Code of Ethics
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Dear colleagues,

Sanofi-aventis is a diversified healthcare leader, not only a pharmaceutical company. We are a global leader, operating in over 100 countries worldwide to improve the lives of patients in need. We have an obligation to make sure that we are making a difference in the lives of patients.

We are respected across the globe, not only for our business achievements and scientific innovations but because, simply put, people can trust us.

Integrity and Respect are two core values within our culture, our sanofi-aventis. They are fundamental to our business and are illustrated throughout our Code of Ethics. Ethical conduct is essential both within and outside the Group. Everyone at sanofi-aventis, wherever they are and whatever they do, must demonstrate these values and act with impartiality in all dealings with partners, be they colleagues, customers, suppliers or investors. Patients and medical practitioners need to be confident in the safety and efficacy of our vaccines and medicines.

This Code of Ethics is our framework. I know that I can count on each of you to comply with the Code and to ensure that others follow it, sharing and communicating the corporate ethics that underpin the future and reputation of sanofi-aventis.

Chris Viehbacher, CEO
Code of Ethics, a concrete and living evidence of
Our sanofi-aventis

Our sanofi-aventis is our culture; it is who we are collectively as a group. It is how we interact with each other and with our partners, how we make decisions and above all, what makes us unique as an organization.

It is important we achieve results, but the ‘how’ we achieve them is equally as important. The Code of Ethics is an integral part of our culture and therefore, of our sanofi-aventis.

In particular, it is reflected within our values and attitudes

Integrity – Acting Ethically
We commit to maintain the highest ethical and quality standards without compromise

Respect – Embracing Difference
We recognize and respect the diversity and needs of our people, patients and partners, ensuring transparent and constructive interactions through mutual trust

Solidarity – Socially Responsible
We are united in shared responsibility for our actions, our people, the wellbeing of our patients and in achieving a sustainable impact on the environment

As our values guide the way we make decisions and act, our Management Principles are the necessary practices we need to put in place to achieve our ambition.

These 8 principles are closely related to the code of Ethics, starting by the first of them which states:

“We always act with integrity to ensure the highest ethical and quality standards ”
Message from Global Compliance

The Code: pledge of our integrity.
The highest standards of individual behavior create mutual trust.

In a complex environment, we are determined to respect the ethical principles governing our activities and are committed to abiding by the laws and regulations that apply in each country in which we operate.

We adhere to the principles of the Universal Declaration of Human Rights, the International Labor Organization and the Organization for Economic Co-operation and Development (OECD). We also support each person’s right to health, as defined in the International Covenant on Economic, Social and Cultural Rights. Through our adherence to the United Nations Global Compact, we support and apply the core principles relating to human rights, labor, environment, and anti-corruption.

This Code of Ethics defines the Company’s expectations when conducting sanofi-aventis business. It is provided as a resource to guide you in dealing with issues, both inside and outside the Group, that we may encounter as part of your day to day functional responsibilities.

This Code sets forth the responsibilities of sanofi-aventis to its employees and to industry.

1 - Employees:

We ensure diversity, equality of opportunity, health and safety, and respect in the workplace for our employees.

2 - Stakeholders:

- Patients and consumers:
  We are committed to product safety and quality and to ensuring that we comply with all legal, regulatory and internal requirements, so that we can meet our obligation to act with integrity.

- Healthcare professionals:
  We are committed to follow applicable legislation regarding the promotion of medicines, and adhere to all relevant rules in all countries.

- Suppliers and contractors:
  In our business dealings, we are governed by local legislation, our internal charters, and our standards in terms of human rights, labor, environment, and ethical conduct. In particular, our employees and suppliers must require suppliers to commit to resisting all forms of corruption.

- Government employees and representatives:
  We are committed to relationships founded on honesty and integrity, and pay particular attention to strict compliance with anti-corruption laws and regulations such as the OECD Convention, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

- Shareholders and investors:
  We regularly provide shareholders and investors with transparent information about our activities, our strategy, our performance, our future prospects and our financial position, so that they can properly assess our situation.

These commitments depend on the engagement and ethical conduct of each of our people in all circumstances.

The Global Compliance team, backed by our Compliance Officers throughout the world, is dedicated to raising awareness of ethical conduct and to developing a range of resources – including this Code of Ethics – that will ensure everyone receives good training, so as to embed our corporate ethics and strive for excellence.

Global Compliance
Contact: Compliance.Shared-Ethics@sanofi-aventis.com
Respect for the Individual

Fostering a stimulating, creative and non-discriminatory workplace environment for all our employees and partners, while respecting diversity and personal dignity.

