

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SANOFI-AVENTIS		05/06/2011	societe anonyme: FRANCE

RECEIVING PARTY DATA

Name:	SANOFI
Street Address:	174, avenue de France
City:	Paris
State/Country:	FRANCE
Postal Code:	75013
Entity Type:	societe anonyme: FRANCE

PROPERTY NUMBERS Total: 332

Property Type	Number	Word Mark
Serial Number:	78220230	A ~
Serial Number:	78537996	ACAMPLIA
Serial Number:	78973716	
Serial Number:	77775564	ACTURO
Serial Number:	85116433	ADAPTSTAR
Serial Number:	77811121	ADJETTRO
Serial Number:	77788837	ADJISI
Serial Number:	77788823	ADJONEY
Serial Number:	77671989	AF STAT
Serial Number:	77907247	AFIB SUPPORT TEAM
Serial Number:	77788840	AFICEYO
Serial Number:	77383926	AFMD.NET INFORM. INTERACT. CONNECT.
Serial Number:	77671986	AF STAT
Serial Number:	85094566	AGORA

OP \$8315.00 78220230

Serial Number:	77186720	AIRICLE
Serial Number:	78538002	AKAMPLIA
Serial Number:	78537988	AKOMPLIA
Serial Number:	77689839	ALPHEE
Serial Number:	74345754	AMBIEN
Serial Number:	78317645	AMBIEN CR
Serial Number:	78360253	AMBIEN CR
Serial Number:	78790594	AQUILDA
Serial Number:	78815485	AQUILDA
Serial Number:	78629808	ARCHIPELAGO
Serial Number:	77409615	ASAPLAVIX
Serial Number:	77386520	ASA-PLAVIX
Serial Number:	78549871	ASCOMPLIA
Serial Number:	78549872	ATCOMPLIA
Serial Number:	85265807	AUBAGIO
Serial Number:	85081332	AUVI-Q
Serial Number:	75375830	AVALIDE
Serial Number:	78260376	AVALIDE
Serial Number:	74691067	AVAPRO
Serial Number:	78260380	AVAPRO
Serial Number:	75603717	AVENTIS
Serial Number:	85187211	BCR
Serial Number:	85098258	BECAUSE DIABETES MATTERS
Serial Number:	75756029	BECAUSE HEALTH MATTERS
Serial Number:	85030491	BGSTAR
Serial Number:	77850809	BGSTAR
Serial Number:	85060935	BG STAR
Serial Number:	85289976	BGSTAR ADAGIO
Serial Number:	85290359	BGSTAR ALLONGE
Serial Number:	85290349	BGSTAR COACH
Serial Number:	85290329	BGSTAR JUPITER
Serial Number:	85290000	BGSTAR LEGATO
Serial Number:	85290377	BGSTAR LONGO
Serial Number:	85290012	BGSTAR MARATHON
Serial Number:	85257200	BGSTAR MEAL

	85168379	BGSTARCOMPANION
Serial Number:	85277159	
Serial Number:	85164059	BOLISTAR
Serial Number:	85257161	BOLUSTAR
Serial Number:	85081142	BRETECO
Serial Number:	78852873	CREDIT CARDIOVASCULAR RISK EVALUATION IN PEOPLE WITH TYPE 2 DIABETES ON INSULIN THERAPY
Serial Number:	77195878	CEDISIK
Serial Number:	85254599	CGSTAR
Serial Number:	78190742	CHARISMA
Serial Number:	85257174	CICERA
Serial Number:	77184439	CIRARTE
Serial Number:	77173244	CIRCLICK
Serial Number:	77173267	CIRCLIQ
Serial Number:	78948029	COALITION TO PREVENT DEEP-VEIN THROMBOSIS
Serial Number:	85310678	COMPAKSTAR
Serial Number:	85134353	COPLAVIX
Serial Number:	73278622	CORDARONE
Serial Number:	78071743	CURE
Serial Number:	78909298	CV PATHWAYS
Serial Number:	77850487	D.DOP
Serial Number:	75251980	DEPACON
Serial Number:	72273651	DEPAKENE
Serial Number:	73383028	DEPAKOTE
Serial Number:	85308400	DIABETES - BEYOND BARRIERS TOGETHER
Serial Number:	85264682	DIABETES - GOING BEYOND TOGETHER
Serial Number:	85308373	DIABETES - TOGETHER BEYOND BARRIERS
Serial Number:	85308446	DIABETES - TOGETHER BEYOND BORDERS
Serial Number:	85308354	DIABETES - TOGETHER BEYOND LIMITS
Serial Number:	77597177	DIABETES NATIONAL ALLIANCE AIMING FOR EXCELLENCE IN DIABETES CARE
Serial Number:	85308427	DIABETES - BEYOND BORDERS TOGETHER
Serial Number:	85078337	DINALO
Serial Number:	85078346	DINALOS
Serial Number:	85015694	DISCUSSDIABETES

