

【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】 2026年 4月15日

【会社名】 サノフィ
(Sanofi)

【代表者の役職氏名】 暫定最高経営責任者
オリヴィエ・シャルメイ
(Olivier Charmeil, Interim 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, 75008 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

【電話番号】 03-6775-1000

【事務連絡者氏名】 弁護士 村 上 蘭

【連絡場所】 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

【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】

2026年2月11日、サノフィ（「当社」）の取締役会は、ポール・ハドソン氏の当社取締役としての任期を更新しないこと、及び2026年2月17日をもって、同氏の最高経営責任者としての職務を終了させることを決定いたしました。また、当社の取締役会は、同日付でオリヴィエ・シャルメイ氏を暫定最高経営責任者に任命しました。シャルメイ氏は、後任者が就任するまでの間、その職務を遂行します。ポール・ハドソン氏は、2026年2月18日付で取締役を辞任しました。

よって、金融商品取引法第24条の5第4項及び第15項並びに企業内容等の開示に関する内閣府令第19条第1項及び第2項第9号の規定に基づき、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】

(1) Name, Title and Date of Birth of Representative Officers Concerned:

	Previous Representative Officer	New Representative Officer
Name	Paul Hudson	Olivier Charmeil
Title	Chief Executive Officer	Interim Chief Executive Officer
Date of Birth	October 14, 1967	February 19, 1963

(2) Date of Change:

The date of the Board of Directors of the appointment was February 11, 2026 and the appointment became effective on February 18, 2026*.

* The successor is Mrs. Belén Garijo, who will assume Chief Executive Officer after the Group's Annual General Meeting to be held on April 29, 2026, subject to approval of the amendment to the Company's Articles of Association raising the age limit applicable to the Chief Executive Officer.

(3) Number of Shares in the Company Held by the Representative Officers Concerned as of the Date of Change:

Number of shares held by Mr. Paul Hudson: 211,825 shares**

Number of shares held by Mr. Olivier Charmeil: Undisclosed

** This is the most recent available number of shares held by Mr. Paul Hudson as of February 17, 2026.

(4) Brief Biography of New Representative Officer:

From 1989 to 1994, Olivier Charmeil worked in the Mergers & Acquisitions department of Banque de l'Union Européenne. He joined Sanofi Pharma in 1994 as head of Business Development. Subsequently, he held various positions within Sanofi, including Chief Financial Officer (Asia) of Sanofi-Synthélabo in 1999 and Attaché to the Chairman, Jean-François Dehecq, in 2000, before being appointed as Vice President, Development within the Sanofi-Synthélabo International Operations Directorate, where he was responsible for China and support functions. In 2003, Olivier Charmeil was appointed Chairman and Chief Executive Officer of Sanofi-Synthélabo France, before taking the position of Senior Vice President, Business Management and Support, Pharmaceutical Operations. In

this role, he piloted the operational integration of Sanofi-Synthélabo and Aventis. He was appointed Senior Vice President Asia/Pacific, Pharmaceutical Operations in February 2006; Operations Japan reported to him from January 1, 2008, as did Asia/Pacific and Japan Vaccines from February 2009. On January 1, 2011, Olivier Charmeil was appointed Executive Vice President Vaccines, and joined our Executive Committee.

In May 2015, Olivier Charmeil and André Syrota were appointed as Co-Leaders of “Medicine of the Future”, an initiative developed by the French Minister for Economy, Industry and Digital Affairs, the French Minister for Social Affairs, Health and Women’s Rights and the French Minister for National and Higher Education and Research. They have been tasked with assembling a group of industrialists and academics, with the objective of imagining how French industry can accelerate the launch and export of innovative industrial products, with an emphasis on new biotechnologies. From June 2016 to December 2018, Olivier Charmeil served as Executive Vice President of our General Medicines and Emerging Markets Global Business Unit.

He took up the position of Executive Vice President China & Emerging Markets in January 2019. In February 2020 he was appointed to lead the General Medicines GBU, created out of the former Primary Care and China & Emerging Markets GBUs. He also serves as sponsor for China. Also in 2020, Olivier became a Board Member of the European Federation of Pharmaceutical Industries and Associations (EFPIA).

Olivier is a graduate of HEC (École des Hautes Études Commerciales) and of the Institut d’Études Politiques in Paris.

Olivier Charmeil is a citizen of France.

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