Nurturing talent, motivating our employees and rewarding performance are vital to ensuring that the Group remains innovative, respected and competitive. Consequently, sanofi-aventis:

- **is committed to promoting diversity**, convinced that the distinctive identities of our employees and commercial partners are a source of strength and a key ingredient in the success of a global business;

- **supports equality of opportunity for each employee or job applicant** in terms of recruitment, access to training, compensation, welfare, internal mobility and career development. Skills, experience and personal aptitude are the only factors taken into account;

- **prohibits all forms of discrimination on grounds such as**:
  - gender;
  - age;
  - origin;
  - religion;
  - sexual orientation;
  - physical appearance;
  - health;
  - disability;
  - trade union membership.

- **prohibits any conduct that may harm personal dignity**. No employee should be subject to any form of harassment. Sanofi-aventis is committed to promoting a wholesome workplace environment free of such practices, where all of its employees can flourish.
One of my expatriate colleagues is always making sexist remarks about someone in our team, and shows no consideration for her at all. Not only does his attitude create a bad atmosphere at work, but I find his behavior embarrassing. What should I do?

Your colleague’s behavior not only impairs performance by undermining team spirit, but it is also in breach of the Group’s ethical principles as regards the prevention of discrimination against employees (or anyone else) on grounds of their origin, race, gender or religious beliefs. You are encouraged to bring the situation to the company’s attention so that it may be investigated promptly and, if appropriate, remedied. You may report such a situation to your manager, your second level manager or a Human Resources representative, or you may report it, through your Compliance Officer.

Practical Guidance

- In every country where sanofi-aventis is present, comply with national laws and regulations in the areas of human rights and labor law.
- Refer to the Group’s recommendations, in particular the Social Charter.
- Be open-minded and avoid prejudice about the opinions, appearance or attitudes of your colleagues.
- Respect other people, and behave towards them as you would want them to behave towards you.
- If you find that any of the principles in this chapter are being breached, do not hesitate to inform your superior, your local Human Resources Department, or Global Compliance.
Respect for Privacy and Personal Data Protection

Personal data protection: a fundamental right, designed to protect people’s privacy.

- All our employees, and third parties with whom sanofi-aventis has dealings (patients enrolled in clinical trials, medical practitioners, contractors, representatives of the scientific community, etc.), are entitled to their privacy. Sanofi-aventis is committed to protecting their personal data.

- “Personal data” means any information that can be used to identify an individual, whether directly or indirectly (e.g. name, date of birth, social security number, photograph, e-mail address, computer ID).

- Personal data protection gives individuals whose data are held the right to control the collection, processing, use, disclosure and storage of data relating to them.

- These data must be used fairly and for a specific, clear and legitimate purpose, and must only be retained for as long as is necessary for the purpose for which they are processed.

- Because data protection and privacy legislation varies from country to country, and because sanofi-aventis operates across all international markets, we have issued a Group Personal Data Protection Charter, applicable to all our employees throughout the world.

- In Europe, the processing of personal data is governed by a directive that has been transcribed into the national laws of the European Union member states. Transfers of personal data from a European Union country to a third country are regulated. To facilitate transfers of data within the Group, sanofi-aventis has issued a set of “Binding Corporate Rules”, which govern data transfers from a European subsidiary to another Group subsidiary.
Q&A

A friend who does not work for sanofi-aventis has asked me for the e-mail addresses of my colleagues so that he can use them for business purposes. Can I send him a list?

Whenever you disclose information containing personal data, you need to think about protecting that information, because it could fall into other hands. In all cases, you must obtain the consent of the people whose data are held before disclosing their data.
Respect for Health, Safety and the Environment

Protecting our employees’ safety and health, making our sites as safe as possible, and showing respect for the environment.

- Our Health, Safety and Environment (HSE) policy is an integral part of the Group’s overall policy. We insist on the application of rigorous scientific and ethical standards throughout the Group.

- Based on the guiding principles underpinning our HSE policy, sanofi-aventis is committed to:
  
  - Protecting the health and safety of our employees and of everyone with whom the Group has relations, over the short, medium and long term. This involves evaluating, preventing and controlling the physical, chemical and biological risks inherent in our activities. As part of this commitment, we have established expert committees charged with monitoring regulatory, technical and scientific issues, and laboratories with responsibility for the safety of our processes and for occupational health. More generally, our HSE Department is committed to providing employees with training to make them aware of their active role and responsibilities in preventing accidents.

