

**Sanofi-Aventis U.S. Group Pension Plan (“Plan”)
April 1, 2012 Plan Changes & Section 204(h) Notice Issuance
Supporting Questions & Answers (“Q&A’s”)**

Outlined below are Q&A's in connection with the April 1, 2012 Plan changes and the associated Section 204(h) Notice recently provided to Plan participants.

What is an ERISA 204(h) Notice?

The Employee Retirement Income Security Act (ERISA) was enacted by Congress in the 1970s to protect participants of employer sponsored retirement plans. Section 204(h) of this act requires employers to provide members with advance notice whenever there will be a reduction in future benefit accrual.

How will my pension benefits be affected?

The impact depends upon which of the following three groups you fall into based on your age and service as of March 31, 2012:

Group	Age/Service Criteria as of March 31, 2012
Group 1	Age 55 or greater with at least 10 years of service, <i>or</i> Age 50 or greater with at least 15 years of service
Group 2	Not in Group 1, but age 50 or greater with at least 5 years of service
Group 3	Not in Group 1 or Group 2

For purposes of this grouping, age and service as of March 31, 2012 are each rounded up to the next highest whole year.

I fall into Group 1 - how will my retirement benefits be affected?

There is no impact from this change.

You will continue to earn benefits under your current pension plan formula, subject to the terms of the Plan.

I fall into Group 2 - how will my retirement benefits be affected?

Accruals under the current pension plan formula will cease. Your current accrued benefit will be increased by future inflation adjustments until you terminate employment from the Company.

The retirement benefit you have earned under the Plan based on your service and pay through March 31, 2012 will be determined (i.e. calculated as if you were to separate from service on March 31, 2012). This is your “accrued” normal retirement benefit and is a minimum amount to which you will be entitled at your Normal Retirement Date. For each year that you continue to work for the Company, your accrued benefit will be increased with inflation adjustments. These inflation adjustments will cease when you separate from service with the Company.

I fall into Group 3 - how will my retirement benefits be affected?

Accruals under the current pension plan formula will cease. Your current accrued benefit will be frozen with no future accruals.

The retirement benefit you have earned under the pension plan based on your service and pay through March 31, 2012 will be determined (i.e. calculated as if you were to separate from service on March 31, 2012). This is your “accrued” normal retirement benefit, and is the amount to which you will be entitled at your Normal Retirement Date.

What is Normal Retirement Date?

Your Normal Retirement Date is the date as of which your accrued benefit can be paid in full (i.e. without reduction for early commencement). In general, the Plan's Normal Retirement Date is the first day of the month following attainment of age 65. It is important to note that you will continue to participate under the current provisions of the Plan if you have reached your Normal Retirement Date by March 31, 2012.

Can I still retire early?

The current Plan changes do not affect your ability to retire early under the Plan. The Plan's early retirement eligibility and early retirement reduction factors are not changing. As long as you have separated from the Company you will have the option to commence a reduced pension benefit as early as age 55.

Will the same payment options be available at retirement?

No changes are being made to the payment options that are available under the Plan.

Is there enough money in the Plan to pay pensions? Is the Plan in financial trouble?

These changes are not being made due to concern about the current funded status of the Plan. As outlined in your recent Annual Funding Notice provided to all Plan participants, the Company has met all of its funding obligations under the Plan.

How much will my pension be?

You may visit <https://www.myretirement.sanofi-aventis.us> to obtain an estimate of your current accrued benefit or your estimated projected benefit at some future date.

Beginning on February 9, 2012, the estimated benefit amounts presented on this website will reflect the impact of the April 1, 2012 Plan changes. If you have questions about your pension benefit, continue to contact the Plan's recordkeeper, the Savitz Organization, Inc. at 1-866-236-3411.

Please note that if you are in either Group 2 or Group 3, an estimate of your March 31, 2012 accrued benefit will also be sent to you during the second quarter after you have received your final March 2012 paycheck. Please note that a final determination of your pension plan benefit will be made at the time you elect to commence payment. This final determination will be based on the pension plan's records at that time as well as the Plan provisions then in effect. The Company reserves the right to change future benefits or terminate the Plan at any time.

How do I know which of the three Groups I am in?

You should have recently received an e-mail communication from Savitz indicating which Group you are in. A formal notice was also mailed to your current mailing address. You may visit <https://www.myretirement.sanofi-aventis.us> to confirm which group you are in. You can also call the Plan's recordkeeper, the Savitz Organization, Inc. at 1-866-236-3411.

I think I was placed into the wrong Group. What do I do?

For questions about your Group placement, please contact the Plan's recordkeeper, the Savitz Organization, at 1-866-236-3411. Please note that both age and service are determined as of March 31, 2012 for this purpose. Also note that service is computed in accordance with the Vesting Service rules under the Plan. Finally, note that both age and service are each rounded up to the next highest whole year.

How are age and service calculated for purposes of the Group 1 – 3 placement?

Age for purposes of “grouping” has been determined as of March 31, 2012 and has been rounded up to the next highest whole year.

Service for purposes of “grouping” is based on your Vesting Service, as determined under the terms of the Plan, as of March 31, 2012. Service for vesting purposes generally includes all continuous service with the Company (with some exceptions in the case of certain breaks in service). Note that service is also rounded up to the next highest whole year for determining group placement.

Can the Company change the Plan again in the future?

The Company has no current intentions to make further significant changes to the pension plan in the near term future. Of course the Company reserves the right to amend or terminate the pension plan in the future. In general, Plan amendments cannot reduce the amount of accrued benefit already earned by plan participants as of the effective date of the amendment.

I retired prior to March 31, 2012. How am I affected?

If you retired from the Company prior to March 31, 2012 any benefit entitlement, and associated pension payment, you have under the Plan is unaffected by these changes.

I terminated vested prior to March 31, 2012. How am I affected?

If you separated from service with the Company prior to March 31, 2012 any benefit entitlement you have under the Plan is unaffected by these changes. You are entitled to any vested benefit you earned under the terms of the Plan during your employment.

Are there any other changes being made to the Plan? What about vesting?

All actively employed Plan participants as of February 9, 2012 will become fully vested in their pension benefit as of that date. In other words, if you are an active employee with the Company as of February 9, 2012 you will automatically become vested in your accrued benefit even if you have less than five years of service. (Normally five years of service is required for vesting under the Plan.) This means that even if you leave the Company prior to attaining five years of service you will still be entitled to your accrued benefit.

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How do these changes affect my Cash Balance Plan Benefit? Will I continue to receive Interest Credits?

These changes do not affect your Cash Balance Plan Benefit. Your Cash Balance Account will continue to receive Interest Credits until it is distributed to you. The Interest Credit Rate for 2012 is 3.92%.

How do these changes affect my benefits under the HMR Pension Plan?

The changes do not affect your HMR Pension Plan benefits if you fall under Group 1. Accrual under the current HMR Pension Plan Benefit Formula will cease on March 31, 2012 if you fall under Group 2 or Group 3. If you are in Group 2, the amount of your HMR Pension Plan benefit earned through March 31, 2012 will be eligible for annual inflation adjustments in accordance with the rules described above.

How do these changes affect my benefits under the RPR Pension Plan?

The changes do not affect your RPR Pension Plan benefits if you fall under Group 1. Accrual under the current RPR Pension Plan Benefit Formula will cease on March 31, 2012 if you fall under Group 2 or Group 3. If you are in Group 2, the amount of your RPR Pension Plan benefit earned through March 31, 2012 will be eligible for annual inflation adjustments in accordance with the rules described above.

How do these changes affect my benefits under the Transition Pension Plan?

The changes do not affect your Transition Pension Plan benefits if you fall under Group 1. Accrual under the current Transition Pension Plan Benefit Formula will cease on March 31, 2012 if you fall under Group 2 or Group 3. If you are in Group 2, the amount of your Transition Pension Plan benefit earned through March 31, 2012 will be eligible for annual inflation adjustments in accordance with the rules described above.