

Board of Directors dated December 17, 2008 - Corporate Governance -

Paris, France, December 18, 2008 - At its meeting held on December 17, 2008, the Board of Directors examined the AFEP-MEDEF recommendations dated October 6, 2008 concerning Executive Directors compensation for listed companies. The Board of Directors considers that these recommendations are consistent with the company's corporate governance approach.

Therefore, the Board of Directors decided that sanofi-aventis will refer to the amended AFEP-MEDEF code for the preparation of the report of the Chairman of the Board of Directors pursuant to article L.225-37 of the French Commercial Code, as from the current financial year.

About sanofi-aventis

Sanofi-aventis, a leading global pharmaceutical company, discovers, develops and distributes therapeutic solutions to improve the lives of everyone. Sanofi-aventis is listed in Paris (EURONEXT : SAN) and in New York (NYSE : SNY).