  - Limiting the environmental impact of our activities. More specifically, we have taken steps to limit our emissions of greenhouse gases, the impact of our operations on air quality, and our consumption of natural resources. We have also implemented measures on the treatment of solid and liquid waste, and on the remediation of contaminated soil. In the product development phase, we are committed to using maintenance and optimization techniques to make our processes safer and more environmentally friendly while limiting our use of raw materials.

  - Encouraging our suppliers, manufacturers and subcontractors to apply safety and environmental protection rules, and using application of such rules as a factor in evaluating their performance.
**Q&A**

People sometimes drive recklessly on the site where I work, with no regard for the traffic code. Do these rules apply only on public roads?

Regardless of road safety rules, we owe it to our colleagues to drive carefully, whether in our own car or in a company car. And in the case of company cars, careless driving shows a lack of respect for company property. Sanofi-aventis does not tolerate traffic code violations, as the Group has a duty to provide a safe working environment for all employees at the site. Any injuries or damage caused by someone violating the traffic code could have serious repercussions for that person.
Confidentiality and Protection of Sensitive Information

Protecting sensitive and confidential information.

- Any information that is not in the public domain must be protected, even if there is no formal obligation of confidentiality. This applies equally to information about the Group, about its employees, and about third parties.

- Sanofi-aventis draws its competitive advantage primarily from sensitive scientific, technical and commercial information. This information is of great value to our business, and disclosing it inappropriately or accidentally can not only impair the Group’s competitiveness but also result in malicious acts or unfair competition (counterfeiting, industrial espionage). Risks relating to the pirating of data files, virus intrusions and similar practices are a constant threat and affect all of our employees.

- All necessary measures must therefore be taken to protect such information (on whatever medium it is stored) and to keep it in a safe place. In addition, disclosure of such information may breach confidentiality undertakings given by sanofi-aventis to third parties (such as the owner of a product licensed to us, or a partner in a joint venture with us), or may be a source of insider dealing.

- Sensitive information must therefore be protected. Any situation in which it is proposed to disclose such information outside the Group – even where there is an established course of dealings with a third party – must be examined with care.

- Examples of inside information include information about:
  - financial results;
  - proposed acquisitions or divestments;
  - important clinical trial results;
  - issuance of marketing approval for a new product;
  - losing or gaining a major contract;
  - ongoing litigation.
Practical Guidance

- Ensure that you and others comply with:
  - rules relating to the disclosure, reproduction, retention and destruction of documents and any other data storage media, and the Group Records Management Policy (available on the Group intranet);
  - specific rules on data security and general security, in particular by referring to the Information Systems Usage Charter (also available on the Group intranet).

- Do not disclose confidential information to people outside the Group, and always be careful when having conversations in public places (trains, planes, restaurants, conferences, etc.).

- Before disclosing sensitive information to third parties, consult the Legal Department for guidance on the need for a confidentiality undertaking and/or the Information Systems Department with a view to applying specific data protection measures.

- Report any situation that suggests the protection or confidentiality of sensitive information may have been compromised (e.g. lost documents, unusual requests for information, indications of potential tampering with information systems) to your superior or the Corporate Economic Security Department.

Q&A

At a meeting, someone that I didn’t know introduced himself to me as the head of marketing for an agency that had been hired to run a campaign for one of our products, but had not yet signed a contract with sanofi-aventis. Can I give him information which is still confidential, such as the unpublished results of a new trial of the product?

Until such time as a confidentiality undertaking (or a contract containing a confidentiality and non-disclosure clause) has been signed with sanofi-aventis, neither this person nor his company can have access to sensitive and confidential data about one of our products.
Sanofi-aventis attaches great importance to protecting its image and reputation. This includes the use of web-based social media by its employees, professionally or privately. This applies to all social networking sites (e.g. Facebook, Xing, LinkedIn, Twitter), to blogs, to photo/video sharing sites (e.g. YouTube, Flickr), and to wikis and forums.

Only designated employees are authorized to speak on behalf of sanofi-aventis about our company or its products.

Any use of social media by any sanofi-aventis employee, including any private use, could be attributed to our company and negatively impact its image and reputation. Consequently, any employee who participates in social media must do so in a responsible manner.

**Employees must also remember that:**

- any information posted on the internet may be accessed by anyone from anywhere, and could remain accessible for an unlimited time;
- they could be personally liable for content that they post on the internet.
Q&A

I took some really funny photos of some of my colleagues at the office Christmas party. Can I post them on my personal blog?

