

【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】 平成29年6月2日

【会社名】 サノフィ
(Sanofi)

【代表者の役職氏名】 最高経営責任者
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【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、2017年3月2日付取締役会決議により承認され、2017年6月14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Action2017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 124.38 (the exchange reference rate of the European Central Bank as of May 26, 2017).
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:

6,340,111 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 2017. This number is equivalent to 0.50% of all issued and outstanding shares of the Company as of December 31, 2016. 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, 2017):

(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 248.76)

Note: The issue price is a 20% discount price from the reference price of the Shares. For these purposes, the "reference price" is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 13, 2017. For the convenience of Japanese readers, conversion into Japanese Yen has been made, at the exchange rate of Euro 1 = JPY 124.38 (the exchange reference rate of the European Central Bank as of May 26, 2017).

(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 12,680,222 (approximately JPY 1,577.17 million)

Note: The aggregate issue price will be calculated by multiplying the offering price by 6,340,111 Shares (the estimated maximum number of Shares to be delivered for consideration outside Japan). The issue price is a 20% discount price from the reference price of the Shares. For these purposes, the "reference price" is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 13, 2017.

(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 1,500,000 (approximately JPY 186.57 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 6,340,111 Shares (the estimated maximum number of Shares to be delivered for consideration outside Japan). The issue price is a 20% discount price from the reference price of the Shares. For these purposes, the "reference price" is the average of the opening share price on the Paris Stock Exchange on the 20 trading days ending on June 13, 2017.

(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 2017, 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 31, 2017.

(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 2,519,175,062 (approximately JPY 313,334,994,211)

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

1,259,587,531 shares

以上