Serial Number:	77101243	DISPENSI-TOUCH
Serial Number:	85050596	DNAKAL
Serial Number:	85164041	DOCESTAR
Serial Number:	78709394	DOGMATIL
Serial Number:	85168383	DOSE STAR
Serial Number:	77850813	DOSITRACK
Serial Number:	85168388	DOSTAR
Serial Number:	77712828	DUOPLAVIN
Serial Number:	78446449	DUOPLAVIX
Serial Number:	77568482	DVT AWARECARE MAXIMIZING THE MANAGEMENT OF DVT/PE
Serial Number:	77850720	DVT AWARENESS IN MOTION
Serial Number:	77737787	DVT PATIENT SAFETY PATH
Serial Number:	77670045	DVT
Serial Number:	77670060	COALITION TO PREVENT DEEP-VEIN THROMBOSIS
Serial Number:	85158953	DYSRUX
Serial Number:	85255376	E-CUE
Serial Number:	76331615	ELIGARD
Serial Number:	76122510	ELITEK
Serial Number:	85081251	ELIXA
Serial Number:	77109967	ELOPLAT
Serial Number:	85000564	EPLEZIO
Serial Number:	78733260	EQUINOX
Serial Number:	77811126	ERSAFLES
Serial Number:	78777583	ESCAVAP
Serial Number:	78815486	ESCAVAP
Serial Number:	77905189	ESCOVERANCE
Serial Number:	77788832	FAERAYO
Serial Number:	85262198	FINESTAR
Serial Number:	85116439	FIVESTAR 2
Serial Number:	78366857	FOLFOX
Serial Number:	78867083	FOR A GOOD NIGHT'S SLEEP FROM START TO FINISH
Serial Number:	77450561	FRANCOPIA
Serial Number:	85098198	FREESET
Serial Number:	77850816	GLUCOMPASS

Serial Number:	77714123	GLYCEMIC HEALTH INITIATIVE
Serial Number:	85168392	GOAL STAR
Serial Number:	77796419	GOMEALS
Serial Number:	85265804	GOVTERI
Serial Number:	85081148	HANZOAK
Serial Number:	85017848	HEALTH COACH FOR YOUR LIFE
Serial Number:	77259715	HEALTH FORWARD
Serial Number:	78842467	HEALTH FORWARD THINK HEALTHY. ACT BOLDLY
Serial Number:	85017850	HEALTH POINTS
Serial Number:	77694500	HERE FOR YOU, FOR YOUR HEALTH
Serial Number:	85066767	HESTIA
Serial Number:	85097171	HYMSEVA
Serial Number:	78243858	I:REMS
Serial Number:	85105720	IBCC INTERNATIONAL BREAST CANCER CONFERENCE
Serial Number:	85029536	IBGSTAR
Serial Number:	85060922	IBG STAR
Serial Number:	77912697	IBI INSULIN BIOSIMILARS INFORMATION STUDY GROUP
Serial Number:	85254585	ICGSTAR
Serial Number:	78811397	I-CONTROL TO GOAL
Serial Number:	77434136	IMPACT
Serial Number:	77959846	IMPACT MALARIA
Serial Number:	78141860	IMPACT MALARIA
Serial Number:	78195846	
Serial Number:	85128453	IMPADIS
Serial Number:	77954013	IMPLAVEC
Serial Number:	77954010	IMPLAVEX
Serial Number:	78606295	INCLUSIVE
Serial Number:	78606293	INCLUSIVE
Serial Number:	78824562	INSPIRE ME
Serial Number:	85310702	INTROSTAR
Serial Number:	78902560	INVOLVE IRBESARTAN IN THE EVALUATION OF THE OUTLOOK OF HIGH RISK CARDIOVASCULAR PATIENTS
Serial Number:	85081152	INZOAK
Serial Number:	77803855	IPRACTICE
Serial Number:	77891401	IPRACTICE