Before posting these photos, you should not only ask your colleagues and manager for permission, but also ask the question: by posting them on my blog, what image will I give of myself, my colleagues and my company?
Prevention of Conflicts of Interest

Personal interests of employees and the interests of sanofi-aventis.

- Employees can find themselves in situations where there is a risk that their personal interests will conflict with those of their employer. However, any actual or apparent conflict of interest may create problems and harm the reputation of sanofi-aventis.

- “Personal interests” should be taken in a broad sense, covering not only the interests of the employee him/herself but also those of his/her close associates (whether people or companies). To prevent conflicts of interest, employees must safeguard against situations in which the objectivity of their business decisions may be impaired, and in particular:

  □ **External commitments**

  Employees must inform their superior in advance of any investment in a competitor, supplier or customer, whether by acquiring an equity interest (other than by buying shares in a listed company) or a business activity. Situations of this kind may impair the objectivity incumbent of a Group employees when acting on behalf of the Group.

  While employees are entitled to participate in not-for-profit activities in a personal capacity, they should ensure that this does not create a conflict of interest with the Group.

  We respect the political opinions and personal commitments of our employees, but any expression of such beliefs or commitments must remain personal (i.e. outside working hours and at the employee’s own expense). Consequently, sanofi-aventis employees are formally prohibited from committing the Group to any political activism or demonstration by mentioning the name of sanofi-aventis or by using its headed notepaper, funds or resources. Similarly, sanofi-aventis premises may not be used for personal political activities.

  □ **Personal relationships**

  Employees may have someone close to them whose personal interests are linked to the Group’s activities. In situations where such a link is identified and the objectivity of decisions made by the Group might be challenged, the employee must inform his/her superior of the link before any decision is taken and play no part in the decision-making process.

  □ **Items of value other than purely token gifts**

  When such gifts involve people who work with the Group or want to do so, they can generate conflicts of interest. Accepting a gift may make the recipient feel under an obligation, potentially undermining the objectivity of his or her decisions.

* What is regarded as a “token” gift varies from country to country depending on local legislation, culture and economic environment.
Q&A

My brother runs a company that prints promotional documents and has a reputation for high quality. In my role as manager handling the information campaign for a new product, can I offer him the work, given that his company submitted the best tender?

You must inform your superior of your relationship with this potential supplier, so that the decision can be made objectively and transparently, and you must not participate in the decision process.

Practical Guidance

- Comply with laws and regulations that apply to conflicts of interest, with codes issued by international or local trade associations to which sanofi-aventis belongs (such as IFPMA and EFPIA), and the Group Ethical Purchasing Charter.

- Polite but firmly decline any gift or invitation offered to you that might make you feel under an obligation.

- In some countries, declining a gift from someone with whom you do business may be seen as rude, and may even harm future business dealings with that person. In such cases, you should discuss with your superior how the gift should be handled.

- Assess situations carefully so that you can identify potential conflicts of interest when they arise.

- In situations where a potential conflict of interests is identified, consult your superior, the Legal Department or Global Compliance before making a decision.
Prevention of Insider Dealing

Trading in the company’s shares using sensitive, confidential data liable to influence the share price.

- Insider dealing occurs when a person buys or sells a company's shares while in possession of significant unpublished information liable to influence the value of those shares. It may also occur when a Group employee in possession of significant confidential information exercises an option and/or alters the allocation of his/her investments within the dedicated funds set up in connection with employee share ownership plans (PEG and PERCO).

- The concepts of insider dealing and of the illegal use of inside information have developed substantially in all the main financial markets over recent years. Since sanofi-aventis shares are listed in Paris and New York, both French and U.S. regulations apply. The U.S. Securities and Exchange Commission (SEC) and the French Financial Markets Authority (AMF) both regard the detection and prosecution of insider dealing offences as a priority, and do not hesitate to impose heavy criminal and administrative penalties on those convicted of such offences.

- Insider dealing can occur when shares are bought or sold prior to the announcement of news that could have a positive or negative effect on the market price of shares in sanofi-aventis or in a current or potential partner, and the purchase or sale of these shares is based on inside information in relation to, among other things:
  - financial results;
  - proposed acquisitions or divestments;
  - important clinical trial results;
  - issuance of marketing approval for a new product;
  - losing or gaining a major contract;
  - ongoing litigation.

- The rules on insider dealing apply not only to sanofi-aventis shares, but also to the shares of any third party with which the Group is in negotiations or in dispute. They apply to all employees, whatever their position within the organization.
Q&A

Over lunch in the cafeteria, I overheard some colleagues at the next table talking about a sharp rise in the Group’s quarterly profits that is due to be announced in two days’ time. Can I use this information to buy sanofi-aventis shares before the news is released, and sell them later at a profit?

