

【表紙】

【提出書類】 外国会社臨時報告書の訂正報告書

【提出先】 関東財務局長

【提出日】 平成29年6月15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】

平成29年6月2日に提出した外国会社臨時報告書について、下記記載の内容を訂正するため、金融商品取引法第24条の5第5項および第7条第1項に基づき本外国会社臨時報告書の訂正報告書を提出するものであります。

2 【訂正内容】

訂正箇所は下線で示しております。

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

<Before Amendment>

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).

<After Amendment>

Issue price: Euro 70.01 per share (JPY 8,653.00)

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, in this item (3), conversion of the issue price into Japanese Yen has been made, at the exchange rate of Euro 1 = JPY 123.60, which was determined by Sanofi shortly prior to June 14, 2017.

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

<Before Amendment>

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.

<After Amendment>

Aggregate Issue Price: Euro 443,871,171.11 (approximately JPY 55,208.70 million)

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 amounting to Euro 70.01 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.

(9) Total Amount and Use of Proceeds from New Issue of Shares:
<Before Amendment>

(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.

<After Amendment>

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

Total amount to be paid	Euro 443,871,171.11 (approximately JPY 55,208.70 million)
Approximate amount of various issue costs	Euro 1,500,000 (approximately JPY 186.57 million)
Approximate net amount of proceeds	Euro 442,371,171.11 (approximately JPY 55,022.13 million)

(Note) The above "total amount to be paid" will be tentatively calculated by multiplying the issue price amounting to Euro 70.01 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.

以上