Serial Number:	78902550	I-RESPOND EVALUATION OF IRBESARTAN (WITH OR WITHOUT HCTZ) IN IMPROVING INSULIN SENSITIVITY IN HYPERTENSIVE PATIENTS WITH METABOLIC SYNDROME
Serial Number:	77712826	ISCOVER
Serial Number:	77905190	ISCOVERANCE
Serial Number:	77566659	IT'S IN OUR HANDS COMMUNITY HEALTH PARTNERSHIP
Serial Number:	77566729	EN NUESTRAS MANOS COMMUNITY HEALTH PARTNERSHIP
Serial Number:	85218249	IVEZUS
Serial Number:	85081345	I-VO
Serial Number:	77783461	IXILUS
Serial Number:	78532860	JEVTANA
Serial Number:	77804650	JEVTANA
Serial Number:	77925080	JEVTANA
Serial Number:	77811131	JINADGE
Serial Number:	85164026	JOYSTAR
Serial Number:	85164033	JUNIORSTAR
Serial Number:	78347877	KANOMI
Serial Number:	77167418	KELTAMAZ
Serial Number:	73440385	KERLONE
Serial Number:	85257164	LANCHECK
Serial Number:	77850820	LANSTAR
Serial Number:	77850746	LANTUMETER
Serial Number:	78860058	LET'S INVENT OUR FUTURE, TOGETHER
Serial Number:	77775938	LIHAREY
Serial Number:	85000577	LINEDRA
Serial Number:	85134257	
Serial Number:	77948120	LYXUMIA
Serial Number:	77568912	MEDSMATTER (USE APPROPRIATELY)
Serial Number:	77167421	MELDERE
Serial Number:	77106102	MELTACIB
Serial Number:	77948500	MEZIPOP
Serial Number:	77753040	MIZILIB
Serial Number:	77776576	RISK MITIGATION PROGRAM MPACT MULTAQ PARTNERSHIP FOR APPROPRIATE CARE AND TREATMENT
Serial Number:	77776603	RISK MITIGATION PROGRAM MPACT MULTAQ PARTNERSHIP FOR APPROPRIATE CARE AND TREATMENT

TRADEMARK

REEL: 004550 FRAME: 0006

Serial Number:	78139449	MULTAQ
Serial Number:	78692788	MULTAQ
Serial Number:	78688826	MULTAQ
Serial Number:	77844704	MULTAQ MATTERS
Serial Number:	77844700	MULTAQ MATTERS
Serial Number:	77359418	MY CHILD MATTERS
Serial Number:	77948579	MYPOPRA
Serial Number:	77850738	MYSTAR
Serial Number:	77850748	NAVICLEAR
Serial Number:	77850873	NAVICORE
Serial Number:	77850870	NAVITRATE
Serial Number:	77666188	NEWS
Serial Number:	77165326	NEXTRUS
Serial Number:	78538008	OCOMPLIA
Serial Number:	85163685	ODYSSEUS
Serial Number:	77667380	ONTIMIS
Serial Number:	78089912	OPEN YOUR EYES TO SLEEP
Serial Number:	85000583	OPINDLE
Serial Number:	77177967	OPINDLE
Serial Number:	77109981	OXALI
Serial Number:	77109945	OXAPLAT
Serial Number:	77715182	OZYNEZ
Serial Number:	77246327	PAD CARE CENTERS
Serial Number:	77943848	PALLAS
Serial Number:	77948442	PEPLIZA
Serial Number:	77948450	PEPVELI
Serial Number:	77948453	PEPVELIA
Serial Number:	77654150	PICOVIR
Serial Number:	77850871	PILOSTAR
Serial Number:	77712822	PILSAFE
Serial Number:	85067369	PIPEIMA
Serial Number:	77902028	PLAVENCE
Serial Number:	74482767	PLAVIX
Serial Number:	75443638	PLAVIX
Serial Number:	75438881	PLAVIX