As explained above, being in possession of this information makes you an insider. This means that you are prohibited from trading in the company’s shares until the information is made public.

Practical Guidance

- Comply with laws and regulations that apply to insider dealing, and refer to the Code of Conduct on the Prevention of Insider Dealing.
- Disclose confidential information strictly on a need-to-know basis (be wary of chain-mails and of conversations in public spaces such as trains, planes, restaurants, conferences, etc.).
- Make sure that third parties with which the Group has dealings safeguard the confidentiality of information supplied to them, in particular by use of confidentiality undertakings or clauses.
- If in doubt, consult the Legal Department before buying or selling shares.
Financial Information and Responses to Enquiries

Principles of transparency and corporate governance in financial matters.

Sanofi-aventis applies the principles of corporate governance and encourages transparency.

Breaches of rules relating to financial information and responses to enquiries may result in substantial fines from financial or other regulators, and may damage the Group’s image and undermine its credibility in the financial markets.

The French Financial Markets Authority (AMF) requires companies and their employees to publish regulated information that is accurate, precise and honest. Financial communication affects not only our image and reputation, but also the price of our shares and the confidence of our investors. This is why any public communication issued by sanofi-aventis must be reviewed and approved in accordance with Company requirements. The type of information involved includes among other things:

- the official financial statements;
- annual reports to the stock market authorities and similar publications;
- information made public by whatever means (press releases, press conferences, conference calls, analyst meetings, public presentations, etc.).

In addition to publication of the Group’s financial statements and the announcement of corporate actions, the public must be informed on a timely basis of any event liable to influence the stock market price of sanofi-aventis shares, such as:

- annual and quarterly results;
- regulatory or administrative approval for a strategic product or a new indication;
- clinical trial results for a strategic product;
- suspension of production or withdrawal of a strategic product;
- developments in lawsuits involving the Group;
- official investigations.

Information about these types of events should be sent to the appropriate sanofi-aventis department without delay so that they can be disclosed to the authorities and the financial markets rapidly. Given that decisions in this area can be complex, authority for decisions on what and when to publish rests solely with the Group CEO, the Published Information Review Committee, and the heads of the relevant Group functions (Communication, Finance, Investor Relations, Regulatory Affairs, Legal Affairs).
Q&A

In my role as marketing manager, I have been approached by a business journalist who wants to interview me for an article about a product for which the clinical trial results have not yet been published. Can I give her information about these results?

If the results have not yet been published and could have an influence on the value of the company’s shares, you must postpone the interview at least until the clinical trial results have been published. Furthermore, you must receive approval from the appropriate sanofi-aventis departments.

Practical Guidance

- Comply with procedures and delegations of powers relating to the dissemination of information within the Group.

- Unless you hold delegated powers, do not publicly disclose financial information or other information liable to influence the sanofi-aventis share price.

- Be careful what you say about sanofi-aventis when outside the company.

- If in doubt, consult your superior, the Communication Department or the Legal Department.
Involvement in Political and Public Life

Corporate social responsibility.

- No employee or representative of sanofi-aventis has authority to commit the Group directly or indirectly to support a political party in any way whatsoever, or to use its association with sanofi-aventis in its political activities.

- The use of sanofi-aventis resources and the granting of donations or financial contributions to support political activities, politicians or electoral candidates (either directly or indirectly, at local, national or international level) are prohibited, unless expressly approved by the Group CEO.
Q&A

I work for sanofi-aventis in a country where it is customary for political parties to seek contributions at election time from companies located in that country. Can I make a contribution to a party in the name of sanofi-aventis?

Even if local legislation allows the funding of political parties by companies located in the country, you cannot make a contribution in the name of sanofi-aventis without the prior consent of the Group CEO.

Practical Guidance

- Do not engage in support to political parties, politicians or electorate candidates in the name of sanofi-aventis.
- If you are involved in political activities, do not act or present yourself as representing sanofi-aventis.
- If in doubt, consult your superior or the Human Resources Department or Global Compliance.
Respect for Free Competition

Promoting free and fair competition.

- Violations of antitrust and competition legislation are punishable by fines and damages for both the company and individuals involved. In some countries, serious violations such as illegal price-fixing or market division are punishable by prison sentences. Competition and antitrust issues may arise from contacts between sanofi-aventis and its competitors, or between sanofi-aventis and its suppliers and customers.

