

【表紙】

【提出書類】	外国会社臨時報告書
【提出先】	関東財務局長
【提出日】	2025年5月30日
【会社名】	サノフィ (Sanofi)
【代表者の役職氏名】	最高経営責任者 ポール・ハドソン (Paul Hudson, Chief Executive Officer)
【本店の所在の場所】	フランス、パリ、75017 アベニュー・ドゥ・ラ・グランダルメ46 (46 、 avenue de la Grande Armée, 75017 Paris, France)
【代理人の氏名又は名称】	弁護士 岡 知 敬
【代理人の住所又は所在地】	東京都千代田区大手町一丁目1番1号 大手町パークビル ディング アンダーソン・毛利・友常法律事務所外国法共同事業
【電話番号】	03-6775-1000
【事務連絡者氏名】	弁護士 小 坂 惇 弁護士 北 田 拓 生
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【電話番号】	03-6775-1000
【縦覧に供する場所】	該当事項なし

1 【提出理由】

サノフィ（「当社」）は、2025年1月29日開催の取締役会決議により承認され、2025年6月4日に最高経営責任者により実施予定の当社の社員持株制度であるAction2025に従って、日本国外において、株式の募集を開始いたしました。

よって、金融商品取引法第24条の5第4項ならびに企業内容等の開示に関する内閣府令第19条第1項および第2項第1号に基づき、以下のとおり本外国会社臨時報告書を提出いたします。

2 【報告内容】

Notes:

1. In this document, unless otherwise noted, the following terms shall have the meanings set forth below:

the Company	Sanofi and its consolidated subsidiaries
Share	Ordinary Share, nominal value Euro 2.00
Paris Stock Exchange	Euronext

2. The term "Euro" in this document, unless otherwise noted, refers to the currency adopted by most countries of the EMU as of January 1, 1999. For the convenience of Japanese readers, conversion into Japanese Yen has been made, unless otherwise stated, at the exchange rate of Euro 1 = JPY 162.16 (the exchange reference rate of the European Central Bank as of April 24, 2025).

3. Where figures in tables in this document have been rounded, the totals may not necessarily agree with the sum of the figures.

(1) Type and Name of Securities to be Issued:

Registered Ordinary Share, nominal value Euro 2.00

(2) Number of Securities to be Issued:

10,386,831 shares

Note: The number is an estimate of the maximum possible number of Shares that could be granted to eligible employees outside Japan under Action 2025. This number is equivalent to 0.82 % of all issued and outstanding shares of the Company as of January 29, 2025. Eligible employees are those who have an employment contract and have been employed by Sanofi and the employees of its participating direct and indirect majority-owned subsidiaries worldwide, subject to a minimum employment condition of three months measured at the end of the subscription period (i.e. June 30, 2025):

(3) Issue Price and Amount to be Credited into Stated Capital:

Issue price: TBD

Amount to be Credited into Stated Capital: Euro 2 per share (approximately JPY 324.32)

Note: The issue price in this document is a 20% discount price from the reference price of the Shares. For these purposes, the "reference price" in this document is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 3, 2025.

(4) Aggregate Issue Price and Total Amount to be Credited into Stated Capital:

Aggregate Issue Price: TBD

Total Amount to be Credited into Stated Capital: Euro 20,773,662 (approximately JPY 3,368.66 million)

Note: The aggregate issue price will be calculated by multiplying the issue price by 10,386,831 Shares (the estimated maximum number of Shares to be delivered for consideration outside Japan).

(5) Kind of Shares:

Standard type of Shares with full voting rights and without any limitations to the rights conferred to them.

(6) Method of Issue:

Depending on the countries the shares shall be either directly granted to the eligible employees of the Company or held by the eligible employees of the Company via a fund.

(7) Name or Trade Name of Underwriters:

N/A

(8) Area in Which Offering will be Made:

France and other EU countries, North and South America, other Asian countries and other African countries

(9) Total Amount and Use of Proceeds from New Issue of Shares:

(i) Total Amount of Proceeds from New Issue of Shares

Total amount to be paid	TBD
Approximate amount of various issue costs	Euro 1,200,000 (approximately JPY 194.59 million)
Approximate net amount of proceeds	TBD

(Note) The above "total amount to be paid" will be tentatively calculated by multiplying the issue price by 10,386,831 Shares (the estimated maximum number of Shares to be delivered for consideration outside Japan).

(ii) Use of Proceeds:

General corporate purposes

The new issue of Shares is made for Employees to acquire Shares at the favored conditions in the context of Action 2025, and it is not intended to be used for funding. Therefore, the specific use, amount and expected time of payment have not been decided for the total amount of the proceeds equivalent to the approximate net amount of proceeds stated in "(1) Total Amount of Proceeds from New Issue of Shares" above.

(10) Date of New Issue:

Expected to take place on July 24, 2025.

- (11) Name of the Financial Instruments Exchange (only in case the relevant securities are to be listed on a financial instruments exchange):

Euronext (Paris Stock Exchange)

(Note) Listed on the New York Stock Exchange in the form of American Depositary Receipts (ADR)

- (12) Information of the Third Party Allotment:

N/A

- (13) Capital Amount as of the Date of Filing:

Euro 2,452,461,656 (approximately JPY 397,691,182,137)

- (14) The Number of Issued Shares as of the Date of Filing:

1,226,230,828 shares

以上