	77387121	PLAVIX (CLOPIDOGREL BISULFATE) 75 MG TABLETS INFO CENTRAL 1.800.720.1647 WWW.PLAVIXINFOCENTRAL.COM
Serial Number:	77386684	PLAVIXASA
Serial Number:	77386509	PLAVIX-ASA
Serial Number:	77753038	PLEZELO
Serial Number:	85067353	POPABRI
Serial Number:	85067335	POPRIZ
Serial Number:	77948457	POPVELI
Serial Number:	78811396	PREVEDUX
Serial Number:	77753039	PRIBALIA
Serial Number:	78794921	PROTEK INVOLVE + IDENTIFY
Serial Number:	78319680	PRO-TEK AWARENESS INITIATIVE PROGRAM FOR RENAL HEALTH THROUGH EDUCATION & KIDNEY AWARENESS
Serial Number:	85081352	Q-CARD
Serial Number:	78200891	QUAJENTRA
Serial Number:	78549874	RACOMPLIA
Serial Number:	78902566	RAPIHD RAPID ACHIEVEMENT OF BP GOALS WITH IRBESARTAN/HCTZ FIXED DOSE COMBO
Serial Number:	78309305	REACH REDUCTION OF ATHEROTHROMBOSIS FOR CONTINUED HEALTH
Serial Number:	78309307	REACH REGISTRY
Serial Number:	77948586	REDOSIA
Serial Number:	77909841	REGIVAS
Serial Number:	78549876	RIACOMPLIA
Serial Number:	78277719	SANOFI
Serial Number:	85094146	O SANOFI AVENTIS ONCOLOGY
Serial Number:	77963091	SANOFI FOVEA
Serial Number:	77963094	SANOFI VISION
Serial Number:	78264472	SANOFI-SYNTHELABO
Serial Number:	77777377	SAVIMERID
Serial Number:	77777382	SAVINEO
Serial Number:	77846366	SAY HELLO
Serial Number:	85015695	SAYDIABETES
Serial Number:	78232988	SHUTEYE
Serial Number:	77948592	SIMACTIS
Serial Number:	74507378	SKELID

Serial Number:	85246609	SKINSULIN
Serial Number:	77752956	SKYORIS
Serial Number:	77165346	SLIQEX
Serial Number:	77173334	SMOOTHVIEW
Serial Number:	77944564	SNAPFILL
Serial Number:	85001628	SNAPFILL
Serial Number:	78255200	SNY
Serial Number:	77817460	SOALKEE
Serial Number:	77850795	SOLANTA
Serial Number:	78826576	SOVAPNA
Serial Number:	77184487	SPERART
Serial Number:	85257189	STARIQ
Serial Number:	77669912	STARS SLEEP THERAPY AND RESEARCH SUMMIT
Serial Number:	77850792	STARTUS
Serial Number:	78826319	STILNOX
Serial Number:	78298694	SUCCEEV
Serial Number:	85081158	SUGEIK
Serial Number:	85081154	SUGIAK
Serial Number:	77712830	SYMPLAVIX
Serial Number:	77167425	SYTZOA
Serial Number:	77224502	TAMARIS
Serial Number:	77388514	TARGET CANCER COMMITMENT IN ACTION
Serial Number:	77084053	TELIFEV
Serial Number:	78642068	TEMZO
Serial Number:	77184539	TEMUSI
Serial Number:	77704376	TEPENZET
Serial Number:	85195522	TERIARM
Serial Number:	85163711	THALEIA
Serial Number:	85163700	THALIA
Serial Number:	73127293	TICLID
Serial Number:	77654725	TILMEVA
Serial Number:	77804671	TIMSONIS
Serial Number:	85158960	TIVOLZA
Serial Number:	77775560	TOLADUR
Serial Number:	78050454	TONIC

	77850791	TRACSTAR
Serial Number:	77238144	TURNJET
Serial Number:	85158968	TURSEGE
Serial Number:	85000574	TYNASUS
Serial Number:	85128432	ULINIS
Serial Number:	77485894	UNDERSTANDING AFIB. HEART BY HEART. PATIENT BY PATIENT.
Serial Number:	85081137	UNZOS
Serial Number:	77764537	URODIRECT
Serial Number:	77764539	URODIRECT
Serial Number:	76233890	UROXATRAL
Serial Number:	78200809	VAN GOGH
Serial Number:	78826577	VAPNAR
Serial Number:	85010754	VAPTIMUM
Serial Number:	78777582	VAPTIMUM
Serial Number:	78815487	VAPTIMUM
Serial Number:	77073394	VARIAPEN
Serial Number:	85128467	VARINUS
Serial Number:	77167430	VECORIS
Serial Number:	85081337	VEDI
Serial Number:	85035140	VENPLICA
Serial Number:	78826578	VENPLICA
Serial Number:	85050601	VERIDNA
Serial Number:	78549873	VICOMPLIA
Serial Number:	78779703	VIDUNELA
Serial Number:	77777385	VISAMERIN
Serial Number:	85000568	VIZEVUS
Serial Number:	85164051	VIXASTAR
Serial Number:	85081323	VOCARD
Serial Number:	71534246	
Serial Number:	85050589	XADORIS
Serial Number:	77777389	XAMARULT
Serial Number:	77195875	XETHAZAT
Serial Number:	77101269	XPENRA
Serial Number:	77184560	XUBIERT