- **Contacts with competitors (horizontal agreements).** Never discuss with our competitors issues relating to:
  - **prices:** price scales, pricing methods, chargebacks, promotional and billing terms, margins, and discounts;
  - **products:** marketing plans and strategies;
  - **production:** industrial capacity, logistics, product quality;
  - **market division:** by region, customer or therapeutic field;
  - **financial information:** cost of goods and services or products, profits, margins;
  - **tenders,** and the intention (or not) to bid for them;
  - **agreements and contracts with suppliers or customers.**

- **Supply chain relationships (vertical agreements).** In most countries, discriminatory practices or boycotts adopted in supply chain relationships (with suppliers and/or customers) are contrary to antitrust or competition law.
Q&A

I've been invited to a hospital medicine sales conference, which is also being attended by a friend who has a similar job to me with one of our competitors. In advance of the conference, I have found out that both our companies intend to submit a tender to the same hospital. Can I discuss the tender with him, at the conference or elsewhere?

You must be very careful in discussing issues relating to pricing and costs with any of our competitors. You should avoid talking about the tender either in a professional context (at the conference) or outside work. Bear in mind the principles set out in this section and do not hesitate to consult the Legal Department to make sure that you are not at risk of violating antitrust or competition law.

Practical Guidance

- Comply with national and international competition and antitrust law and regulations.

- At forums, conferences and other meetings, avoid informal contacts with competitors so that you do not discuss issues that might violate antitrust or competition law. If one or more competitor approaches you about such an issue, indicate your unwillingness to continue with the discussion. Do not hesitate to say that you object to the issue having been raised, and to withdraw from the discussion.

- In case of question or doubt, consult your superior or the Legal Department.
Sanofi-aventis is fully committed to fighting all forms of corruption in every country in which we operate. We expect all our employees not to accept or offer, directly or indirectly, during the course of their duties:
- money;
- gifts;
- services;
- any other benefit;
to or from public officials, politicians, political parties or any other person or organization, with a view to inducing them to do or not do something within the scope of, or facilitated by, their job or position.

In recent years, the fight against corruption has gone global and has been intensified, thanks largely to the tightening of international treaties and national legislation. These regulations are designed to prevent and punish corruption in both international trade and private relationships, and target:
- **active corruption**, where an undue benefit (money, gifts, services, etc.) is offered or promised with a view to inducing a public official or any other person to do or not do something within the scope of, or facilitated by, their job or position
- **passive corruption**, where a public official or any other person solicits or obtains offers or promises of money, gifts, services or benefits to do or not do something within the scope of, or facilitated by, their job or position.

The regulations apply not only to **direct corruption**, but also to **indirect corruption** (carried out by third parties in the name of or on behalf of a company or an individual).

Companies and individuals may be liable for civil and criminal **penalties**, including heavy fines and prison sentences.

In addition, corrupt practices committed in one country may result in **civil and criminal proceedings** not only in that country but also in another country, given the extra-territorial application of some regulations.

Finally, corrupt practices risk exposing their perpetrators (especially companies) to **very significant adverse commercial consequences** (loss of contracts) and to serious reputational damage.
Practical Guidance

- Comply with anti-corruption/bribery legislation and conventions – such as the 1997 OECD Convention and the U.S. Foreign Corrupt Practices Act (FCPA) – in every country where sanofi-aventis does business, and require that contractors do the same.

- Refer to the Group’s anti-corruption recommendations and e-training modules. Comply with the Group’s rules and procedures in your relations with healthcare professionals.

- When dealing with contractors, look out for warning signs of potential corruption on their part. Pay particular attention to:
  - the contractor’s local reputation;
  - contracts, which should clearly stipulate what each party is required to do;
  - terms for the payment of commission in agreements with agents or consultants: watch out for large and unsubstantiated advances;
  - invoices, which should give a detailed description of the services provided;
  - the level of fees, which should be in line with the going rate for similar services.

- If in doubt, consult your superior, the Legal Department or Global Compliance before making any decision.

Q&A

I quite understand that sanofi-aventis cannot offer a gift to a foreign public official. However, could I offer an official a gift paid for out of my own pocket to thank him for his help in obtaining a contract from a government department?

Such a gift would be illegal of whether you pay for it out of your own pocket, or sanofi-aventis pays for it. If you were to provide the gift, you would put both sanofi-aventis and yourself at risk. And given the increased level of co-operation between countries that have ratified international anti-corruption conventions (such as the 1997 OECD Convention), you may be criminally prosecuted in your home country for corrupt practices carried out abroad.
Good Promotional Practices

Complying with high ethical standards when promoting our products.

- In all activities that serve to promote or advertise our products, we are committed to:
  - applying the highest ethical standards to the materials used providing up-to-date, accurate, objective and not misleading, materials that are sufficiently comprehensive to allow for a proper assessment of the quality of the product and for its proper use;
  - ensuring that all promotional materials and product information are based on scientifically proven results;
  - meeting expectations regarding the transparency of relationships between sanofi-aventis and healthcare professionals, patient groups, suppliers and customers.

- More specifically, in our relationships with healthcare professionals, we will comply with:
  - applicable legislation in both the home country of the healthcare professionals and the host country of the event, conference, congresses and scientific events;
  - rules relating to the distribution, tracking and control of requests for and returns of pharmaceutical product samples;
  - the code of the International Federation of Pharmaceutical Manufacturers and Associations (IFPMA), and with regional and national codes applicable in countries where we promote our products to healthcare professionals.
I am a sales representative. Last week, a doctor told me in a meeting that he could significantly increase the volume of his prescriptions of one of our products if I could arrange for him to attend conferences organized by sanofi-aventis as a paid expert more often. Should I agree to his request, and immediately sign a contract with him as a paid expert?

Sanofi-aventis regularly retains upon healthcare professionals to provide expertise that the Group does not have in-house, whether for conferences, publications or studies. Sanofi-aventis must have a legitimate business need for the services to be provided by the health care professional. It is never appropriate for sanofi-aventis to enter a service contract with a healthcare professional in order to influence prescriptions of a sanofi-aventis product. Further service agreements with healthcare professionals are subject to strict procedures and principles (contracting procedure, good promotional practices).
Security in dealings with contractors

Require that third parties observe ethical standards.

- Sanofi-aventis expects all contractors with whom it does business to meet the highest ethical standards in all of their activities.

- **Human rights and working conditions**
  We are particularly concerned that our contractors adhere to the fundamental principles of the International Labor Organization, in particular those relating to child labor, forced labor, working hours, pay, freedom of expression, and equality of opportunity.

- **Health, safety and environment**
  We require our contractors to ensure that their employees work in optimal health and safety conditions, and to operate all their sites in a way that minimizes the impact of their activities on the environment. We obtain assurance that our contractors have effective HSE structures and management systems in place to comply with the laws and regulations in force in the relevant country.

- **Conflicts of interest**
  We require our contractors and suppliers to inform us of any conflict of interest that might affect their performance of contracts or services on behalf of sanofi-aventis.

- **Anti-corruption**
  We require that our contractors comply strictly with national and international anti-corruption laws and regulations, in particular by:
  - conducting appropriate due diligence on contractors, using questionnaires and interviews;
  - inserting specific anti-corruption clauses in contracts and carefully monitoring the relationships with contractors.
I have been asked to devise an internal information campaign about one of our products. During the project, I will be working with a contractor already known to the Group, who has suggested offering my colleagues a unique promotional item which the contractor itself will arrange to have made. I am interested in this idea, but what precautions should I take?

Check with your Purchasing Department whether this contractor usually offers this type of service, and hence is subject to our internal controls. If the contractor has not previously offered this type of service, you should ask whether the item is manufactured by a subcontractor in a foreign country; if so, you should require the contractor to obtain assurance that its subcontractor complies with the legislation in that country and with the Group’s ethical standards contained in the Code of Ethics, and to confirm this in writing.

Practical guidance

- Before entering into a contract, make enquiries about the contractor’s reputation.

- Obtain assurance that contractors are complying with laws and labor conventions.

- Provide contractors with the internal charters and procedures that apply to them, in particular the Supplier Code of Conduct.

- Consult your superior or Global Compliance if you are in doubt or have any questions.

Q&A

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Duty to Inform

Pharmaceuticals and Vaccines.

- Sanofi-aventis has a duty to monitor, adapt and update all information provided to patients about the quality, efficacy and safety of a product. The need to respect and safeguard patients is a key concern throughout the life cycle of a product.

- During clinical trials, product’s characteristics must be analyzed as fully as possible with reference to the latest scientific data. Descriptions of the results must comply with internal standards. In particular, we must provide to healthcare professionals information about the benefits of our healthcare products, but also about contra-indications, precautions for use, and possible side-effects.

- When products are launched on the market, they must comply fully with all the requirements relating to quality, safety and efficacy for the patient.

- The information leaflet must be provided in the local language, and must be as clear, understandable and readable as possible for the patient. It may be written in more than one language provided that the same information is supplied in each language used. It must include all information needed for the proper use of the product and mention known side-effects that may be experienced during normal use, and must advise patients to tell the pharmacovigilance department of the Group, their doctor or pharmacist if they experience any side-effect not mentioned in the leaflet.

- We are keen to take into account – and even anticipate – patient expectations. To this end, we do all that we can to provide information that is relevant, clear and accessible to all, with a view to promoting the proper use of our products. Our concern at all times is to ensure that we meet the highest quality and safety standards.

- Sanofi-aventis participates in awareness campaigns relating to various medical conditions and to the management of these conditions by patients and their families, in association with the full range of players in healthcare (healthcare professionals, government, learned societies, health authorities, patient groups, compulsory and voluntary health insurance providers, etc).

- Concerning animal healthcare products, sanofi-aventis is committed to providing to farmers, animal healthcare professionals and animal owners reliable and regular information. It also ensures that quality and security standards are respected.

Consumer Health Care.

- Sanofi-aventis applies the same compliance and ethical requirements in its Consumer Health Care activities as in its Vaccines and Pharmaceuticals activities.

- We are committed to complying with the laws and regulations relating to the development and promotion of consumer health products.

- We check the quality and safety of all our products. At each stage in the production, manufacturing and marketing process, health and safety tests are conducted to ensure that the substances used cause no harm.

- All information of use to the consumer must be provided on the package labeling, and in any information leaflet or advertising material. We ensure that the information provided on our products is accurate, objective, justified and compliant with current scientific data and applicable laws, so that they are used properly.

- We take note of questions and claims relating to our products, so that we can constantly enhance our quality and safety standards in order to provide quality and satisfaction to consumers.
**Practical Guidance**

- Comply with laws and regulations governing the testing, production, promotion and distribution of the Group’s products.

- Report immediately any problem relating to the quality, safety or efficacy of a sanofi-aventis product, by any means (phone call, letter, fax, e-mail, meeting, etc), irrespective of how serious the problem is.

- If in doubt, consult your superior or the Legal Department.

**Q&A**

*Someone in my family who is using a sanofi-aventis product for a sore throat is complaining of violent stomach pains which she thinks are caused by taking this medicine. Should I tell someone at sanofi-aventis about this straight away?*

Yes. No matter how you become aware of a general problem or any side-effect associated with one of our products, you must tell our Pharmacovigilance Department immediately. More generally, anyone who becomes aware of a problem of this kind should tell their doctor or pharmacist.*
Rights and Duties of Employees

☐ If an employee believes in good faith that a rule or one of the principles laid down in this Code of Ethics has been or is about to be violated, he or she may inform his or her superior or Global Compliance of his or her concerns regarding possible illegal practices or ethical violations, while respecting the rules applicable in the country in which he or she lives or carries out his or her work.

☐ Any employee acting in good faith who has any doubt or suspicion relating to potential illegal or unethical practices in finance, accounting, internal control, in the respect of free competition or the fight against corruption can make use of the Alert Procedure.

☐ In such cases, an employee may contact Global Compliance based at corporate headquarters in France, where a dedicated, secured communication system (telephone, fax and e-mail) has been set up specifically for use by employees:

- **Tel:** +33 1 53 77 41 04
- **Fax:** +33 1 53 77 49 76
- **E-mail:** global-compliance@sanofi-aventis.com

In the United States, in accordance with local regulations and practices, a toll-free external Compliance Helpline has been set up for company employees, who may call the following number at any time:

- **Tel:** +1 800 648 12 97
- **E-mail:** USCorporate.Compliance@sanofi-aventis.com

☐ Employees will not be disciplined or discriminated against provided that they act in good faith, and with no malicious intent, even if the facts reported prove to be inaccurate or no further action is taken.

☐ Global Compliance will investigate the facts reported, with support from other functions (in particular Internal Audit) if necessary.

☐ Individuals whose conduct is reported will be informed as soon as possible, subject to any preliminary investigations that may need to be conducted. They are entitled to the rectification and/or erasure of any data about them that are inaccurate, incomplete, ambiguous or out of date.

☐ Any report that reveals fraud, a significant compliance breach or a significant internal control weakness will be addressed by corrective action and/or disciplinary action and/or legal proceedings.
Practical Guidance

- Comply with laws and regulations, and with the principles contained in the Code of Ethics.

- Refer to the Code and to the Group's core values so that you can act ethically in all circumstances.

- Identify and analyze, in good faith and with no malicious intent, situations and conduct that appear to breach the rules contained in the Code or to expose the Group to unnecessary risk.

- In case of question or doubt, inform your superior, or if necessary use the secured communication systems mentioned above.