



## Sanofi Announces Final Results of its Modified Dutch Auction Tender Offer for its Outstanding Contingent Value Rights

**Paris, France - October 8, 2012** - Sanofi (EURONEXT: SAN and NYSE: SNY) announced today that it has accepted to purchase all CVRs properly tendered, representing a total of 40,025,805 CVRs, for a total cost of approximately US \$70 million, excluding fees and expenses related to the tender offer. According to American Stock Transfer & Trust Company, LLC, the depository for the tender offer, 40,025,805 CVRs were properly tendered at or below the final purchase price of \$1.75 per CVR and not properly withdrawn.

### About Sanofi

Sanofi, a global and diversified healthcare leader, discovers, develops and distributes therapeutic solutions focused on patients' needs. Sanofi has core strengths in the field of healthcare with seven growth platforms: diabetes solutions, human vaccines, innovative drugs, consumer healthcare, emerging markets, animal health and the new Genzyme. Sanofi is listed in Paris (EURONEXT: SAN) and in New York (NYSE: SNY).

### Tender Offer Statement

This press release is for informational purposes only and is neither an offer to buy nor the solicitation of an offer to sell CVRs. The settlement date for the tender offer is expected to be October 11, 2012.

### Forward-Looking Statements

*This press release contains forward-looking statements. Forward-looking statements are statements that are not historical facts. These statements include projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential, and statements regarding future performance. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates", "plans" and similar expressions. Although Sanofi's management believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Sanofi, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include among other things, the uncertainties inherent in research and development, future clinical data and analysis, including post marketing, decisions by regulatory authorities, such as the FDA or the EMA, regarding whether and when to approve any drug, device or biological application that may be filed for any such product candidates as well as their decisions regarding labelling and other matters that could affect the availability or commercial potential of such product candidates, the absence of guarantee that the product candidates if approved will be commercially successful, the future approval and commercial success of therapeutic alternatives, the Group's ability to benefit from external growth opportunities, trends in exchange rates and prevailing interest rates, the impact of cost containment policies and subsequent changes thereto, the average number of shares outstanding as well as those discussed or identified in the public filings with the SEC and the AMF made by Sanofi, including those listed under "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in Sanofi's annual report on Form 20-F for the year ended December 31, 2011. Other than as required by applicable law, Sanofi does not undertake any obligation to update or revise any forward-looking information or statements.*

### Contacts:

#### Media Relations

Jean-Marc Podvin  
+ (33) 1 53 77 46 46  
E-mail : [mr@sanofi.com](mailto:mr@sanofi.com)

#### Investor Relations

Sébastien Martel  
+ (33) 1 53 77 45 45  
E-mail : [ir@sanofi.com](mailto:ir@sanofi.com)