Serial Number:	77908859	XUNIRO
Serial Number:	77754095	YSTAPLIS
Serial Number:	78549875	ZACOMPLIA
Serial Number:	77804662	ZALTRAP
Serial Number:	77870648	ZELTRAP
Serial Number:	77870645	ZILTRAP
Serial Number:	78779729	ZIMULTI
Serial Number:	77870652	ZOLTRAP
Serial Number:	77218934	ZOOM
Serial Number:	77948604	ZUVATI
Serial Number:	78280341	PHARMZINE
Serial Number:	85286698	DEPAKINE
Serial Number:	85081132	SUGEAK
Serial Number:	72319593	TRANXENE

CORRESPONDENCE DATA

Fax Number: (646)349-5567
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9177799967
Email: mlombard@lgtrademark.com
Correspondent Name: G MATHEW LOMBARD
Address Line 1: 1115 BROADWAY
Address Line 2: 12 FL
Address Line 4: NEW YORK, NEW YORK 10010

ATTORNEY DOCKET NUMBER: 122.0002

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: G. Mathew Lombard

Signature: g/ mathew lombard/

Date: 05/27/2011

Total Attachments: 4
source=Attestation SAAV en SANOFI#page1.tif

TRADEMARK
REEL: 004550 FRAME: 0011

source=Attestation SAAV en SANOFI#page2.tif
source=Attestation SAAV en SANOFI#page3.tif
source=Attestation SAAV en SANOFI#page4.tif

BAILLY POMMERY CAURO

Notaires

Successieurs de Maîtres BAILLY et BUCAILLE

30, rue La Boétie – 75008 PARIS

☎ 01.53.53.53.00 - Fax 01.53.53.53.01

ATTESTATION DE CHANGEMENT DE NOM CERTIFICATE OF CHANGE OF NAME CERTIFICADO DE CAMBIO DE NOMBRE

Je soussigné,
I the undersigned,
Yo infrascrito,

Antoine BAILLY

Notaire à
Notary in
Notario en

Paris (France)

Certifie et atteste que,
Certify and attest that,
Certifica y atesta que,

SANOFI-AVENTIS

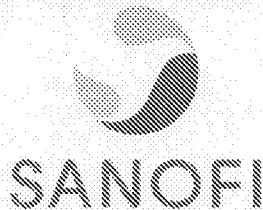
dont l'adresse du siège social est :
whose head office address is:
cuyo domicilio social es:

**174 avenue de France, 75013 Paris,
(France)**

a changé de nom en **SANOFI** le 06 mai 2011.
changed its name to **SANOFI** on May 06, 2011.
convirtió su nombre en **SANOFI** el: 06 de Mayo de 2011

Fait à Paris, France le : 12 mai 2011
Done in Paris, France, on: May 12, 2011
Hecho en Paris, Francia, el: 12 de mayo 2011





Combined General Shareholder Meeting of May 6, 2011

- Approval of the financial statements for 2010
- Dividend of 2.50 Euros per share payable as of June 16, 2011
- Partial renewal of the Board of Directors
- « sanofi-aventis » becomes « Sanofi »

Paris, France - May 6, 2011 - Sanofi (EURONEXT: SAN and NYSE: SNY) announced its Combined General Shareholder Meeting was held today at the Palais des Congrès in Paris. All resolutions were adopted.

During the meeting, shareholders approved, amongst other resolutions, the corporate and consolidated financial statements for the year 2010. The General Meeting decided the distribution of a dividend in the amount of 2.50 Euros per share which will be detached on Euronext Paris on May 16, 2011 with payment as of June 16, 2011. The dividend will be payable, at the option of the shareholder, either in cash or in shares. If the dividend is paid in shares, the new shares will be issued at a price of 49.60 Euros, as determined by the Board of Directors on May 6, 2011. Details concerning the payment of dividends in shares for electing holders are set out in the annex, below.

In addition, the meeting has ratified the co-optation of Mrs. Carole Piwnica as a Director, replacing Mr. Patrick de la Chevardière for the remainder of her predecessor's term of office, *i.e.*, until the General Meeting called to approve the financial statements for the year 2011. The General Meeting has also approved the appointment of Mrs. Suet-Fern Lee as a Director, for a term of four years, *i.e.*, until the General Meeting called to approve the financial statements for the year 2014. Finally, Mr. Thierry Desmarest, Mr. Igor Landau, Mr. Gérard Van Kemmel and Mr. Serge Weinberg have been reappointed for a term of four years.

After the Shareholder Meeting, the Board of Directors is comprised as follows:

- Serge Weinberg, Chairman of the Board
- Christopher Viehbacher, Chief Executive Officer
- Uwe Bicker
- Robert Castaigne
- Thierry Desmarest
- Lord Douro
- Jean-René Fourtou
- Claudie Haigneré
- Igor Landau
- Suet-Fern Lee
- Christian Mulliez
- Lindsay Owen-Jones
- Carole Piwnica
- Klaus Pohle
- Gérard Van Kemmel

TRADEMARK

REEL: 004550 FRAME: 0014

The shareholders also approved the change of name of the company to « Sanofi ».

During the meeting, the shareholders approved the reappointment of a statutory auditor and also the financial authorizations given to the Board of Directors.

The voting results will be available on the company's website (www.sanofi.com) in the coming days.

The audiocast of the Combined General Shareholder Meeting is available on the Company's website (www.sanofi.com).

During the Board of Directors session following the meeting, Mr. Serge Weinberg was renewed as Chairman of the Board of Directors of Sanofi.

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, rare diseases, consumer healthcare, emerging markets and animal health. Sanofi is listed in Paris (EURONEXT: SAN) and in New York (NYSE: SNY).

Contacts:

Media Relations

Jean-Marc Podvin

Tel.: + (33) 1 53 77 46 46

mr@sanofi.com

Investor Relations

Sébastien Martel

Tel.: + (33) 1 53 77 45 45

ir@sanofi.com

TRADEMARK

REEL: 004550 FRAME: 0015

Annex: Payment of the 2010 Dividend in Shares

The General Shareholder Meeting of Sanofi approved the option for shareholders to receive their dividend in the form of either in cash or in new shares of the company. This option applies to the entire dividend to be received by the shareholder.

The price of the new shares to be issued pursuant to such election, equal to the average of the opening quoted market prices for the twenty trading sessions preceding the date of the General Shareholder Meeting after deducting the amount of the dividend of 2.50 Euros and rounding up to the nearest euro cent, has been set by the Board of Directors of May 6, 2011 at 49.60 Euros per share.

The shares will be traded ex-dividend as of May 16, 2011 and dividends will be payable as from June 16, 2011, either in cash or by delivery of the shares, pursuant to the election of the shareholder.

Shareholders may elect to receive their dividend in cash or in new shares from May 16, 2011 to June 3, 2011 included, by informing the financial intermediaries authorized to pay said dividend. If the option is not exercised during such period, the dividend shall be payable in cash only.

If the amount of dividend payable to a shareholder electing to receive payment in shares does not correspond to a whole number of shares, the shareholder will receive the whole number of shares immediately below, plus a balancing cash payment.

The maximum total number of new shares that may be issued for the payment of the dividend in shares is 65,772,533 shares, representing nearly 5.0% of the share capital of the company and 4.3% of the exercisable voting rights as of December 31, 2010.

The new shares shall rank for dividend from January 1, 2011 and will be fungible with existing shares. Their admission for trading on NYSE Euronext Paris will be requested as from June 16, 2011.

Caution:

The option to receive payment of the 2010 dividend in shares is not available to shareholders in Japan or in any country where such option would require registration or authorization by local market authorities. Orders from these countries will not be accepted. Shareholders residing outside France must inform themselves of any applicable restrictions or limitations and ensure that they are complied with. Shareholders are responsible for informing themselves of the conditions and consequences relating to such option and its exercise as they may apply under local law, and are advised to consult their tax advisors. When deciding whether or not to elect to receive payment of a dividend in shares, shareholders should consider the risks relating to an investment in shares of the Company. For additional information regarding the Company, its activity, its strategy, its financial results and risks related to its activity and an investment in its shares, please refer to Sanofi's Annual Report on Form 20-F for the year ended December 31, 2010 (available at www.sanofi.com), and in particular to the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements".