

【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30年2月13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】

サノフィは、バイオベラティブ・インクの全ての発行済み普通株式を取得する公開買付けを開始することを、2018年1月22日に公表いたしました。

よって、金融商品取引法第24条の5第4項及び企業内容等の開示に関する内閣府令第19条第2項第8号の2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 or the context requires otherwise, the following term shall have the meanings set forth below:

the Company	Sanofi and its consolidated subsidiaries
Bioverativ	Bioverativ Inc.

2. For the convenience of Japanese readers, conversion into Japanese Yen has been made, unless otherwise stated, at the exchange rate of USD 1 = JPY 108.79 (the exchange reference rate quoted by The Bank of Tokyo-Mitsubishi UFJ, Ltd. in Tokyo as of January 31, 2018).
3. Where figures in tables in this document have been rounded, the totals may not necessarily agree with the sum of the figures.

(1) Information regarding Bioverativ

- (i) Name, address, name of the representative, amount of share capital, amount of net assets, amount of total assets and description of business:

Name	Bioverativ Inc.
Address	225 Second Avenue, Waltham, Massachusetts, United States
Name of Representative	John Cox (Chief Executive Officer)
Amount of Share Capital (As of February 1, 2017)	USD 197,076 (JPY 21,439,898)
Amount of Net Assets (As of December 31, 2016)	USD 566.2 million (JPY 61,596.9 million)
Amount of Total Assets (As of December 31, 2016)	USD 731.9 million (JPY 79,623.4 million)
Description of Business	Discovery, research, development and commercialization of innovative therapies for the treatment of hemophilia and other blood disorders

- (ii) Revenue, operating income, income before tax and net income for the most recent three full fiscal years:

(USD Million)
 (JPY Million)

	2016 fiscal year	2015 fiscal year	2014 fiscal year
Revenue	887.4 (JPY 96,540.2)	560.3 (JPY 60,955.0)	134.4 (JPY 14,621.4)
Operating Income (Loss)	292.4 (JPY 31,810.2)	98.0 (JPY 10,661.4)	(360.1) (JPY (39,175.3))
Income (Loss) Before Tax	291.9 (JPY 31,755.8)	98.6 (JPY 10,726.7)	(359.0) (JPY (39,055.6))
Net Income (Loss)	439.6 (JPY 47,824.1)	108.6 (JPY 11,814.6)	(360.3) (JPY (39,197.0))

(iii) Capital relationship, personnel relationship and business relationship between the Company and Bioverativ:

Capital Relationship	Not applicable.
Personnel Relationship	Not applicable.
Business Relationship	Not applicable.

(2) Purpose of the Acquisition

Bioverativ adds to the Company's portfolio a differentiated offering of innovative therapies and providing a platform for growth in rare blood disorders, which will expand the Company's presence in specialty care, further strengthen the Company's leadership position in rare diseases and meet the needs of the patient community.

The addition of Bioverativ is expected to drive meaningful value for the Company's shareholders, with strong cash flows from Bioverativ's growing products expected to increase the Company's financial and operational scale. The acquisition is expected to be immediately accretive to the Company's Business EPS in 2018 fiscal year and up to 5% accretive in 2019 fiscal year.

The Company and Bioverativ have entered into a definitive agreement under which the Company will commence a tender offer to acquire all of the outstanding shares of Bioverativ for \$105 (JPY 11,423.0) per share in cash. The consummation of the tender offer is subject to various conditions, including the tender of at least a majority of the outstanding Bioverativ shares, redelivery of a tax opinion delivered at signing, the expiration or termination of the waiting period under the Hart Scott Rodino Antitrust Improvements Act and receipt of certain other regulatory approvals, and other customary conditions. Following the successful completion of the tender offer, a wholly owned subsidiary of Sanofi will merge with Bioverativ and the outstanding Bioverativ shares not tendered in the tender offer will be converted into the right to receive the same \$105 (JPY 11,423.0) per share in cash paid in the tender offer. The tender offer has commenced on February 7, 2018.

(3) Consideration in connection with the Acquisition of Bioverativ

Approximately \$11.6 billion (on a fully diluted basis) (JPY 1,262.0 billion)

