivier Brandicourt, *Directeur Général* of the Issuer, dated 15 September 2015
12. Method of Distribution: Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13. **Fixed Rate Note Provisions** (Condition 5(a)) Applicable
- (i) Rate of Interest: 0.875 per cent. *per annum* payable annually in arrear
- (ii) Interest Payment Date(s): 22 September in each year
- (iii) Fixed Coupon Amount: EUR 875 per EUR 100,000 in Nominal Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Fixed Interest Dates: 22 September in each year
- (vii) Party responsible for calculation of Interest Amounts (if not the Calculation Agent): Not Applicable
14. **Floating Rate Note Provisions** (Condition 5(b)) Not Applicable
15. **Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

16. **Call Option** (Condition 7(c)) Applicable
- (i) Optional Redemption Date(s) (Call): Any day from and including 22 June 2021 to but excluding the Maturity Date
- (ii) Optional Redemption Amount(s) (Call) of each Note: EUR 100,000 per Note of EUR 100,000 Specified Denomination
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: Not Applicable
- (b) Maximum Redemption Amount: Not Applicable
- (iv) Notice period: As set out in Condition 7(c)
17. **Put Option** (Condition 7(d)) Not Applicable

18. **Make-whole Redemption** (Condition 7(e)) Applicable
- (i) Parties to be notified by Issuer of Make-whole Redemption Date and Make-whole Redemption Amount (if other than set out in Condition 7(e)): As set out in Condition 7(e)
- (ii) Make-whole Redemption Margin: 0.15 per cent. *per annum*
- (iii) Discounting basis for purposes of calculating sum of the present values of the remaining scheduled payments of principal and interest on Redeemed Notes in the determination of the Make-whole Redemption Amount: Annual
- (iv) Reference Security: Reference Bund DBR 2.25 per cent. maturing on 4 September 2021 ISIN DE0001135457
- (v) Reference Dealers: HSBC Bank plc  
Merrill Lynch International  
Société Générale  
UniCredit Bank AG
- (vi) Quotation Agent: BNP Paribas Securities Services
19. **Early Redemption Amount** (Condition 7(b) and 7(f)) Early Redemption Amount(s) per Note payable on redemption for tax reasons, on an event of default or other early redemption (other than any Make-whole redemption as described above) and/or the method of calculating the same (if required or if different from that set out in the Conditions):
- EUR 100,000 per Note of EUR 100,000 Specified Denomination

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

20. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
21. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: Not Applicable
22. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
23. Redenomination, renominalisation and reconventioning provisions: Not Applicable
24. Consolidation provisions: Not Applicable

25. Representation of holders of Notes:

Condition 13 applies

The Initial Representative shall be:

MASSQUOTE S.A.S.U.  
RCS 529 065 880 Nanterre  
7bis rue de Neuilly  
F-92110 Clichy  
Mailing address:  
33, rue Anna Jacquin  
92100 Boulogne Billancourt  
France  
*Represented by its Chairman*

The Alternative Representative shall be:

Gilbert Labachotte  
8 Boulevard Jourdan  
75014 Paris  
France

The Representative will be entitled to an upfront fee of EUR 2,880 (VAT included) payable by the Issuer on the Issue Date.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

## **DISTRIBUTION**

26. (i) If syndicated, names and addresses of Managers and underwriting commitments:

HSBC BANK PLC  
8 Canada Square  
London  
E14 5HQ  
United Kingdom

EUR 125,000,000

MERRILL LYNCH INTERNATIONAL  
2 King Edward Street  
London  
EC1A 1HQ  
United Kingdom

EUR 125,000,000

SOCIÉTÉ GÉNÉRALE  
29, boulevard Haussman  
75009  
Paris  
France

EUR 125,000,000

UNICREDIT BANK AG  
Arabellastrasse 12  
81925  
Munich  
Germany

EUR 125,000,000

(ii) Date of Subscription Agreement: 18 September 2015

(iii) Stabilising Manager(s) (if any): Société Générale

27. If non-syndicated, name and address of Dealer: Not Applicable

28. US Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable

29. Non-exempt Offer: Not Applicable.

Signed on behalf of the Issuer:

By: .....

Duly authorised

## PART B – OTHER INFORMATION

### 1. ADMISSION TO TRADING AND LISTING

- (i) Admission to trading and listing: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading and to be listed on the Euronext Paris with effect from 22 September 2015.
- (ii) Estimate of total expenses related to admission to trading: EUR 4,250

### 2. RATINGS

- Ratings: The Notes to be issued have been rated:
- Standard & Poor's Credit Market Services Europe Limited ("S&P"): AA
- Moody's France S.A.S. ("Moody's"): A1
- S&P and Moody's are established in the European Union and registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**"), as amended. As such S&P and Moody's are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. REASONS FOR THE OFFER

The net proceeds of the issue of the Notes will be used for the general corporate purposes of the Issuer.

### 5. *Fixed Rate Notes only* – YIELD

Indication of yield: 0.987 per cent. *per annum*

### 6. *Floating Rate Notes only* - HISTORIC INTEREST RATES

Not Applicable.

### 7. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

### 8. PLACING AND UNDERWRITING

Not Applicable

## 9. OPERATIONAL INFORMATION

- (i) ISIN Code: FR0012969020
- (ii) Common Code: 129363797
- (iii) Depositories:
- (a) Euroclear France to act as Central Depository: Yes
- (b) Common Depository for Euroclear Bank and Clearstream Banking, *société anonyme*: No
- (iv) Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking *société anonyme* and the relevant identification number(s): Not Applicable
- (v) Delivery: Delivery against payment
- (vi) Names and addresses of initial Paying Agents: BNP Paribas Securities Services  
(affiliated with Euroclear France under number 29106)  
9, rue Débarcadère  
93761 Pantin cedex  
France
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable