2008 SUSTAINABILITY REPORT SANOFI-AVENTIS

"Our ambition is to become a diversified global healthcare leader, focused on patients' needs"

sanofi aventis

Because health matters.

Summary

This report was designed according to the Global Reporting Initiative (GRI) 3 Guidelines. The index below lists the indicators that were used. The application of the materiality principle is presented on page 4.

MESSAGE FROM THE CEO

CHRISTOPHER VIEHBACHER,
CHIEF EXECUTIVE OFFICER OF SANOFI-AVENTIS

TAKING ACTION FOR HEALTH MEANS TAKING ACTION TO HELP PEOPLE

Today the pharmaceutical industry's business model needs to change. This is necessary for ethical reasons: we cannot be satisfied with providing healthcare to only 20% of the population. It is also necessary for business reasons: pharmaceutical sales are concentrated on a few markets (North America and Europe), which are very vulnerable to patent expirations. On average, a medicine is marketed for twelve years, which means that all pharmaceutical companies will have a significant portion of their net sales exposed to generic competition over the next five years.

This is why my ambition is to make sanofi-aventis a global healthcare leader, with diversified business activities in addition to medicines as a way to meet patients' needs worldwide.

Research and development is the starting point of our business. Innovation, the very core of our company, has to enable us to develop product offering and patient services with high added value. While patients have a wide choice of treatments today, we have completely re-evaluated our product portfolio by taking into account their point of view.

Healthcare needs across the globe are highly diverse, which calls for us to diversify our product offering. This explains our interest in consumer healthcare (OTC) medicines, vaccines and generics, as well as medical devices – with a portfolio that will naturally vary according to regional and global needs.

We are leaders in vaccines, which is an important business activity in more ways than one. From the viewpoint of both patients and payers, there is no better healthcare investment than prevention and our portfolio contains vaccines to prevent diseases that affect emerging countries. From the company's viewpoint, this business is important because the vaccines sector requires very large investments, which means there are a limited number of players in this market.

Consumer healthcare products (OTC) and generic medicines represent another source of sustainable growth. These solutions are accessible to people with limited resources. We are going to build on our expertise to reach other markets, thus exploring new sources of growth.

For those people most in need, sanofi-aventis does more than simply donate medicines; for example, in some countries we have a differentiated pricing policy. We have committed extensive human, scientific and financial resources to the fight against malaria, tuberculosis and sleeping sickness, as well as neglected tropical diseases.

The global environment is changing and the pharmaceutical industry's traditional business model must keep pace. We will find the means to bring about such change through a far-reaching examination of our corporate model and ways to generate more sustainable growth.

With this goal in mind, we are launching transformation projects to identify possible growth drivers, along with the skills and resources we will need to realize them.

Chris Viehbacher,
Chief Executive Officer

Our sustainability approach and challenges

With the ambition of becoming a global and diversified healthcare Group, sanofi-aventis must meet numerous stakeholder expectations and live up to important ethical, social and environmental responsibilities. This section presents the Group's business and sustainability challenges related to its activities.

I.1 GROUP PROFILE

Committed to serving patients, sanofi-aventis possesses fundamental advantages in the healthcare field, beginning with a large product portfolio and an international presence. The Group's ambition is to become a diversified, global healthcare leader based on product offerings determined by patient needs.

With sales of 27.6 billion euros in 2008, a global presence balanced between traditional and emerging markets and nearly 100,000 employees working in over 100 countries, sanofi-aventis offers a broad portfolio of pharmaceutical products including prescription drugs, over-the-counter (OTC) products and generics. The Group is also world leader in vaccines.

The strategy pursued by sanofi-aventis, which is defined by patient needs, is based on three areas to reach the Group's objectives and assure a foundation for sustainable growth:
– increasing innovation in research and development;
– adapting Group structures in accordance with future challenges and
– seizing opportunities for external growth.

In 2008, the Group invested approximately 4.6 billion euros in research and development, representing 16.6% of sales. As of February 11, 2009, 65 projects (Pharmaceuticals and Vaccines) were in various phases of clinical development.

I.2 THE GROUP'S SUSTAINABILITY APPROACH

Being a global healthcare leader involves working for social progress, economic development and respect for the environment.

Sanofi-aventis adopts a sustainability approach that places the patient at the center of our business activities, corporate social responsibility commitments and environmental performance. It aims to meet patient needs and expectations while seeking a balance between access to healthcare, innovation, respect for intellectual property rights and the sustainability of healthcare systems. This approach takes on full significance when seen alongside the Group's strategy and values, within a context of improvement and long-term performance.

In practical terms, the Group's sustainability approach is based on four key areas: Patient 21, Ethics 21, People 21 and Planet 21.

The Group Sustainability Department, which coordinates this approach, leads implementation across all functions and collaborates with a committee of representatives from each central function and region. The members of this committee, who interface with the Group Management Committee, are the driving force behind the cross-functional networks that, in numerous countries, work at the local level to help improve awareness and motivate all employees about sustainability. Also, thanks to these representatives, best practice initiatives can be shared illustrating individual buy-in.

In 2008, sanofi-aventis' sustainability performance was recognized and rewarded by being included on the leading global indices that assign ratings for Corporate Social Responsibility (CSR) performance.

Dow Jones Sustainability Indexes Member 2008/09

FTSE4Good

ASPI ADVANCED SUSTAINABLE PERFORMANCE INDICES

INCLUDED IN ETHIBEL SUSTAINABILITY INDICES EXCELLENCE EUROPE & GLOBAL

I.3 THE KEY CHALLENGES OF SUSTAINABILITY

The key challenges were identified by the materiality test described in the Global Reporting Initiative. These challenges helped determine the Group's priority initiatives, some of which are described in this report.

CHOOSING TOPICS AND INDICATORS

To determine the topics to be included in this report, the materiality test described in the Global Reporting Initiative[1] (GRI) standard and the AA 1000 SES[2] standard was revised by the firm Utopies[3]. The test consisted of analyzing:

- the local and international regulatory context;
- the 2007 sustainability reports from other pharmaceutical companies and codes of conduct in order to identify the issues that are considered relevant within this sector;
- performance indicators recommended by the GRI G3[1] guidelines;
- the most widely recognized codes across the sector applicable to multinational groups (UN Global Compact, Organization for Economic Cooperation and Development [OECD] Principles[4]; Business Leaders Initiative on Human Rights [BLIHR][5], etc.);
- questionnaires from the major non-financial rating agencies and
- expectations expressed by stakeholders (non-governmental organizations, consumer advocacy groups, ethical investors, etc.) that are accessible through various publications (reports, Web sites), as well as campaigns and direct questions.

For more information, see

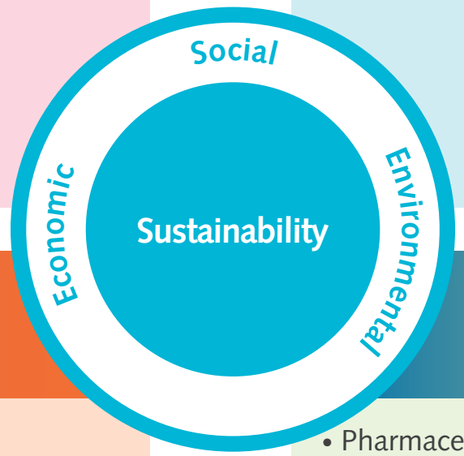
(1) www.globalreporting.org
(2) www.accountability.org.uk
(3) www.utopies.com
(4) www.oecd.org
(5) www.blihr.org

Patient 21:
the patient at the center of the Group's business activities

- Access to healthcare, medicines and vaccines.
- Product quality and safety, the fight against counterfeit drugs.
- Pharmacovigilance.
- Socio-economic value of innovation.
- Research on unmet medical needs, rare diseases and diseases affecting low-income populations.
- Cooperation with public authorities.
- Patient information.
- Sustainability of healthcare systems.

People 21:
employees and local communities

- Responsible management of organizations.
- Social dialogue.
- Occupational health and safety.
- Diversity.
- Compensation and social protection.
- Developing talent and careers.
- Local economic development.



Ethics 21:
ethics in action

BUSINESS ETHICS
- Respect for human rights.
- Stakeholder relations.
- Fight against corruption.
- Good corporate governance rules.
- Responsible marketing.
- Responsible purchasing.

ETHICS IN RESEARCH
- Innovation.
- Bioethics.
- Use of laboratory animals.
- Clinical trials.
- Biopiracy.

Planet 21:
environmental performance

- Pharmaceuticals in the environment and their packaging.
- Protecting the atmosphere and the struggle against climate change.
- Water and waste management.
- Protecting natural resources and biodiversity.
- Soil protection.
- Controlling industrial risks in connection with the environment.

A proactive strategy

Sanofi-aventis considers sustainability to be a vital and ongoing part of fulfilling our mission. This is reflected in the policies and resources mobilized across all Group functions to continuously improve our ability to meet patients'needs and the challenges of our industry.

II.1 CURRENT SITUATION AND BUSINESS STRATEGY

The economic balance of the healthcare sector must be based on its ability to meet patients' and regulators' expectations by developing therapeutic innovations while controlling treatment costs and the social, societal and environmental impacts of our business activities. In return, the authorities must provide the pharmaceutical industry with a stable legal framework that allows them to invest massively in research and development (R&D) while limiting related financial risks.

Today, this balance is becoming increasingly unstable: on mature markets, the authorities are more demanding in their interpretation of the risk/benefit ratio of medicines, patent protection is growing more uncertain and reimbursement policies are more restrictive. In emerging markets, it is becoming absolutely necessary to facilitate access to treatments for as many patients as possible, without relying on established healthcare systems.

In order to meet these challenges, sanofi-aventis must transform, so that we can continue to place the patient at the center of our business strategy. The Group can rely on a diversified portfolio to accomplish this: innovative medicines and vaccines, mature products, generics and over-the-counter (OTC) products.

To become stronger in the coming years, the Group's strategy focuses on developing new growth platforms as a global and diversified player in the healthcare field. The Group is redefining its R&D model, by developing outside partnerships, while making targeted acquisitions to gain greater flexibility and develop areas of innovation that respond to patient needs as well as other stakeholders. The Group is committed to developing new economic models, especially to increase our presence in developing countries.

II.2 LIMITING AND PROTECTING AGAINST RISK

The evaluation of opportunities and financial risks is a constantly changing field. Over the last ten years, increasing attention has focused on topics relating to businesses' corporate social responsibility. New regulations[1] make it necessary to implement standardized procedures to enable risk monitoring. Analysts are beginning to assess the financial impact of corporate social responsibility and environmental performance in certain key areas. Businesses are also trying to measure the return on investment associated with their sustainability policy. This section describes the corporate social responsibility and environmental challenges that the Group considers important today. In addition, sanofi-aventis is carefully tracking these various issues, anticipating any new or emerging trends.

II.2.1 PROCESSES FOR RISK IDENTIFICATION, ASSESSMENT AND MANAGEMENT

As is indicated in the French *Document de Référence 2008* under section 3.2.1, "Chairman's report", and in compliance with article 404 of the Sarbanes-Oxley Act as well as obligations pursuant to the application of French law, the Group has implemented an approach for financial risk identification, assessment and management to ensure internal control over financial reporting.

Internal procedures established by the Group for financial risk identification and monitoring, including off-balance sheet commitments as well as the significant risk evaluations, are described in detail in the Chairman of the Board of Directors report concerning corporate governance and internal control, section 3.2.1, "Chairman's report".

In addition, the primary identified risks are subject to regular reviews, which are presented to the Board of Directors Audit Committee. In 2008, specific presentations were made concerning situations involving material litigation, the environment and tax issues, as well as quality assurance for clinical trials.

The important factors that could lead to significant differences between sanofi-aventis' business, research, financial and operational results as well as forecasts are described in the *Document de Référence 2008,* section 3.1.10 "Risk factors" beginning on page 141. In addition to these risks, sanofi-aventis may be exposed to other risks not considered major by the Group or which are currently unknown.

(1) See the Sarbanes-Oxley Act (SOA) in the United States, the Nouvelles régulations économiques *(NRE) and the* Loi de sécurité financière *(LSF) in France and the 2004 debate on the Operating and Financial Review (OFR) in the UK.*

SIGNIFICANT RISKS

In addition to market-related risks, there are other risks concerning corporate social responsibility and environmental issues.

Risks relating to legal matters

Our operations and results could be adversely affected if sanofi-aventis is unable to defend its intellectual property rights. Therefore, the Group's success depends on effectively protecting our intellectual property rights and our patents.

The pharmaceutical industry is under increasing scrutiny by United States and European authorities, which accentuates the Group's exposure to what may be significant risks.

For example:

– product liability represents a risk for the pharmaceutical industry's activity insofar as product liability claims may be introduced, such as class action lawsuits in the United States and
– the marketing of our products is heavily regulated and alleged failures to comply with applicable regulations could subject us to fines, penalties and injunctive or administrative remedies, potentially leading to the imposition of additional regulatory controls or exclusion from government reimbursement programs, as well as civil lawsuits for damages. The relevant authorities may thus conduct inquiries or investigations concerning adherence to applicable rules in the compliance and antitrust areas.

Risks relating to sanofi-aventis' business

These risks primarily concern the difficulty of renewing our product portfolio in order to replace products whose patents or regulatory exclusivity are due to expire. In addition, the Group must anticipate risks concerning product manufacture and distribution, those relating to counterfeit products and risks in connection with reimbursement policies decided by governments or payers.

A pharmaceutical company's performance depends in part on the conditions for drug reimbursement. Governments and the public expect businesses to bring to market innovative products that meet major public health needs. They also depend on marketing medicines at reduced prices and generic products to help maintain the economic balance of healthcare systems. The pharmaceutical industry is criticized for taking an incremental approach to innovation producing neither major therapeutic improvements nor healthcare savings. In light of this situation, there is growing pressure about pricing and reimbursement due to the following: cost controls imposed in many countries, reduction of reimbursements for certain products and increasing difficulty in obtaining a satisfactory reimbursement rate.

To meet these challenges and expectations today, the Group offers a broad portfolio of prescription, generic and over-the-counter (OTC) products, which help to control healthcare system costs. In addition, sanofi-aventis has a specific approach to production and commercialization for emerging markets.

Industrial risks relating to the environment

This area focuses on the utilization of hazardous substances, site remediation and compliance costs.

As a result of its active pharmaceutical production activities, the Group may have risks related to accidental emissions or an industrial incident that could lead to damages, fines and operating losses. Unexpected soil contamination may be discovered on an industrial site, leading to environmental liability. This situation may concern sites that the Group has owned for many years or sites that were acquired or sold, for which the question of liability may lead to disputes.

Lastly and more generally speaking, when it comes to monetary investments, it is important to be prepared to react in response to rapidly changing environmental regulations.

For more information, see

– 2008 Form 20-F, pages 3-12
– *Document de Référence 2008:* section entitled *Facteurs de risque*, pages 141-152 and section entitled *Identification, évaluation et gestion des risques*, pages 172-175 and
– Form 20-F Item 15, page 167.

EMERGING CHALLENGES

The Group actively monitors new developments connected with its environmental and corporate social responsibilities, even in areas where financial analysts have not established a direct link to the Group's financial performance.

As is true for any company, sanofi-aventis must maintain its "right to operate" in local communities where Group sites are located. To this end, the Group must control its direct corporate social responsibility and environmental impacts (making the most positive and the least negative impact), respect ethical rules and create employment opportunities.

Among the social and environmental challenges, four are prominent for stakeholders:

Patient 21: The right to health

This issue especially concerns healthcare access and treatments for low-income populations. The World Health Organization (WHO) recommends promoting access to pharmaceutical products worldwide, under certain conditions, by demonstrating flexibility regarding intellectual property rights. This major issue offers an important opportunity for the sector to develop in new markets, yet it also poses the risk of criticism for not responding fast enough. In this field, the Group has established specific programs targeting major diseases that affect developing countries and in which the Group has therapeutic expertise. These programs include specific R&D investments to develop adapted and non-patented products, sales at differentiated prices and drug and vaccine donations. The programs are described on pages 14 and 18.

Ethics 21: Marketing practices

Healthcare professionals and other stakeholders expect pharmaceutical companies to provide reliable product information that facilitates competition without promoting the overuse of medicines. Some observers and patient organizations denounce pharmaceutical companies' marketing practices. Beyond the risk to the sector's reputation, this pressure is increasing due

to the current trend among governments to promote generics, while no longer reimbursing certain medicines. In this context, the implementation of responsible marketing rules such as those established by sanofi-aventis (page 24) provides an opportunity to maintain a climate of trust with the authorities, prescribing physicians and patients.

People 21: Employees' health

Employees' health risks represent one of the primary reasons for collective legal action in the United States and Europe. Today there is growing interest in understanding the relationship between chronic disease and the working environment. In light of this situation, protecting and monitoring employees' health is not only a matter of preventing absenteeism and demonstrating concern for employees; it is also a way to prevent financial and legal risks. The Group has adopted a specific system to address this issue, described on page 31.

Planet 21: Combating climate change

Various risks related to tightening environmental regulations are analyzed in the *Document de Référence 2008*. Greenhouse gas emissions are a primary concern. At the end of 2008, the European Council adopted the "Climate and energy package", setting new quotas by sector, which will have a financial impact on businesses. In fact, this emerging issue goes beyond the European regulatory framework because other countries could adopt restrictive regulations, due in part to the new United States Administration. On the topic of greenhouse gas emissions, the Group's sound performance gives it a quota surplus, which is explained in greater detail on pages 34-35.

II.2.2 PROTECTING AGAINST RISKS

The sanofi-aventis Insurance Department develops solutions to limit certain random risks and to offset these risks either partially or completely over time through financial means.

The following risks are considered insurable: traditional risks, such as shipping by sea or land, liability insurance for operations and delivered products, fire and related operating losses. Additionally, risks that are more specific to the pharmaceutical industry include: risks inherent to clinical trial management throughout the world, cold chain management for the transport of medicines and vaccines and production line management as well as medicines and vaccines packaging developed in many different languages for use worldwide.

Establishing insurance programs to cover these risks clearly depends on actions taken at every level, from the early stages of research and development, through manufacturing and distribution:

– protection of goods management, regardless of the amounts and types of protection, makes it possible to limit the impact of an incident by protecting investments made within a company. The direct financial consequences of such an incident are therefore reduced and the related operating loss is largely offset by insurance coverage and
– risk prevention management, whether or not it can be insured, makes it possible to limit the risk impact and to integrate all actions coordinated within the company.

Insurance plays a catalysts' role to finding solutions by taking into account the portion of transferred risk that may or may not be borne by the company. When insurance policies are negotiated, the terms and conditions of coverage offered by insurers and the quality of protection and prevention are important and decisive factors.

For more information, see

– *Document de Référence 2008*, section entitled *Assurance et couverture des risques*, pages 97 and 98
– 2008 Form 20-F, pages 64-65 and
– www.sanofi-aventis.com

II.2.3 CRISIS MANAGEMENT

ONE PROCEDURE, FOUR OBJECTIVES

The procedure for managing a crisis (event or series of events that occur suddenly and abruptly) is designed to meet four objectives:

– anticipating the development of crises using alert management principles;
– preparing teams to react quickly and efficiently using crisis management principles that are clearly understood by everyone;
– facility maintenance, training initiatives and awareness-raising and
– providing for immediate mobilization, both individual and collective.

Procedure implementation is decentralized among the Group's two business activities, Pharmaceuticals and Vaccines and its four functions: Industrial Affairs, Research and Development, Pharmaceutical Operations and administrative functions.

THE IMPORTANCE OF DECENTRALIZED MANAGEMENT

At the start of any crisis it is essential to determine the level at which it will be operationally managed (e.g., site/country/region/function/business activity/Group). The head of the crisis management team must also be designated. Once the unit head has been named, he or she designates team members, who are chosen based on their knowledge of the crisis type and their ability to involve the department management they represent. They must ensure that any decision taken is compatible with department policies, imperatives and priorities that they are responsible for and, if necessary, mobilize its resources.

Training and awareness are decentralized at the Group's business operations and functional levels. They include training about the Group's crisis management procedure and, for each responsible organization (site, country, region, function, business activity), two simulations per year to test alert management procedures.

THE NEED FOR FEEDBACK

After every crisis, a "crisis management assessment" is carried out to provide feedback about the experience. This assessment must be available within six weeks following the end of the crisis and suggests improvements to the crisis management procedure, or recommendations concerning how the Group's organizations should put the procedure into practice.

II.3 A PROACTIVE APPROACH

This section presents the organization and policies sanofi-aventis has implemented to meet the major challenges of sustainability and the forms of dialogue adopted with the Group's stakeholders.

II.3.1 INTERNAL POLICIES AND THEIR IMPLEMENTATION

Sanofi-aventis addresses issues identified as being important for the pharmaceutical sector through a series of policies, procedures and initiatives that respect cultural and legal environments in the countries where the Group operates.

The Group adheres to international codes, rules and principles such as those of the principles of the Universal Declaration of Human Rights (UDHR), the International Labor Organization (ILO), the United Nations Global Compact and the Organization for Economic Cooperation and Development (OECD). Moreover, sanofi-aventis respects the international rules specific to our industry, in particular with regard to clinical trials, observational studies, animal testing, promotional practices and medicines and vaccine donations.

In addition to these external codes and standards, a set of principles and policies applicable to the entire Group was defined. The most important of these are listed in the table below.

INTERNAL POLICIES	PRINCIPLES
Code of Ethics	In adherence with the Universal Declaration of Human Rights, this Code defines the principles of corporate governance and the rules of individual behavior, especially with regard to the fight against corruption, competitive practices, transparency and respect for individuals.
Code of Financial Ethics	Principles guaranteeing the exhaustive, precise and objective nature of financial information published by the Group in compliance with regulations issued by the relevant administrative authorities or any other public or private body with regulatory powers regardless of where they are located in the world.
Internal Audit Charter	Principles describing the responsibilities and goals of internal audit as well as the related professional and ethical rules intended to provide Senior Management with reasonable assurance concerning the level of control over Group operations.
Social Charter	Principles forming the common underpinning of human relations associated with social dialogue, social protection, occupational health and safety working conditions, professional training and non-discrimination within the Group.
Good Promotional Practices	Sales representatives apply these rules when dealing with prescribing physicians or patients to ensure that the Group provides them with all necessary information for the proper use of the medicine in question. These rules comply with the requirements of the World Health Organization (WHO) and the IFPMA (International Federation of Pharmaceutical Manufacturers & Associations).
Ethical Charter for Purchasing	Rules defining the attitudes and behaviors Group buyers adopt in matters of potential conflict of interest, accepting gifts from suppliers and confidentiality. Within the scope of the supplier selection process, they include the evaluation of their sustainability policy, hygiene, security, environment and citizenship.
Suppliers Code of Conduct	Compliance with this Code of Conduct establishes the commercial relationship between the supplier and sanofi-aventis. The Code describes the conditions that Group suppliers must respect in terms of human rights, working conditions, the environment and the fight against corruption.
Charter on the humane care and use of laboratory animals	Rules governing the conditions for using laboratory animals. They include seeking alternative methods as well as the routine implementation of the best standards by the Group, its partners and subcontractors.
General principles with regard to the ethical use of human biospecimens	Bioethics rules governing the conditions for the use of human biospecimens and guaranteeing donors' rights.
Data Protection Charter	Internal rules concerning the collection, processing, utilization, distribution, transfer and storage of personal data in order to ensure an adequate level of protection.
Health, Safety and Environment (HSE) Policy	Guidelines outlining the Group's scope of action to safeguard the health and safety of employees and outside partners and to protect natural resources and the environment.
Humanitarian Sponsorship Charter	Principles defining the selection criteria and conditions of implementation of humanitarian sponsorship projects supported by the Group, through all affiliates worldwide. These projects encompass partnerships and the donation of medicines and vaccines to NGOs, associations and institutions.

For more information, see
http://sustainability.sanofi-aventis.com

II.3.2 COMMITMENT TO STAKEHOLDERS

Sanofi-aventis conducts its business activities in close collaboration with numerous stakeholder groups, encompassing many different partners and organizations both inside and outside the company. The table below presents the Group's means of communication, dialogue and consultation, as well as its partnerships.

STAKEHOLDERS	COMMUNICATION	DIALOGUE/CONSULTATION	PARTNERSHIPS*
Employees	• in-house communication tools (newsletter, Internet, special events) • awareness-raising initiatives (sustainability week, sustainability newsletter)	• dialogue with employees, employee representatives and trade unions • direct expression forum • raising awareness about sustainability	• support for employees' individual projects (spin-offs, NGOs, etc.)
Patients	• dedicated Web sites • brochures and reports • communication about clinical trials	• dialogue/consultation panels with patients and patient organizations	• information (prevention, screening, treatments) and support for patients and their families
Citizens	• dedicated Web sites • brochures and reports • clinical trial communications	• forums for dialogue and consultation	–
Healthcare professionals	• newsletters • special Web sites • scientific publications • medical sales calls and sales visits to pharmacists	• working groups • scientific meetings • expertise and guidance throughout drug development	• training • clinical trials
Regulatory authorities and agencies	• pharmacovigilance • communication about the Group's corporate strategy and policy	• compliance with standard practice (ex: registration dossier assessment, inspections) • expertise and guidance throughout drug development • prescription guidelines, negotiating prices and reimbursements	• research partnerships • providing medicines and vaccines at no cost/low cost for populations in developing countries • prevention and management of health crises
Other pharmaceutical groups	–	• representation on pharmaceutical industry organizations	• research partnerships • joint ventures
Suppliers	• suppliers Code of Conduct	• raising awareness about human rights, working conditions and respect for the environment • evaluation	• improvement plans
NGOs	• brochures, reports, Web site • customized information sessions	• multi-stakeholder associations • answering questionnaires • participation in forums	• providing medicines and vaccines at no cost/low cost or selling at differential prices • awareness-raising, prevention and training initiatives for NGOs
Rating agencies	• brochures, reports, Web site	• answering questionnaires/ occasional requests	–
Investors	• quarterly financial results • annual and half-year reports • Web site	• financial events/meetings of analysts • special meetings • answering questionnaires/occasional requests • roadshows	• conferences for the financial community
Individual shareholders	• letter to shareholders • individual shareholder handbook • annual review • Web site	• individual shareholders' advisory committees • specific meetings in France • general meeting • individual shareholder fairs in France and the United States	–
Local communities	• brochures and reports • open houses • special events	• panels of local residents • dialogue with local authorities	• local development initiatives (humanitarian sponsorship, governments, NGOs, etc.)

** A partnership is defined as an active association of various stakeholders that, while retaining their independence, accept to combine their efforts to work toward a shared goal in connection with a clearly identified problem or need.*

II.3.3 INSTITUTIONAL RELATIONS

The pharmaceutical industry business model is highly dependent on regulatory frameworks and decisions by administrative and legal authorities. This is especially true of the rules governing research, the procedures to obtain marketing authorization and intellectual property protection and reimbursement policies, which have a decisive influence. In this field, changes to the regulatory landscape clearly have substantial consequences for a number of social and environmental issues: ethics in research, therapeutic advances, access to treatment, etc. For this reason, observers expect pharmaceutical companies to be transparent about their lobbying activities and the positions they take on specific issues.

Sanofi-aventis develops and maintains relationships with the institutions that draft and enforce the various industry regulations. The goal is to provide information they need and enable them to become familiar with the Group's positions for the sake of clarity and transparency.

The Institutional and Professional Relations Department includes about 15 people based in Paris, Brussels, Geneva and Washington, DC. They coordinate and support the network of Public Affairs departments within Group affiliates, as well as consulting initiatives. The Department carries out its mission in a context of transparency and in accordance with strict ethical rules (respect for individuals and the mandate they fulfill, refusal of practices that run counter to business ethics).

Included in the Group's objectives are the pursuit of general interests and the development of mutually beneficial solutions, for example, within the scope of public-private partnerships. This direct presence is supported by a strong commitment to participate in key professional federations representing the pharmaceutical industry at national, European and international levels.

This table offers a glimpse at the Group's primary contributions (excluding vaccines).

Organization	Group contribution in 2008	Decision center
General lobbying, US*	5,100,000 USD	Washington
LEEM (1)	3,800,000 EUR	Paris
EFPIA (2)	260,000 EUR	Brussels
IFPMA (3)	230,000 USD	Paris

** In accordance with the Lobbying Disclosure Act of 1995, sanofi-aventis US Inc. reported US $ 5.1 million lobbying expenditures to the US Congress in 2008. This covers costs of remuneration for all employees engaged in lobbying activity, including those who engage in research, planning, preparation and support for lobbying, and all employees registered to lobby the US government, the use of lobbying consultants, the costs related to lobbying activities, including office overhead, and the portion of trade association dues associated with federal lobbying.*
(1) The French pharmaceutical companies association (France).
(2) European Federation of Pharmaceutical Industries and Associations.
(3) International Federation of Pharmaceutical Manufacturers & Associations.

The key focus in 2008 concerned major debates within structures that are linked to the United Nations, in particular issues such as counterfeit drugs, intellectual property, patient information, pharmacovigilance and the future of the pharmaceutical sector.

For more information, see
http://sustainability.sanofi-aventis.com

Performance

In 2008, sanofi-aventis organized its sustainability approach around four key areas in accordance with the United Nations "Agenda 21" strategy. These areas highlight the Group's responsibility as a global healthcare company: responding to patients' needs with "Patient 21", guaranteeing ethics in business conduct and research with "Ethics 21", upholding social commitments with "People 21", and limiting environmental impacts with "Planet 21".

For each of these focus areas, the Group's actions and programs have continuously improved, while new initiatives have also been launched, especially with regard to the fight against counterfeit drugs, promoting diversity, responsible marketing and purchasing practices.

These programs and actions, as well as the results we obtained in 2008, are described in the following pages.

III.1 PATIENT 21 – THE PATIENT AT THE CENTER OF THE GROUP'S ACTIVITIES

The rationale of Patient 21 is to develop sanofi-aventis' social contract with patients, patient organizations and the general public today and tomorrow.
In 2008, the Group expanded its Access to Medicines programs to reach new populations and developed pilot mental health programs. We forged new partnerships with patient organizations and also intensified our efforts to combat counterfeit drugs.

III.1.1 COMMITTED TO ACCESS TO HEALTHCARE, MEDICINES AND VACCINES

Some 80% of the global population has no access to appropriate healthcare. In response to this issue, sanofi-aventis has taken proactive steps to make access to healthcare an important part of our strategy.

CHALLENGES FOR THE PHARMACEUTICAL INDUSTRY

The obstacles impeding the right to healthcare for all include poor infrastructures (lack of distribution channels and healthcare personnel in developing countries). Additional barriers consist of economic constraints that slow the development of treatments adapted to neglected diseases, or which limit access to healthcare for the most disadvantaged populations, even in industrialized countries.

In the case of off-patent and inexpensive medicines, pharmaceutical industry initiatives often consist of humanitarian sponsorship and awareness-raising. When it comes to medicines to treat diseases that specifically affect developing countries, pharmaceutical companies have an important role to play, in particular to treat major pandemics (such as HIV/AIDS) and so-called neglected diseases (parasitic, viral and bacterial diseases). With local perspectives growing increasingly diverse, stakeholder expectations (governments, international institutions, NGOs, the media) are now focusing on the commercialization of less expensive medicines, the promotion of generics and increasing R&D efforts to provide more effective treatments.

The table below briefly summarizes the access issues, the types of possible initiatives and stakeholders'expectations.

ACCESS TO TREATMENT ISSUES	DISEASE EXAMPLES	POSSIBLE INITIATIVES AND STAKEHOLDERS' EXPECTATIONS
Off-patent and inexpensive medicines: multiple factors contribute to problems of access and the price of the medicines often plays a secondary role.	Infectious and parasitic diseases, diarrhea, ear, nose and throat (ENT) diseases, various types of pain, etc.	• support for training, treatment infrastructures and distribution • costs by manufacturing in developing countries • production and technology transfer • production of generics
Medicines associated with diseases that specifically affect developing countries: the cost of treatment and the lack of R&D for specific diseases may constitute one of the primary obstacles. It is not possible to contemplate a return on investment for these diseases that are absent from or rarely seen in developed countries.	Malaria, tuberculosis, sleeping sickness, leishmaniasis, schistosomiasis, Guinea worm disease, etc.	• fund R&D including partnerships to improve and discover treatments • waive patents • sell at differentiated prices including "at cost" and/or subsidies • support for training, treatment infrastructures and distribution
Patented medicines associated with serious diseases affecting both developed and developing countries: the price of medicines may represent a substantial obstacle; patents prevent the commercialization of generics and limit differentiated pricing policies.	Cardiovascular diseases, cancer, diabetes, psychiatric diseases, HIV/AIDS, respiratory illnesses (asthma, allergies, etc.).	• differentiated pricing policy • waive patents in the poorest countries • support for training, treatment infrastructures and distribution

For more information, see
www.who.org; www.accessmed-msf.org; www.care.org

SANOFI-AVENTIS' POSITION AND CONTRIBUTION TO ACCESS TO MEDICINES AND VACCINES

The Group's position on the right to health and intellectual property

Sanofi-aventis considers access to medicines as an integral part of access to healthcare, which is included in the broader right to health. To ensure these rights, a fair and effective balance must be found between satisfying patients' needs and expectations, innovation, respect for intellectual property rights and sustainability of healthcare systems. Sanofi-aventis collaborates actively with establishing the right to health for all populations through initiatives within the framework of our Access to Medicines policy. At the same time, the Group advocates the application of principles and rules established by international agreements from the World Health Organization (WHO) and World Trade Organization (WTO).

The Group's contribution

Sanofi-aventis has introduced specific programs to combat two of the three major pandemics affecting developing countries: malaria and tuberculosis. For the third, the Group does not have HIV/AIDS treatments but is developing an HIV vaccine, currently in clinical trials.

In addition, sanofi-aventis has developed programs for the most neglected tropical diseases through partnerships with the WHO (sleeping sickness, leishmaniasis, Chagas disease and Buruli ulcer) and for chronic diseases that are often ignored in developing countries, such as epilepsy and, more recently, mental health (to date, specifically for severe chronic psychoses).
All the products provided to healthcare personnel for the treatment of these diseases are not patented today.

Within R&D, the Group has developed both in-house programs and external collaborations with universities and research institutes to:
– develop products that are even better adapted to developing countries and to provide care for neglected diseases, which are found primarily in these countries and
– prepare the medicines of tomorrow as well as help prevent the emergence of drug resistance.

In response to the pricing issue, the Group's initiatives have focused on:
– transferring production and technology to developing countries and local personnel training and
– a pricing policy to sell medicines at cost to NGOs and governments, as well as differentiated pricing policies for several diseases.

Moreover, to improve certain disease treatments, the Group supports:
– training for physicians and healthcare personnel;
– information for community authorities, families and patient caregivers;
– the development of products that are better adapted and easier to administer and
– a strong partnership policy for an optimized presence in the field.

For more information, see

The "Access to Medicines" brochure at http://sustainability.sanofi-aventis.com

THE SANOFI-AVENTIS PORTFOLIO FOR DEVELOPING COUNTRIES

In addition to products designed specifically for diseases affecting developing countries, the Group makes available medicines that are crucial for the treatment of very common and often infectious diseases, especially among children. Lastly, the Group has several specific Research and Development projects devoted to certain diseases that especially affect developing countries, such as malaria, dengue fever, HIV/AIDS, Japanese encephalitis and tuberculosis.

Sanofi-aventis' major programs are presented on pages 16-17. Initiatives to raise public awareness and provide patient support, which complete these programs, are listed on page 19.

SANOFI-AVENTIS' INVESTMENT TO PROMOTE ACCESS TO HEALTHCARE, MEDICINES AND VACCINES

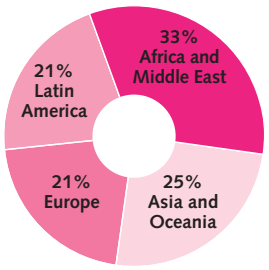
When combined, all the programs for access to healthcare, medicines and vaccines in developing countries represent a total investment of tens of millions of euros, in addition to medicine and vaccine donations which have provided care to more than 3 million people in 70 countries(1).

This investment may be broken down as follows:
– more than 9 million euros allocated to programs conducted by a dedicated team of 31 people at the Access to Medicines Department and six people in sub-Saharan Africa;
– more than 30 million euros in research and development expenses, in particular for malaria, tuberculosis and leishmaniasis;
– 6.2 million malaria treatments (3.4 million euros) sold at differential prices, including 5.95 million for ASAQ (artesunate + amodiaquine);
– 4 million euros per year for the WHO partnership on neglected diseases. With fewer than 11,000 new cases detected in 2007 and more than 110,000 lives saved since 2001, a program for the elimination of sleeping sickness is currently under consideration and
– in 2008, the sanofi-aventis Humanitarian Sponsorship Department coordinated 54 multi-annual solidarity programs in 37 countries with 40 NGOs and 12 partner hospitals for a financial investment of 10 million euros. This is in addition to solidarity projects organized directly by our affiliates. The Group provided humanitarian aid, notably in the form of post-emergency actions in China, Cuba, the Democratic Republic of the Congo, Haiti, India and Myanmar.

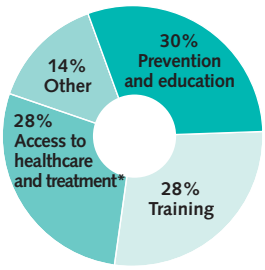
Product donations represented 1.5 million boxes of medicines and 665,000 doses of vaccines to help disadvantaged individuals in 70 countries.

Solidarity programs

By geographic breakdown



By program type



** Most often in emergency situations.*

Moreover, in industrialized countries, over 100,000 patients were able to take advantage of Access to Medicines programs, essentially in the United States.

For more information, see

– http://sustainability.sanofi-aventis.com
– www.impact-malaria.com
– www.who.int/neglected_diseases/en

(1) Due to the lack of appropriate comparative methods within the pharmaceutical industry, the Group is unable to publish the economic value of drug donations.

THE MAJOR PROGRAMS WHERE SANOFI-AVENTIS TEAMS ARE DIRECTLY INVOLVED

PROGRAM/ DISEASE Number of people affected (deaths/year)	TYPE OF ACTION ■◆●★▲	PARTNERS	M€ IN 2008*	IMPACTS AND ACTIONS	OBJECTIVES
Malaria 300 to 500 million (1 to 2 million)	■◆●★	Pasteur Institute, the Drugs for Neglected Diseases initiative (DNDi) Foundation, Medicines for Malaria Venture (MMV), Institute for One World Health (IOWH), various French universities, various NGOs and specifically CARE, International Safety Actions (ASI), *Jumelage et rencontre pour l'entraide médicale internationale* (JEREMI), Preventive Medicine Agency (AMP), PlaNetFinance, Caritas, Tropical Medicine Institute of the Army Health Service (IMTSSA), Swiss Institute of Tropical Medicine, National Malaria Program	3	**2008:** – first combined dose artesunate + amodiaquine (ASAQ) marketed in 20 sub-Saharan African countries, developed in partnership with DNDi; – WHO prequalification of ASAQ in September 2008; – 6.2 million treatments distributed, including 5.95 million concerning ASAQ at cost; – community projects to combat malaria set up in Burkina Faso and Congo and micro-finance/micro-health insurance in Benin and Madagascar; – information and training tools to fight malaria targeting healthcare personnel in communities (qualified training); – a pharmacovigilance program with surveillance specifically dedicated to ASAQ implementation; – 30 countries affected by Group programs, primarily in Africa.	**2008-2013:** – extend the distribution of artesunate + amodiaquine (ASAQ), co-developed with DNDi (fixed-dose combination), in Africa and in certain Latin American and Asian countries; – launch support plan for roll-out of ASAQ in sub-Saharan Africa (implementation of pharmacovigilance and efficacy studies); – R&D program for new malaria drugs.
Sleeping sickness 40 to 50,000 (disease is always fatal if left untreated)	■◆● ★▲	WHO/TDR (Tropical Diseases Research)	4	– close to 60,000 ampoules distributed in 2008 (more than 1,200,000 since 2001); – 3 million people tested and 11,000 new cases detected; – 444 people trained and 32 hospitals qualified for the utilization of eflornithine; – 30 African countries included in Group programs.	**2011:** – in partnership with WHO, achieve an 80% drop in the incidence of new cases by 2011, through the Group's contribution of 13 million euros between 2006 and 2011; – participate in improving currently used treatments (eflornithine kits) and NECT combination (nifurtimox + eflornithine); – help develop a new product, fexinidazole, in partnership with DNDi.
Tuberculosis 18 million (2 million)	■◆● ★▲	Nelson Mandela Foundation, South African government	5	The TB Free Program in South Africa: – 9 training centers for volunteer supporters to monitor patients' treatment compliance; – 20,000 volunteers trained, making it possible to monitor over 500,000 patients since 2005.	**2010-2011:** Resume development of rifapentine for latent and active tubercolosis, to reduce the duration of treatment and the number of doses that must be taken by 2013-2014.
		Samusocial	0.15	Programs deployed in France, India, Peru: – tuberculosis monitoring assistance for 107 homeless persons; – 150,000 euros budgeted, of which 50,000 euros provided by Group employees in France; – donations of medicines and vaccines.	
Leishmaniasis 12 million (200,000)	●◆★▲	WHO	0.7	– 0.7 million euros budgeted in 2008 by the Group, renewable annually until 2011; – over 2.7 million ampoules of Glucantime® distributed; – 4,000 families monitored; – regions involved: Brazil, Central America, Central Asia, Kenya, the Middle East, Mexico, Panama, Peru, Sudan.	**2011:** – along with WHO, continue education, training and diagnostics; program in the Middle East and Central Asia; – production transferred to Brazil in 2007 and should be completed by 2009-2010.
		O. Cruz Foundation			
Epilepsy 50 million	●◆★	Santé Sud: AMC/RARE (Action and Research in Epilepsy Network), REM University of Phnom Penh/IENT KAWE (Kenyan Association for Welfare of Epilepsy) French-speaking Institute for tropical diseases, Laos (final contract to be signed)	0.3	– training doctors about epilepsy: 37 in Mali, 10 in Madagascar and over 60 in Cambodia; – care for over 1,700 patients in Mali; – in 2008, therapeutic care provided for nearly 10,000 people in Kenya; – over 260 healthcare professionals participated in the training.	**2008-2010:** Follow-up for programs in Kenya and Mali, roll-out of programs in Cambodia and Madagascar in 2009. Other countries are being investigated.

For more information, see
http://sustainability.sanofi-aventis.com

PROGRAM/ DISEASE Number of people affected (deaths/year)	TYPE OF ACTION ■◆●★▲	PARTNERS	M€ IN 2008*	IMPACTS AND COMMENTS	OBJECTIVE
Buruli ulcer Chagas disease**	■●★	Handicap international WHO	0.3	In Togo, since the initiative began in 2007: – 98 people trained; – disease detected in 194 patients; – 95 treated; – 18 people fitted with prosthetic devices.	**2011:** In partnership with the WHO, contribution of over 1 million euros between 2006 and 2011 to bolster the fight against these two diseases: – extend and optimize the recently discovered benefits of combined antibiotherapy for Buruli ulcer; – prevent infections and improve early detection as well as care provided.
Mental illnesses 1% of the global population (schizophrenia)	★◆	Psychiatry departments of Nouakchott (Mauritania) and Casablanca (Morocco) WASP (World Association for Social Psychiatry) Pilot phase in Vietnam	0.2	– information and awareness raising among communities; – training of medical personnel; – antipsychotic medicines at preferential prices.	**2008/2011:** Set up pilot programs for the treatment of chronic psychoses combining an offer of medicines at differentiated prices, information to the public and training for healthcare professionals (Mauritania, Morocco, Vietnam).
Childhood cancer 160,000 (90,000)	●◆★	International Union against Cancer (UICC)	0.24	– 18 projects in 15 countries; – 12,875 children are beneficiaries; – 2,849 professionals trained; – 6,602 families received assistance; – 2.74 million euros since 2004.	**2009:** Continued support for 18 projects in the 15 partner countries and expansion of the program to 5 new countries with 8 new projects.
		Franco-African Pediatric Oncology Group (GFAOP)		– donation of 2,100 boxes of medicines; – 8 countries concerned.	
		Fun Centers		– 18 Fun Centers in Brazil benefiting 250,000 children since 1999.	
Vaccines	◆	WHO, UNICEF, GAVI Alliance, Preventive Medicine Agency (AMP) in France, governments of beneficiary countries, Universities of Cocody-Abidjan and Paris-Dauphine	1	– EPIVAC Program: each year since 2002, this program has provided training to 50 district doctors. It aims to improve technical and managerial skills for overseeing vaccine-based prevention systems; – 11 African countries.	**2007-2012:** – EPIVAC: commitment of financial support for 5 years while waiting for funding from countries and financial providers; – annual program renewal support initiated in 2002; – in Indonesia: donation of 1.4 million of IPV vaccine over 5 years (e.g., 270,000 doses per year).
	◆	University of Buea in Cameroun		– the Prévac Plus Program provides vaccination training to paramedical personnel; – 3 African countries concerned.	**2008-2010:** Creation of the Prévac Plus Program and roll-out according to the assessment it receives.
	●	WHO, UNICEF		– donation of 120 million doses of oral polio vaccine since the 1988 launch of the Global Polio Eradication Initiative (GPEI) in 5 African countries; – 2007: 270,000 doses of IPV (injectable polio vaccine) donated to Indonesia.	
	●	Rostropovitch Foundation		Immunization campaign in Azerbaijan: donation of 50,000 doses of measles-mumps-rubella vaccine.	
	●	WHO		Contribution over 3 years of about 60 million doses of H5N1 vaccine in order to build up a World Health Organization pandemic stockpile. The doses would be ready to ship to developing countries in the event a flu pandemic is declared.	
	■	Pasteur Institute		Partnership for malaria vaccine development.	
	■	Statens Serum Institute (Denmark)		Partnership for tuberculosis vaccine development.	

Symbols

■ Research
● Donated medicines / vaccines or sale at low cost
◆ Training of medical personnel
★ Screening / Raising awareness
▲ Reduction in production costs

** Excluding expenses in connection with dedicated teams, excluding R&D expenses.*
*** Consolidated epidemiological data for this disease is lacking: according to WHO Report no. 199, updated in March 2007, the evaluation of three countries in 20 years indicates over 40,000 people.*

FOCUS

In addition to programs set up in developing countries, sanofi-aventis also organizes programs in industrialized countries.

ACCESS TO MEDICINES IN INDUSTRIALIZED COUNTRIES

Difficulties with access to treatments also arise in industrialized countries among groups with inadequate healthcare coverage. In the United States, the Group created the sanofi-aventis Patient Assistance Foundation, which provided medicines to over 100,000 patients free of charge in 2008. In addition, sanofi-aventis US has developed a number of partnerships with public organizations and patient support groups in order to supply them with medicines free of charge or at low cost.

Since 2005, in collaboration with Pharmaceutical Research and Manufacturers of America (PhRMA) and other pharmaceutical companies, sanofi-aventis has contributed to the Partnership for Prescription Assistance (PPA), making it possible to provide care for approximately 5 million patients.

In France, since 2000, the Group has supported programs to combat tuberculosis, in conjunction with the Samusocial, among high-risk populations, through donations of medicines and financial assistance provided by the Group and also by the employees at all French sites.

THE GROUP'S SOLIDARITY PARTNERSHIPS

Sanofi-aventis coordinates 54 long-term solidarity programs worldwide, in addition to numerous programs initiated by our affiliates across the world. The Group's humanitarian sponsorship program is backed by an international strategy built around the central pillar of healthcare.

Beyond providing a response to humanitarian emergencies, this commitment is also embodied in long-term programs for prevention and training, education and social support, improving access to healthcare and the fight against abuse and exclusion. The success of all these initiatives depends on the complementary role of the partners involved (NGOs, hospitals, health authorities, etc.), who together combine their expertise to serve program beneficiaries with a development aid outlook. It is also tied to a strong culture of involvement of Group employees worldwide, whether they contribute their talents, make personal donations that are matched by the company, or volunteer their time.

III.1.2 THE FIGHT AGAINST COUNTERFEIT DRUGS

The phenomenon of counterfeit drugs and vaccines is expanding rapidly, both on certain emerging markets where the means to enforce regulations are insufficient and on mature markets where Internet sales and the growing sophistication of drug copies manage to escape detection by monitoring facilities. According to the World Health Organization (WHO), counterfeit drugs may be responsible for a large number of deaths worldwide.

It is estimated that counterfeit drugs represent 10% of the global pharmaceutical market(1) and this figure may reach up to 70% in certain African and Eastern European countries. Sales of such drugs are expected to double between 2005 and 2010(2), while seizures by European customs officials increased by 51% between 2006 and 2007(3).

Counterfeiting creates an economic concern for the sector (infringement of intellectual property rights and direct harm to research) and yet it is above all a major public health concern. Counterfeit drugs feed a parallel and freeloading economy, which runs counter to all the rules of sustainability (endangering safety, hygiene, the environment, ethics, human rights, etc.).

The Group collaborates closely with a number of organizations to track down alleged counterfeiters and identify illegal networks. These organizations include the World Health Organization (IMPACT program), EFPIA (the European Federation of Pharmaceutical Industries and Associations), the European Commission, INTERPOL (the International Criminal Police Organization) and the World Customs Organization.

In 2005, the Group created a department dedicated to this problem. Based in Paris, this department coordinates an international network of correspondents within the affiliates. In 2007, the Group set up a central laboratory for counterfeit analysis located in Tours (France) for the identification of suspect samples.

In 2008, the fight against counterfeit drugs was further intensified with the utilization of a security label on sensitive products, first in countries considered at risk and in Europe. Cooperation between public authorities and Group security teams enabled the seizure of 3 million units (tablets, ampoules, etc.) and the prosecution of 150 international traffickers. More than 100 legal actions have been instigated since 2007.

The fight against counterfeit drugs also includes lobbying efforts: the Group issues warnings about the dangers of "repackaging" or the sale of medicines on Internet and advocates strengthening the international regulatory framework. Consequently, sanofi-aventis recommended including the topic of counterfeiting at the United Nations Palermo Convention (2000) on international crime.

For more information, see
http://sustainability.sanofi-aventis.com

(1) Source: FDA.
(2) Source: US based Center for Medicines in the Public Interest.
(3) Source: EUR COM.

III.1.3 INNOVATION AND INTELLECTUAL PROPERTY

For sanofi-aventis, innovation is a key factor in ensuring our long-term growth. Solidly grounded in the Group's values, innovation is fundamental to our transformation process.

The Group is well equipped to meet the challenges of therapeutic advances, access to medicines and vaccines and the need to contain treatment costs. As is true for most pharmaceutical companies, difficulties in renewing our portfolio and major drug patent expirations will reduce a portion of sanofi-aventis' sales in the coming years.

For the Group, innovation is a means of generating new ideas that make it possible to create sustainable business strategies and progress. This applies to all processes: research, development, production and marketing, including patient support. The purpose of innovation is to devise new systems and products that perform better and are better adapted.

Because it brings recognition and added value, innovation makes it possible to ensure a balance between patients' needs and expectations, respect for intellectual property rights and sustainability of healthcare systems. Both inside and outside the company, the search for innovation also needs to be stimulated while, at the same time, it is part of a continuous process.

III.1.4 RELATIONSHIPS WITH PATIENTS AND PATIENT ORGANIZATIONS

Beyond our research and development activities, sanofi-aventis is committed to responding to and taking into account the broader patient needs and those of their families/caregivers throughout their illness.

To accomplish this, the Group works with patient organizations in a number of countries and in partnership with international and regional associations (e.g., in Europe).

IMPLEMENTATION OF THE EFPIA CODE

Sanofi-aventis was involved in the development of the European Federation of Pharmaceutical Industries and Associations (EFPIA) Code, which encompasses good practices in relationships between the pharmaceutical industry and patient organizations. The Code's provisions and obligations were explained to all European affiliate general managers and to all functions concerned by their implementation, in compliance with their respective national codes.

The Code, which applies in 31 countries, includes provisions concerning the following topics: non-promotion of prescription-only medicines, written agreements, use of logos, editorial control, transparency, single company funding and the scope of criteria governing the organization of events and hospitality.

INFORMATION TO PATIENTS

The Group seeks to encourage the development of health information focused on four key areas: research, prevention (including health education activities), diseases and treatments (e.g., the proper use of medicines). In Europe, sanofi-aventis recommends adapting the rules about patient information. At the same time, the Group confirms its opposition to the development of direct advertising for prescription drugs in Europe. In the United States, the Group is currently aligning its corporate policy and processes to comply with the "Guiding Principles on Direct to Consumer Advertising" being revised by Pharmaceutical Research and Manufacturers of America (PhRMA) and which will become effective in March 2009.

RELATIONSHIPS WITH PATIENT ORGANIZATIONS

In order to take into account the broader needs of patients and their families/caregivers during their illness, the Group makes its commitment tangible by forming partnerships with patient organizations. Whether they are global, regional or local, these partnerships are based on reciprocal objectives.

In 2008, in line with our overall commitment to addressing key patient challenges, sanofi-aventis entered into partnership with the International Alliance of Patients' Organizations (IAPO), a unique global alliance representing patients of all nationalities and across numerous disease areas. This support helps IAPO carry out their mission of putting patients at the center of healthcare throughout the world. Specific issues addressed by IAPO include patient safety, counterfeiting, improving access to treatment and patient rights to health communication and information.

For more information, see

– http://sustainability.sanofi-aventis.com
– IAPO site: http://www.patientsorganizations.org

III.2 ETHICS 21 – ETHICS IN ACTION

The Group's economic performance cannot be dissociated from sanofi-aventis' increasing social and ethical responsibility standards, which apply to all Group activities in more than 100 countries. In 2008, the Group intensified the fight against corruption through fraud-prevention initiatives in all affiliates. Within responsible purchasing, the Group adopted a supplier support approach based on evaluating the social and environmental risks associated with our purchasing activities.

III.2.1 CORPORATE GOVERNANCE

Good governance is the foundation of the Group's ethical conduct. It is reflected in the implementation of corporate governance rules, coming primarily from the AFEP-MEDEF *Code de gouvernement d'entreprise* (Corporate Governance Code) and the Sarbanes-Oxley Act. The Group's compliance with these regulations is summarized in the table below.

COMPLIANCE WITH GOOD GOVERNANCE STANDARDS

GOOD GOVERNANCE STANDARDS[1]			SANOFI-AVENTIS				
INDEPENDENCE	**Directors** among themselves and in relation to management	At least 50% of Board and Compensation Committee directors are independent	Board of Directors	Audit Committee	Compensation Committee[2]	Appointments and Governance Committee[2]	Strategic Review Committee
		Board of Directors chose to follow independence criteria provided in the AFEP/MEDEF's Corporate Governance Code	8-16 independent members	3-4	3-5	4-7	2-6
		No cross check	No cross check				
		Length of director's term	Nomination and reappointment on a rotation basis since May 14, 2008, so that one third of terms will be renewed each year between 2010 and 2012.				
		Number of terms held simultaneously by Group directors	See 2008 Form 20-F, pages 106-109.				
	Auditors in relation to management	Statutory Auditors may not provide consulting services with the exception of audit services	See details in 2008 Form 20-F, page F-106.				
		Auditor and Audit Committee meetings without management in attendance	During Audit Committee meetings, which take place prior to Board meetings responsible for semi-annual and annual financial statements approval.				
INVOLVEMENT IN DECISION MAKING	**Directors**	Number of meetings of the Board of Directors in 2008 Average attendance rate at Board meetings in 2008	8 meetings 92%				
		Accounting, Appointments and Compensation and Strategic Review Committees[2][3]	Audit Committee	Compensation Committee	Appointments and Governance Committee	Strategic Review Committee	
		Number of meetings in 2008	7	3	2	2	
		Attendance rate	92%	92%	90%	100%	
		Assessment of Board operations every 3 years	Implemented as of 2006. Assessment conducted by the Board secretary. A report was made at the Board meeting of February 12, 2007.				
	Shareholders	Proportion of votes expressed in a general meeting by shareholders present, represented or by absentee vote	At the general meeting of May 14, 2008, the total number of votes represented 65.9% of existing voting rights. Resolutions were adopted by an average of 98.3%.				

(1) Based primarily on the AFEP-MEDEF Code (Association Française des Entreprises Privées – Mouvement des Entreprises de France) *and the Sarbanes-Oxley Act.*
(2) At its April 29, 2008 meeting, the Board of Directors divided the Compensation, Appointments and Governance Committee into two separate committees: the Compensation Committee and the Appointments and Governance Committee. Up to this date it met twice in 2008.
(3) At its February 11, 2008 meeting, the Board of Directors created a Strategic Review Committee.

For more information, see

Corporate governance (Board of Directors, Executive Committee, Management Committee and other committees) in the *Document de Référence 2008*, pages 11-36, and the 2008 Form 20-F, pages 105-128 and 168-169.

III.2.2 RESPECT FOR HUMAN RIGHTS

When it comes to human rights, pharmaceutical companies must address the issues facing all business sectors, such as labor conditions (fair compensation, working conditions, employee safety, the abolition of forced labor and child labor, etc.), which are the focus of the section entitled "People 21". At the same time, they must speak to issues that are specific to the pharmaceutical industry, which are examined in other sections of this report: improving access to medicines and vaccines (pages 14 and 19), preventing biopiracy (page 23), respecting ethics rules during clinical trials (pages 22 and 23) and health, safety and the protection of the environment in the industrial pharmaceutical context (pages 30 and 37).

Over several years, the Group developed a set of policies to ensure the respect for human rights. Sanofi-aventis took this commitment one step further in 2007, when the Group became a member of the EDH initiative(1). The *Entreprise pour les droits de l'Homme* initiative comprises seven French-based international groups and was created following exchanges with organizations such as Business Leaders Initiative on Human Rights (BLIHR) and the French section of Amnesty International.

The Group's Code of Ethics takes as its references the Universal Declaration of Human Rights, the United Nations Global Compact, the Organization for Economic Cooperation and Development directives and the International Labor Organization principles, as well as national laws and regulations. To a large extent, it covers the topics related to human rights within companies.

In terms of controls, the Group relies on a warning system and a targeted supplier audit program, currently being introduced (see the section on responsible purchasing, page 25). The Ethics Committee also ensures that the principles detailed in the Code of Ethics are applied throughout the entire Group.

The Group's policy on the respect for human rights may be seen in various initiatives. Here are some examples:

- concerning the right to occupational health and safety, the Group's Health, Safety and Environment (HSE) policy is applied worldwide. It defines a safety management system, the standards to be met and the implementation process. The Group publishes occupational safety and health management indicators. In addition, the Group takes part in public health campaigns (see paragraph entitled "Planet 21" on page 32);
- with respect to equal opportunity and non-discrimination, the Group has developed a policy to promote diversity and participates in targeted support programs for disadvantaged groups (see paragraph entitled "People 21" on page 28);
- as a means to guarantee each individual's right to privacy, the Group has established a personal data protection Charter;
- in matters of social protection, the Group is committed to ensuring that employees in all countries where the Group operates regardless of their function, have coverage to protect them against unexpected events. In certain countries with high HIV/AIDS prevalence, health coverage is offered to employees and their beneficiaries, including antiretroviral treatments (see paragraph entitled "People 21" on page 29);
- the UN Global Compact's principle 3 regarding the freedom of association is incorporated in the Group's Social Charter (see paragraph entitled "People 21" on page 26);
- the sanofi-aventis Supplier Code of Conduct and the human rights questionnaire provided to suppliers requires them to accept child labor and forced labor audits. The audit program has been implemented (see paragraph entitled "Ethics 21" on page 25).

(1) EDH is inspired by the Business Leaders Initiative on Human Rights (BLIHR) created in 2003 and aims to complement its work with contributions from a French-speaking countries perspective.

III.2.3 ETHICAL BUSINESS CONDUCT

Ethical conduct compliance, a top priority for sanofi-aventis, is based on sound and carefully defined guidelines, such as the Code of Ethics, which is distributed to all Group employees and other codes geared more specifically to different functions (purchasing, sales, promotional practices, R&D, etc.).

The implementation of these codes is coordinated by a compliance officer network and, at the central level, by the Global Compliance function. It is based on awareness building, training and verification tools, as well as an alert and support system. Any Group employee may express anonymously their concern about potential illicit practices that they feel contradict ethical principles.

All reports are investigated in accordance with procedures and, when justified, appropriate actions and disciplinary measures are taken.

For more information, see

– *Document de Référence 2008* page 172;
– 2008 Form 20-F page 168 and
– www.sanofi-aventis.com

FIGHTING CORRUPTION

The economic, social and political cost of corruption is very high and its impact on essential sectors, such as the healthcare sector, is substantial. As economic players, all companies must address this issue.

Anti-corruption organizations focus attention on the pharmaceutical industry, looking specifically at research (clinical trial and observational studies transparency), administrative authorization procedures (marketing authorization and reimbursements) and marketing practices (integrity in drug promotion). As is true of other sectors, the pharmaceutical industry must address similar issues with regards to purchasing.

In light of this situation, for several years sanofi-aventis has been strengthening its approach to fighting corruption. The Group:

– adheres to the UN Global Compact external reference principles (principle 10), as well as those of the OECD and the pharmaceutical sector codes included in our Code of Ethics. This Code explicitly bans direct and indirect corruption and limits corporate gifts including promotional items, samples and cultural gifts of a lesser value, in compliance with local regulations;
– includes the fight against corruption as one of the central themes in our Code of Ethics. Many of the Code provisions associated with the fight against corruption also appear and are enumerated in tools developed both by certain Group functions and/or regarding specific contexts in certain countries. A separate suppliers Code of Conduct is distributed to our outside contractors and an Ethics Charter for Purchasing is provided to sanofi-aventis buyers;
– instituted an alert system so that any failure to respect the Code of Ethics can be reported and
– has distributed a document about fraud prevention among all affiliate General Managers. Twice a year, General Managers and their Chief Financial Officers complete and sign a form to report any cases of fraud that may have occurred during this time period. There is no minimum value included in the definition of fraud and appropriate sanctions are levied in all cases.

For more information, see

– article 8 of the Code of Ethics
– www.sanofi-aventis.com

III.2.4 ETHICS IN RESEARCH AND DEVELOPMENT

Sanofi-aventis is involved in scientific research and development activities. This includes clinical trials, observational studies and the use of laboratory research animals, the utilization of genetically modified organisms and stem cells. For all these activities, ethical considerations must be carefully considered. This is why sanofi-aventis provides clarification for its activities and positions and in this report specifically addresses clinical trials in India, scientific publications and biopiracy.

CLINICAL TRIALS

The Group carries out nearly 23% of its clinical trials in developing countries, which have a specific environment when it comes to access to healthcare and disease treatments, populations' standards of living and regulations. In addition, the growing number of clinical research projects in these countries prompts ethical and practical considerations concerning various aspects of conducting trials, such as monitoring ethics rules and related quality standards.

India has become a major center for international clinical trials and currently represents 44% of all clinical trials being conducted in developing countries. According to analysts, by 2012 the number of clinical trials conducted in India alone will be multiplied by seven. For this reason, it is important to focus on the trials the Group carries out in India as a means to better understand this developing trend and the reasons supporting it.

India's advantages for clinical research

One of the advantages India offers is the presence of quality infrastructures and facilities, which are necessary to conduct clinical trials in accordance with international standards, combined with more modest research costs. The training level among medical personnel and the fact that English is commonly spoken represent additional advantages. The Group also enables staff to improve their skills through training about regulations and international standards (e.g., Good Clinical Practices or GCP) and about clinical research methodology.

In addition to the advantages listed above is India's patient recruitment potential. India has an enormous population with numerous patients not receiving multiple treatments. This means that treatment efficacy and safety under study are easier to observe.

Sanofi-aventis' clinical research in India

In light of all these advantages, sanofi-aventis is expanding clinical research activities in India, where currently the Group is conducting 42 trials. This represents nearly 4,700 patients, or 45% of the patient population enrolled in sanofi-aventis' clinical trials in developing countries. These clinical trials meet the same ethical rules and quality standards that apply to trials in industrialized countries.

The Group places special emphasis on the principle of free and informed consent for subjects who participate in clinical trials, in line with the Declaration of Helsinki, the GCP standards of the International Conference for Harmonization (ICH) and national laws. All clinical trial subjects whether healthy or ill are fully informed about all the terms and characteristics of the trial and sign a consent form prior to participation.

In 2008, seven audits took place in India to ensure these trials comply with ethics rules, as well as with GCP, national laws and internal quality standards. Where necessary, the audits enabled implementation of action plans to correct any observations.

Benefits for local populations

Clinical trial organization in India is also beneficial for local populations.

First, the trials contribute to providing appropriate medical care for diseases that, for the most part, are highly prevalent in the country and are therefore important from a public health perspective. The Group's trials in India are conducted primarily in diabetes, thrombotic diseases and oncology, all of which are areas of increasing public health concern.

Second, as a means to encourage the development of medical services, the Group ensures that infrastructures developed within the framework of the trials serve all patients and healthcare professionals, whether or not they participate in the clinical trials organized by sanofi-aventis.

SCIENTIFIC PUBLICATIONS

Scientific publications concerning pre-clinical and clinical trial results are information vectors for healthcare professionals, opinion leaders, regulatory decision makers, the media and informed members of the public. Sanofi-aventis has instituted a charter of ethical principles concerning scientific and medical publications. The sanofi-aventis Charter on the Ethical Principles Governing Scientific/Medical Publications for its techniques, compounds and vaccines is part of the sanofi-aventis approach to provide quality publications that respect the following principles: scientifically proven content, transparent information, respect for copyright and compliance with Good Publication Practices.

BIOPIRACY

The term "biopiracy" describes the process by which natural resources, or know-how and traditional practices are patented without sharing the profits with the communities that are the source. These resources play an important role in the discovery and development of new medicines. Over the past twenty years, nearly half of the new chemical entities produced worldwide originated from compounds found in nature. In the case of products developed from natural resources or traditional expertise, the Group is committed to ensuring that the benefit is shared fairly by all stakeholders, in full compliance with Convention on Biological Diversity (CBD).

One of the Group's objectives in 2008 was to identify instances where sanofi-aventis makes use of endemic resources and local competencies in order to assess payment conditions and utilization within the communities or countries of origin. Three cases were identified: two concerning the supply of plants in China and Madagascar and one concerning the utilization of microbiological strains. A working group including other specialists in the field contributed to the identification process. All these cases met the CBD criteria and this work is to continue in 2009.

FOCUS

EMERGING TOPICS IN BIOETHICS

Sanofi-aventis is committed to conducting research with full respect for individuals and in strict compliance with existing regulations. This is why it is essential to communicate our position regarding emerging bioethical topics.

Use of laboratory animals in Research and Development

In 2008, sanofi-aventis upheld its commitment to adhere to the 3R's Principle (Reduction/Replacement/Refinement) in compliance with the Group's Charter on the humane care and use of laboratory animals. Over 95% of animals used for research are small rodents. All research protocols are submitted for review and approval by an internal Ethics Committee before experiments can be conducted.

Stem cells

Within the scope of our R&D programs, the Group uses stem cells primarily for research in the cardiovascular and central nervous system fields. Sanofi-aventis ensures the strict application of the general principles drafted in 2006 with regard to the ethical use of human biospecimens.

For more information, see
http://sustainability.sanofi-aventis.com

III.2.5 RESPONSIBLE MARKETING

The Group is committed to providing relevant and high-quality information to meet the growing expectations of healthcare professionals and patients. Information communicated to healthcare professionals must allow them to make an informed decision about the product risk/benefit ratio and must include information about its proper use.
To fully adhere to external and internal regulations, sanofi-aventis has instituted controlled promotional processes designed to increase transparency. They cover primarily the following issues:
– presentation of information and arguments used by medical sales representatives;
– organization of congresses and seminars;
– promotional material content and
– relationships with patients and patient organizations.

In order to promote the exchange of good practices among affiliates, the Group launched "LINKS", a global Intranet platform. By the end of 2008, this platform included about 100 "responsible marketing" initiatives that had been validated by the regions and Global Marketing. Over 800 employees in 72 countries use "LINKS".

Within the scope of the "Med Direct" program for the purchase of promotional items, the Group established a China-based supplier evaluation process as a means to ensure compliance with good social, ethical and environmental practices. By the end of 2008, 70 audits were performed as part of this program.
In 2009, sanofi-aventis is initiating an eco-responsible management approach to international congresses (the "Green Meetings" initiative).

The following table gives specific examples of the responsible marketing approach implemented by the Group in 2008.

TARGET	SANOFI-AVENTIS RESPONSIBLE MARKETING APPROACH	OPERATIONAL EXAMPLES AND KEY FIGURES FOR 2008
Physicians/ Pharmacists	**Ensure high-quality information** • apply international codes and good practices • establish a process to validate promotional materials prior to distribution • check a selection of materials after distribution • communicate with the relevant teams in case of non-observance of regulations • provide high-quality information about clinical trials	• nearly 1,700 documents reviewed prior to distribution • 11,000 documents checked versus 22,000 received • 68 cases of regulatory non-observance followed by a letter summarizing points to be modified • in-house communication guide on clinical trials
	Respect the rules of good conduct concerning congresses and meetings • apply international and regional codes (IFPMA, EFPIA, PhRMA) and local codes	• rules about invitations to healthcare professionals communicated to employees • reference documents posted on Intranet site
	Ensure updated information to reach as many people as possible • apply new digital technologies, such as Web-Casts	• 2009 goal: implementation of new digital projects
	Optimize the management of relationships with experts facilitating transparency • make sure information-sharing tools are available • ensure compliance with regulations in force and the safety and transparency of personal data management	• implementation of "MEeT" and "ConventionOnLine" platforms • these computer applications were declared to entities in charge of personal data protection, such as CNIL in France
Other caregivers	**Participate in improving knowledge about diseases and treatments** • develop specific programs and tools	Diabetes care: • "Nurses" Diabetes Programs (Spain, the Netherlands, UK, etc.) • numerous call centers worldwide for caregivers and patients and healthcare professionals
Patients and patient organizations	**Take into account patients' expectations and those of their family and friends during their illness** • listen and inform	Cancer care: • partnership between sanofi-aventis, the French National Cancer League and the Gustave Roussy Institute for the creation of dedicated meeting and information areas called ERI *"Espaces de rencontres et d'information"*; 34 of them have been set up in France since 2001 • more than 1,000 people visit each ERI annually
	Deliver useful and high-quality information to patients and families to enable them to understand their disease and comply with prescribed treatment • develop Web sites providing information	• over 200 Web sites worldwide devoted to patients and the general public • primary focus on the following fields: cardiovascular, metabolism, central nervous system, internal medicine and oncology
	Maintain commitment to patient organizations and compliance with rules • apply EFPIA Code on transparency in relationships with patient organizations	• nearly 200 partnership projects organized in Europe with patient organizations • primary focus on the following fields: cardiovascular, metabolism, central nervous system, internal medicine and oncology

III.2.6 PROMOTING CORPORATE SOCIAL RESPONSIBILITY AMONG OUR SUPPLIERS

The sanofi-aventis Purchasing Department has adopted a practical methodology for corporate social responsibility, which is illustrated by a program designed to ensure that suppliers comply with social, ethical and environmental standards. A supplier Code of Conduct supports this approach.

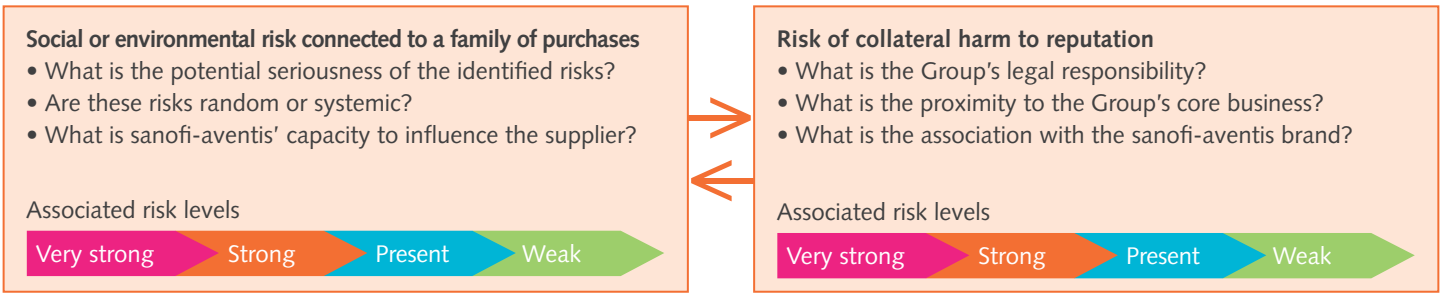
TRAINING FOR BUYERS

Training for buyers is essential in order to integrate this approach into supplier selection and monitoring practices. At the end of 2008, over 80% of Group buyers worldwide had received training in the "Responsible Purchasing" approach. This program will continue and gradually will include the incorporation of sustainability criteria into the mission and individual objectives of each buyer.

RISK EVALUATION

A social and environmental risk scale has been added to the Group's global supplier database. The purpose of this scale is to identify suppliers that should receive priority consideration in terms of interviewing and monitoring, on the basis of two criteria: first, the risk of social and environmental controversy in connection with the purchasing category of that supplier and second, the risk that such a controversy could harm sanofi-aventis' reputation.

The following illustration shows the criteria for analysis, the questions that are asked at each step and the associated risk levels.



SUPPLIER EVALUATION

This evaluation is based on questionnaires and site audits. The utilization of these tools is correlated with the potential risks specific to each purchasing category. As part of this approach, an interview is organized with suppliers to present the results that apply to them and if necessary develop an improvement plan. At the end of 2008, 1,363 suppliers representing more than 25% of the value of Group purchases had been evaluated or were undergoing evaluations in 27 countries.

Evaluation results

	Approved (1)	Action plan (2)	Refused (3)	Ongoing (4)	Total
Industrial Affairs	**550**	**26**	**3**	**382**	**961**
R&D	**107**	**1**	**0**	**6**	**114**
Pharmaceutical Operations	**99**	**42**	**2**	**100**	**243**
Vaccines	**43**	**0**	**0**	**2**	**45**
Total	**799**	**69**	**5**	**490**	**1,363**

(1) The evaluation shows that the supplier complies with sanofi-aventis values and principles.
(2) Improvement is needed on one or more major points and the supplier accepts to implement an improvement plan.
(3) Improvement is needed on one or more major points but the supplier refuses to implement an improvement plan.
(4) The evaluation process is ongoing.

In 2009, the Group plans to continue the supplier evaluation process, especially to:
– expand the approach to include more countries;
– better target purchasing categories involving environmental and social risk;
– evaluate 1,500 suppliers within various functions, including 1,000 for Industrial Operations and 100% of chemical product suppliers in China and India and
– identify and gradually incorporate specific sustainability requirements into the purchase of certain goods and services (office supplies and furniture, textile purchases, information systems equipment, vehicle fleet, etc.).

III.3 PEOPLE 21 – OUR EMPLOYEES AND LOCAL COMMUNITIES

This focus area illustrates our approach to the social commitments that sanofi-aventis makes to its employees and local communities where the Group operates (research and development, manufacturing, marketing and distribution). In 2008, a number of agreements were made with the sanofi-aventis Works Council in order to better anticipate and manage reorganizations. These included a profit-sharing agreement, gender equity agreement and provisional manpower planning.

III.3.1 SOCIAL DIALOGUE/ORGANIZATION AND EMPLOYMENT MANAGEMENT

SOCIAL DIALOGUE

Sanofi-aventis seeks to develop high-quality social dialogue with all employees in each country while also taking into account local laws and practices.

The Group supports freedom of association and recognizes the right to collective bargaining, applying the principles of the United Nations Global Compact, to which it has subscribed.

For more information, see

the survey on social dialogue and freedom of association in countries where these practices are potentially at risk: http://sustainability.sanofi-aventis.com

In 2008, forums established to enable social dialogue in most countries where the Group operates were informed about the company's operations, its financial situation and the challenges it faces due to changes in its operating environment.

In France, the sanofi-aventis Works Council met in June and December 2008 under the chairmanship of the Chief Executive Officer. During these meetings, the Council was informed about the Group's business activity, financial situation and employment trends. A number of agreements were made in 2008, including manpower planning, gender equity, flexible working hours and part-time employment.

At the European level, the sanofi-aventis European Works Council, a forum for dialogue and consultation composed of 40 representatives from 27 countries in the European economic area met in March and September 2008 under the chairmanship of the Chief Executive Officer. The Council addressed topics related to the Group strategy, results and prospects.

ORGANIZATION AND EMPLOYMENT MANAGEMENT

An increasingly demanding regulatory environment and a decline in sales due to control of healthcare expenses are among the factors that explain the reorganization decisions taken by the Group in certain functions and countries. The Group's Human Resources Department has set up a process designed to make a decision prior to any reorganization plans that are likely to have a negative impact on the workforce. This process takes into account:

– the economic reasons for the plan;
– its social consequences and related support measures;
– the implementation timetable;
– measures designed to limit social consequences and
– the country's legal practices.

When reorganization measures or lay-offs are unavoidable, the Group implements support measures designed to minimize the social consequences to the greatest extent possible: assistance for internal and external mobility, employee aid for business start-ups or business acquisitions, leave to seek employment outside the company and company-financed early retirement plans.

Within Pharmaceutical Operations in France, the Group initiated a restructuring plan which impacted headcount. The reorganization measures involved 927 lay-offs: 817 in the sales force and 110 in support functions.

Taking steps to anticipate this decline in activity, Senior Management and the trade unions signed a provisional manpower plan for the functions at risk (medical sales representatives and regional managers). It includes a specific mobility leave provision to enable employees who choose this option to receive assistance while they seek professional opportunities outside the Group (the definition of "functions at risk" was validated by the French authorities). Based entirely on voluntary participation, these measures are designed to avoid forced lay-offs. Negotiations also took place for support measures to accompany reorganizations that are necessary in the European countries, due in particular to the impact of healthcare policies.

In Germany, a restructuring plan was implemented that resulted in the elimination of 330 sales force and office-based positions within Pharmaceutical Operations. Most of the employees affected by these measures were able to find new positions in the job market thanks to a professional outplacement and support program. This plan also made it possible for certain medical sales representatives with scientific training to move to positions in Industrial Operations or R&D.

RESPONSIBILITY AND SUPPORT FOR LOCAL ECONOMIC DEVELOPMENT

Outside the Group, one of sanofi-aventis' acknowledged responsibilities is acting as a partner who is aware of local economic development in the communities where the Group operates. The Group assumes this responsibility by ensuring an active presence in the local economy around the French sites through our affiliate Sopran, Society for the Promotion of New Activities. Within the scope of Aldee, a program for local actions for development and exchange, this affiliate helps small and medium-size firms create jobs. It is currently conducting this initiative near the Group's research centers in Vitry and in Strasbourg, as well as the Lisieux production site.

For over twenty years, sanofi-aventis has supported a "start-up" policy that helps employees who would like to start a business or buy into an existing business. This policy responds to a willingness to promote entrepreneurship, which demonstrates the Group's recognition that creating or taking over a business is part of real personal and professional development and must be supported as it contributes to job creation.

III.3.2 WORKFORCE DEVELOPMENT

RECRUITMENT AND ACADEMIC RELATIONS

Attracting future talent is a key challenge for the Group. Sanofi-aventis continues to strengthen its reputation and become a preferred employer. In this context, the Group's strategy is based on fostering relationships with schools and universities.

In terms of hiring, although the workforce in Europe and the United States is shrinking (by 3.4% and 4.4% respectively), the Group continues to build its presence, particularly in Asia and in other developing countries. In China, the Group hired 1,079 employees in 2008 (3,243 total employees), as well as 225 in Japan (3,121 total employees) and 452 in Brazil (2,333 total employees).

The Group expanded its international volunteer program (VIE), in accordance with the sanofi-aventis talent development policy. Each year, nearly 40 Group affiliates welcome a growing number of volunteers: 91 were recruited in 2008 (compared to 45 in 2007). Currently 103 volunteers – of whom 47% are women – are on assignment.

FOCUS

SCHOOL AND UNIVERSITY PARTNERSHIPS

Sanofi-aventis is an active participant in job fairs and forums in numerous countries and is present on many campuses within the framework of school and university partnerships in Brazil, China, Egypt, France, Greece, Italy, Spain, Switzerland and the United States. In 2008, the Group boosted its employer communication initiatives by making various types of communication tools available to Group affiliates. Thanks to this approach, in France sanofi-aventis was chosen as the number one company by students attending Natural Science, Medical and Pharmacy schools(1).

For more information, see

The Group's recruitment policy and school and university relations or the International Corporate Volunteer Program: www.sanofi-aventis.com/rh/rh.asp

TRAINING AND PROFESSIONAL SKILL DEVELOPMENT

Training and professional skill development for all employees is one of the priorities of the sanofi-aventis' Human Resources policy. This policy is based on a process of dialogue between managers and associates during regular reviews. These reviews make it possible to define personal goals for each employee and to evaluate progress toward reaching those goals. They also provide an opportunity to determine individual development plans and the related training that will be necessary to maintain the performance and employability of each individual and to prepare their professional development.

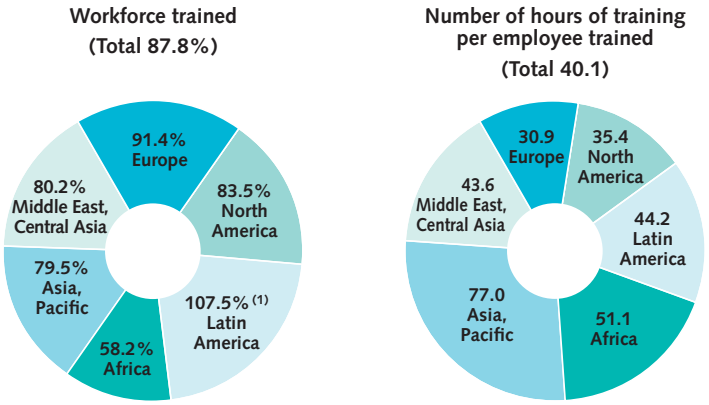
The Group is committed to conveying a managerial culture that is strongly oriented toward developing employees' professional skills. Each of the proposed global programs (Discover, Explore, Pilot, Perspectives) brings together managers from diverse geographic horizons and from all Group functions to allow them to adopt common managerial practices that are based on accompanying both individuals and teams.

Breakdown of participation in Group/international deployment programs

	Discover	Explore	Pilot	Perspectives	Total
Number of participants	85	139	76	116	**416**
Number of nationalities	38	36	8	23	**43**
% of women	34%	47%	33%	22%	**35%**

The training departments based in different countries, within each operational function, meet identified training needs. In 2008, 86,273 employees took advantage of Group training initiatives, with an average of 40.1 hours per employee trained, for a total of approximately 3.5 million hours of training.

Workforce trained/numbers of hours per region



(1) The percentage is calculated based on the number of employees who have received training during the year compared to the workforce as of December 31, which explains why the rate may be over 100% (an employee who received training will be counted even if he or she left the Group before the end of the year).

For more information, see

http://sustainability.sanofi-aventis.com
– about the Group's policy on training and professional skill development;
– about specific training programs set up within the functions.

(1) Source: Universum survey, 2007-2008.

TALENT DEVELOPMENT

In 2008, the People Review process was improved with cross-functional input across the businesses and functions as well as in-depth work on the quality and scope of succession plans. At the entities level, the management committees identify potential internal candidates for promotion, prepare succession plans to fill key positions and define the associated individual development plans.

DIVERSITY

Sanofi-aventis is committed to promoting diversity among teams in the broadest sense possible (in terms of gender, age, training, origins, disability, etc.) in order to improve performance and become increasingly innovative and competitive. Group policy on this issue is part of a corporate citizenship progress-based approach in line with the commitments of a socially responsible business. At Group level, gender equity as well as the recruitment and continued employment of disabled persons remained a priority in 2008.

A number of diversity communication and awareness-building initiatives were organized in 2008, across a wide range of Group functions. For example, Human Resources managers attended an international seminar in April 2008 that brought together nearly 250 managers from 60 countries. Awareness raising among international managers continued during the annual integration seminar (400 managers over three years). The in-house magazine, which is translated into 26 languages and distributed to all employees, presented the Group's commitments to promoting diversity, illustrated by a "world tour" of initiatives organized by different affiliates.

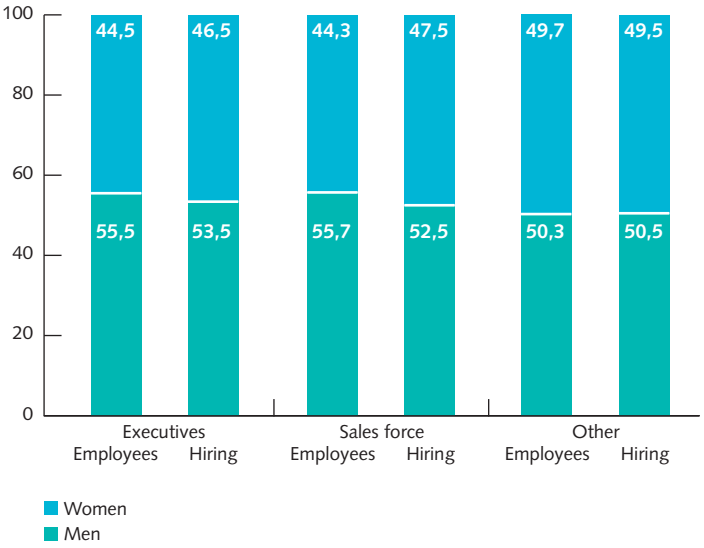
Gender equity

Awareness-raising initiatives and specific programs have been organized among the various Group entities. Collaboration projects outside the company to promote actions in support of gender equity have also been established. In addition, succession plans to fill key positions will include gender indicators.

In 2008, in France, two gender equality agreements were established by sanofi pasteur and sanofi-aventis France. A specific budget was set aside to address the issue of the gender salary gap.

The proportion of women in the Group worldwide reached 46.7%. Sanofi-aventis continues its efforts to ensure that women are promoted to positions of responsibility. At the managerial level, gender composition is nearly equal (44.5%). Two women are members of the Executive Committee and four women (19%) are members of the Group Management Committee. Women represent 16.4% of Group expatriates.

Gender distribution by job category



% of women holding key positions with operational responsibility

By function	Number of people	Number of women	% of women
R&D (site managers)	22	3	14%
Pharmaceutical Operations (affiliate managers/heads of operations)	74	8	11%
Industrial Affairs (site managers)	62	11	18%
Total	**158**	**22**	**14%**

Disability

In line with the Group's agreement on the hiring and continued employment of disabled individuals (2006-2008), all commitments made by sanofi-aventis in France were exceeded: 156 new employees were integrated, which is above the 120 planned. A new Group agreement was negotiated with trade unions for a four year period (2009-2012) which will allow the Group to pursue existing initiatives and to implement new programs for the integration of disabled persons. At the end of 2008 in France, sanofi-aventis had 853 recognized disabled employees.

Worldwide, 34 affiliates hired 1,631 employees with disabilities. A number of awareness-building initiatives were also held throughout the year. In a video broadcast message on December 3, as part of International Day for the Disabled, the Group Human Resources Department encouraged employees at all affiliates to become involved on the issue of disability in the workplace. Local policies concerning the integration of disabled employees are gradually being implemented, with a focus on continued employment and other

awareness initiatives. For example, at different sites in Japan, a week-long awareness-building event about disability and employment was organized after interns with disabilities joined various departments within the company.

For more information, see

Group initiatives within the framework of diversity and disability management:
http://sustainability.sanofi-aventis.com

III.3.3 COMPENSATION AND SOCIAL PROTECTION

COMPENSATION

The sanofi-aventis compensation strategy is designed to recognize individual and collective performance while ensuring internal equity and competitiveness with regard to the local pharmaceutical industry. The Group pays particular attention to ensure equal compensation between women and men. Beyond reaching individual objectives, variable individual compensation recognizes an employee's personal commitment and contribution to the Group's success.

Sanofi-aventis highlights employee contributions to collective performance based on diverse systems of variable collective compensation, according to each country and activity. For instance, in 2008, in France, a new profit-sharing agreement was entered into for financial years 2008 to 2010. The agreement provides a substantial global profit-sharing allocation. In 2009, based on equivalent earnings, the plan should distribute profit-sharing for 2008 that is 62% higher.

The Group strongly encourages investment in the employee savings plan in order to complement future retirement pensions. In 2008, the collective pension savings plan (PERCO) was extended to include all Group employees in France and 78% of employees have elected to invest their voluntary and statutory profit-sharing in the plan.

Industrial Affairs, recognition for collective performance worldwide

In 2008, the Industrial Affairs Department continued implementation of its collective performance compensation system, known as the Annual Progress Plan (APP), in countries where there is no legal collective performance compensation system (such as voluntary and statutory profit-sharing). The principle behind APP is to compensate each Industrial Affairs employee for his or her collective performance in accordance with the site's objectives and also to organize communications about the resulting economic impact. It is based on improvement in the site's economic results, measured against key performance indicators defined for the industrial activity. At the end of 2008, the APP was in place at 29 industrial sites in 16 countries, representing more than 6,000 employee contributions.

SOCIAL PROTECTION

Sanofi-aventis strives to ensure high-quality social benefits coverage and retirement income for all employees. In line with the Group's values, each established plan must aspire to fairness, solidarity, respect for others and compliance with local regulations and cultures. It must also encourage social and individual accountability.

Each year, via a prior approval procedure, the Group develops approximately 25 plans, using operational support measures to encourage Group affiliates to identify the best local coverage for protection against unexpected events (sickness and maternity cost reimbursement, death benefits and disability compensation) as well as ways to finance retirement income.

The Group is careful to ensure such social protection plans are designed for the long term:
- the guarantees provided must not be excessive, but must cover all local needs and complement any state-run plans that may already exist;
- financial commitments must be contained over the years and not create future debt that will burden tomorrow's generations and growth and
- insofar as possible, the management and implementation of coverage must be ensured by strong local partners.

Three new regional social protection plans were set up in 2008 in China, Central America and sub-Saharan Africa.

FOCUS

COMBATING HIV/AIDS

Through its HIV/AIDS Solidarity mission, sanofi-aventis conducts a number of initiatives among Group employees and their families, especially in certain African countries where prevalence of the disease is the highest.

For more information, see

The program to combat HIV/AIDS:
http://sustainability.sanofi-aventis.com

III.3.4 OCCUPATIONAL HEALTH AND SAFETY

The objectives of the Group's occupational health and safety policy are to continually assess potential occupational injury and health risks to employees in the workplace. This is accomplished by taking the appropriate preventive and protective measures and informing and educating our employees in order for them to ensure their own health and safety. The Group relies on its Health, Safety and Environment (HSE) management system to make this possible. At every level, the HSE management system follows a continuous improvement cycle.

The HSE policy focuses on eight key guiding principles, the Group HSE goals and the strategic plan, which is reviewed by each Group function on an annual basis. This policy includes the implementation of 77 rules, which are reviewed regularly and covers general HSE-related topics as well as issues that are specific to each function. The central HSE audit team conducts audits on a regular basis to ensure that the Group's activities comply with the 77 rules and with local regulations.

Skill development programs have been organized for several years to improve the global vision of the HSE management system and to help anchor it solidly in the sanofi-aventis culture.

For more information, see
http://sustainability.sanofi-aventis.com

OCCUPATIONAL SAFETY

Challenges and methods

The Group is committed to reducing accident risk in the workplace for all employees (permanent-contact and temporary employees and outside service providers) by maintaining a prevention and protection system, which is subject to ongoing monitoring. Feedback about experiences, developing the HSE culture and specific action programs are developed to respond to safety issues in connection with each function, such as motor vehicle risk prevention or process safety. Slip, trip and fall-related injuries were identified as a significant issue and their prevention was the focus of an important program in 2008.

A program for motor vehicle risk prevention

Since 2006, the Group has made considerable strides to achieve a significant reduction in the number of motor vehicle accidents involving medical sales representatives. A training module and communication kit about safety on the road were developed and distributed in 2008. In France, all managers who supervise medical sales representatives also received training.

After two years of steady efforts, the results are encouraging: a 31% decrease in the number of injuries related to motor vehicle accidents and a 36% reduction in severity rates.

Slip, trip and fall accidents

In 2007, slip, trip and fall-related accidents represented 38% of all lost-time occupational accidents. In order to prevent and significantly reduce these risks, a campaign was devised to raise awareness and provide training about falls that occur while moving from place to place. Communication tools were provided to all sites so that each site could develop its own custom-designed campaign.

Process safety

The Group places particular importance on guaranteeing the safety of our sites and their surroundings through the development and utilization of the safest chemical processes.
Process safety training programs have been developed and monitoring indicators implemented. Independent of transfer operations, which undergo routine assessment, safety procedures are reviewed on a regular basis. In 2008, approximately 20% of safety procedures underwent such a review.

Safety results

Safety results are reported on a monthly basis for the entire Group, including sanofi-aventis employees, temporary employees and outside service providers.

Consolidated frequency rate for occupational lost-time accidents by function

Frequency rate of occupational lost time accidents(1)	2006	2007	2008
Research and Development	2.1	1.9	1.6
Industrial Affairs	2.6(2)	2.4	3.0
Pharmaceutical Operations	3.7	3.4	2.9
Vaccines	1.6	1.5	2.0
Sanofi-aventis total	**3.0(2)**	**2.6**	**2.6**
Temporary employees	2.0(2)	2.1(2)	2.6
Outside service providers	5.7	5.1(2)	4.2

(1) Number of accidents resulting in lost time of one day or more within a 12-month period, per million hours worked. These data are consolidated for all Group companies.
In the case of additional accidents not yet recorded at the closure of the financial year, or if changes in accident qualifications are observed after the financial year has ended, the frequency rate is subsequently corrected.
(2) Data adjusted in 2008.

The frequency rate of occupational lost-time accidents remained constant in 2008. This outcome is due to significant improvement observed in Pharmaceutical Operations and Research and Development. However, results for Industrial Affairs revealed an increase in the frequency rate of occupational lost-time accidents. An action plan designed to reverse this trend is already in place.
Despite an increase in the rate within the Vaccines Division, the frequency rate remains low.

For more information, see
http://sustainability.sanofi-aventis.com

OCCUPATIONAL HEALTH

Objectives and methods

The Group's objectives are to safeguard employee and subcontractor health at workstations by limiting the risks inherent to each function, as well as to improve well-being. The Group adopts a strategy of evaluation, monitoring, feedback about experience and the development of a prevention culture targeting each employee as well as management.

Risk control and prevention

A good example of a Group initiative that illustrates the risk control and prevention goal is the immunization campaign conducted in sub-Saharan Africa, an area that is severely affected by meningococcal meningitis. When Group medical sales representatives visit healthcare facilities in West Africa, they may be exposed to this infectious agent. They are offered a vaccine; approximately 120 people have been vaccinated.

Occupational illnesses

Most of the occupational illnesses declared in 2008 were ergonomics-related. Peri-articular disorders (e.g., around the joints) of the upper extremities represent approximately 60% of declared illnesses, specifically in the vaccines business, pharmaceutical production and research. Cancers represent 10% of diseases declared in 2008, some of them attributable to professional exposure prior to beginning employment with the Group. Among the occupational illnesses declared, recognized and reported in 2008 was one case of phlebitis due to prolonged air travel.

Ergonomics

As an ever-growing concern, ergonomics and its impact on occupational health are the focus of a specific group of initiatives. The program is based on a training module presented to HSE site directors and other concerned managers in 2008. Occupational health teams at the sites carry out workstation evaluations and design measures to limit ergonomic constraints.

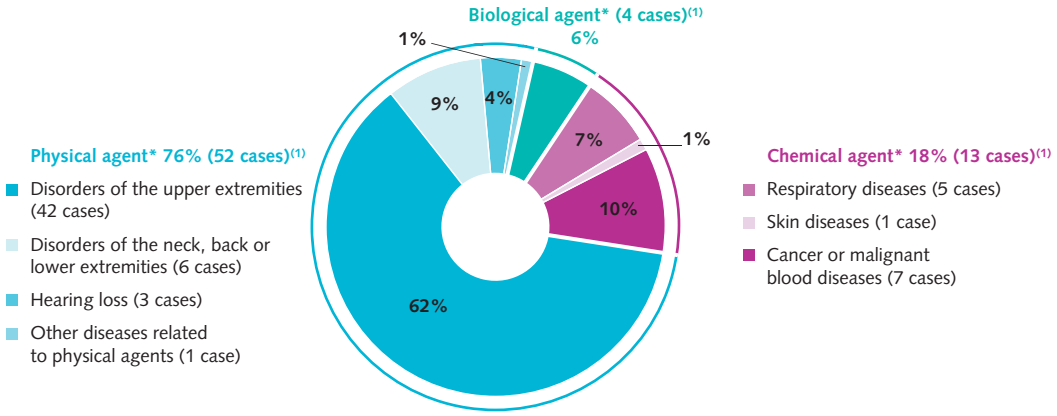
Well-being in the workplace

Group occupational health teams and managers received training to develop their awareness and understanding of the mechanisms underlying stress and their consequences on health. For example, within the vaccines business, 45% of managers in charge of more than five employees have already been trained.

Promoting good health

Enabling all employees to improve their health on a daily basis constitutes an important commitment for the Group. Screening, immunization and information programs are organized in line with local public health concerns (cardiovascular risk in the United States, Europe and India; cancer screening in Europe; influenza vaccines; etc.).

Occupational illnesses declared, recognized and reported in 2008



European Chemical Industry Council (CEFIC).
(1) These figures represent the number of occupational illnesses declared in 2008.

REACH

Considerable organizational and administrative efforts have been devoted to meeting regulatory deadlines in connection with the European REACH regulation (Registration, Evaluation and Authorization of CHemicals). In light of the wide range of chemical activities within the Group, 875 chemical substances have been identified and pre-registered in Europe with the European Chemicals Agency.

FOCUS

SUBCONTRACTORS

During the manufacture of some of its products, the Group makes use of subcontractor services.
Sanofi-aventis has defined and communicated HSE policy requirements to subcontractors, who are responsible for their implementation. HSE audits of production sites monitor compliance with these requirements. For each observation made, an audit report is issued and an action plan to meet standards must be provided by the subcontractor. In 2008, 25 visits were made and no critical situations were identified.

III.4 PLANET 21 – ENVIRONMENTAL PERFORMANCE

Environmental performance is an ongoing objective for sanofi-aventis; it aims to limit the impact of the Group's activities to protect the health of populations and our planet. In 2008, priorities focused on combating climate change, assessing the greenhouse gas emissions (GHG) at certain industrial sites and reducing the environmental impact of pharmaceuticals throughout their entire life cycle.

III.4.1 LIMITING ENVIRONMENTAL IMPACTS

The Group's activities have an environmental impact both around our sites and throughout our supply chain. By applying the Group's HSE policy and responding to environmental regulations that are increasingly rigorous, especially in Europe, sanofi-aventis is implementing preventive measures and management processes to limit environmental impacts.

In terms of our facilities, the primary measures concern the:
– impact on the atmosphere and climate due to greenhouse gas emissions (primarily CO_2);
– impact on air quality due to the generation of Volatile Organic Compounds (VOCs, linked to solvent usage) and, to a lesser extent, nitrogen oxides (NOx) and sulfur oxides (SOx);
– natural resources consumption, in particular water and energy;
– solid and liquid waste treatment;
– contaminated soil remediation and
– impact on the ozone layer due to low-level emissions of Ozone Depleting Substances (ODS).

In addition, for certain impacts, these measures fall within the scope of international provisions or European directives, which are at times reinforced locally or nationally:
– 6 of the Group's European industrial sites are subject to quotas for greenhouse gas emissions, in application of the Kyoto protocol;
– 9 European sites have been classified according to the "SEVESO II" European directive; they use a specific safety management system, perform hazard assessments and implement specific risk control methods;
– 21 sites adhere to the standards described in the European IPPC (Integrated Pollution Prevention and Control) directive, which includes requirements concerning atmospheric emissions and effluent quality, as well as waste treatment and recycling and
– laws in several countries require businesses to be responsible for the remediation of contaminated sites, regardless of whether a company owns the sites today, owned them in the past, or whether the sites were contaminated by waste from company operations. As a result, accounting provisions for remediation have been established.

As of 2008, 37 sites hold ISO 14001 certification, compared to 38 in 2007. The decrease is a result of the vaccine production site in Pilar (Argentina) receiving certification and merging two sites in two different countries that had previously been certified: Alcobendas merging with Alcorcon (Spain) and Cuautitlan combining with Ocoyoacac (Mexico).

Investments in industrial hygiene, safety, working conditions, improvements for disabled individuals, process safety and the environment amounted to over 120 million euros spent in 2008.

For more information, see
– details on page 30
– http://sustainability.sanofi-aventis.com

In addition to our facilities, the Group is affected at three levels:
– upstream due to the environmental impact of suppliers and the conditions under which natural substances are taken from their surroundings. Although there is little liability from a legal viewpoint, these issues are important in terms of reputation;
– downstream, at the end of a product's life cycle, because pharmaceuticals in the environment represent an emerging social issue and
– lastly, the question of measuring greenhouse gas emissions along the entire value chain is the focus of increasing interest from investors and stakeholders.

Regulations, especially in Europe, tend to require businesses to meet environmental performance standards that are very demanding. Within this context, sanofi-aventis for many years has been committed to a continuous improvement process applied to the Group's performance in various areas, described in the following pages.

III.4.2 PHARMACEUTICALS IN THE ENVIRONMENT

A majority of the Group's efforts and responsibilities focus on the environmental impact related to our site operations, but sanofi-aventis is also committed to reducing the environmental footprint for the entire life cycle of our products and industrial sites.

ECO-DESIGN OF DRUGS

Throughout the product development stages, issues related to health, safety and the environment are part of process optimization to make them safer and more environmentally friendly, as well as to reduce raw material consumption:

– at the earliest stages of product development, tools are made available to sanofi-aventis chemists to encourage them to use reagents and solvents posing the smallest possible HSE hazard and
– throughout the development process and during the entire industrial production phase, decisions are made about the processes used, based on economic and HSE criteria, in order to reduce the impact of syntheses.

REDUCING ACTIVE PHARMACEUTICALS IN THE ENVIRONMENT

The presence of pharmaceuticals in the environment, in very small concentrations, is linked to several sources, the principal one being patients' use of medicines. Environmental risk is the focus of growing concern, especially for certain classes of pharmaceutical products, such as hormonal substances, cytotoxins and antibiotics.

To limit the risk of this impact, the Group is pursuing efforts in four areas:

– through programs to evaluate new medicines in accordance with regulations primarily in Europe and the United States;
– going beyond regulatory compliance by having an environmental risk assessment performed for 23 of its major marketed products. No risk to the environment was found;
– through university partnerships and the Group's involvement in projects in conjunction with the pharmaceutical industry in the United States and Europe;
– through programs to detect and quantify active pharmaceutical ingredients, or their degradation products within effluents at the Group's industrial sites and by measuring the impact on biodiversity at environmentally sensitive sites and
– by supporting local programs for the collection of unused medicines.

DECREASE USE OF PACKAGING

Drug packaging must protect the product's integrity in order to ensure pharmaceutical-grade quality for the product's entire life cycle. The Group is pursuing efforts to improve and optimize packaging while taking into account constraints that are both technical (product stability, material resistance, etc.) and regulatory (labeling information required on the package, patient information, etc.) which must be considered in the choice of materials and formats.

FOCUS

RESPONSIBLE USE OF PLANT AND ANIMAL RESOURCES

Several active ingredients in the Group's key products are derived from natural plant or animal extracts. For example, Taxotere® is an oncology drug extracted from the needles of yew plants. Artesunate® is a malaria drug derived from wormwood and Lovenox® an anticoagulant extracted from animals. All these products are manufactured using specifically cultivated plants or animals housed in controlled breeding facilities. The use of wild plants and animals is generally considered insignificant and to date has not been controversial.

III.4.3 REMEDIATION OF CONTAMINATED SOIL

Today, industrial engineering and operational management standards make it possible to eliminate most of the risks linked to soil and sub-soil contamination. Nevertheless, former industrial practices sometimes led to this issue. They represent environmental liabilities, insofar as the laws in several countries require companies to remediate contaminated sites. These obligations may relate to sites if they are currently owned or operated, formerly owned or operated, or contaminated by waste from the Group's operations.

The Group's policy includes securing these sites so that they present no unacceptable risks for employees working at them, for local residents or for the environment. Remediation activity is carried out in conjunction with the appropriate authorities, generally to authorize reuse of land for industrial or office use. Some remediation projects are allocated for possible future residential use, also in concert with the relevant authorities. In this case, the techniques used and subsequent results are subject to intense scrutiny.

The *Document de Référence 2008* issued for the *Autorité des marchés financiers* (AMF, the financial market regulator) and the SEC Form 20-F contain information about the amounts and risk guarantees corresponding to the environmental liabilities incurred in connection with divested chemical and agro-chemical production activities.

For more information, see

– *Document de Référence 2008*, section D.18.3 part 3.3.2, page 243
– 2008 Form 20-F section D.18.3 "Other provisions" page F-67.

III.4.4 THE STRUGGLE AGAINST CLIMATE CHANGE

The Group's emissions that have an impact on climate change are primarily CO_2 emissions and, to a lesser degree, a limited amount of Ozone Depleting Substances (ODS). At the local level, the principle impact on air quality is due to Volatile Organic Compounds (VOCs) and nitrogen and sulfur oxides. These emissions are measured at Group sites worldwide.

The Group pays particular attention to greenhouse gas emissions by implementing projects designed to estimate the emissions generated by the Group's activities throughout the product life cycle. Following the carbon assessment *(Bilan Carbone®)* that took place on the Aramon site in 2007, five other sites that are representative of the Group's business activity are undergoing assessment for greenhouse gas emissions in order to provide a basis for the exact estimation of the Group's global carbon footprint.

Sanofi-aventis has established goals for direct and indirect greenhouse gas emissions reduction

2008 achievements and 2005 vs. 2013 objectives	Direct CO_2	Indirect CO_2
2005 absolute value (tons)	415,101	564,661
2008 objectives (set in 2005), ratio per unit produced	–11% vs. 2005	Constant vs. 2005
2008 achieved, ratio per unit produced	–10% vs. 2005	–10% vs. 2005
2005 vs. 2013 objectives, per unit produced	–15%	–15%

PURCHASED ENERGY

Electricity consumption increased by 1% in 2008. Associated indirect CO_2 emissions remained stable. The ratio of CO_2 emissions per unit produced decreased significantly due to, first, the opening of new laboratories and new vaccine production facilities and, second, shifting from indirect emissions to direct emissions with the creation of cogeneration facilities at several Group sites. The percentage of renewable electricity consumption (generated by hydroelectricity, solar, geothermal, wind and biomass energies) as part of the Group's total electricity consumption is estimated at 15%.

Millions of tons of CO_2 equivalent emissions

2006	2007	2008	Variation 2007/2008
572	532	533	0%

MEDICAL SALES CALLS

Greenhouse gas emissions resulting from medical sales calls are primarily due to travel by sanofi-aventis medical sales representatives who call on healthcare professionals. These emissions decreased by 9% in 2008.

Total CO_2 equivalent emissions (millions of tons)

2006	2007	2008	Variation 2007/2008
270	231	210	–9%

Relative fuel consumption*

2008	Variation 2007/2008
8.7	–9%

Actions

Continue initiatives begun in 2006, transitioning vehicle fleet to better fuel efficiency, "drive safe and sober" training.

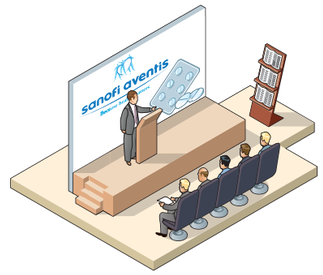
2005 vs. 2013

–20%.

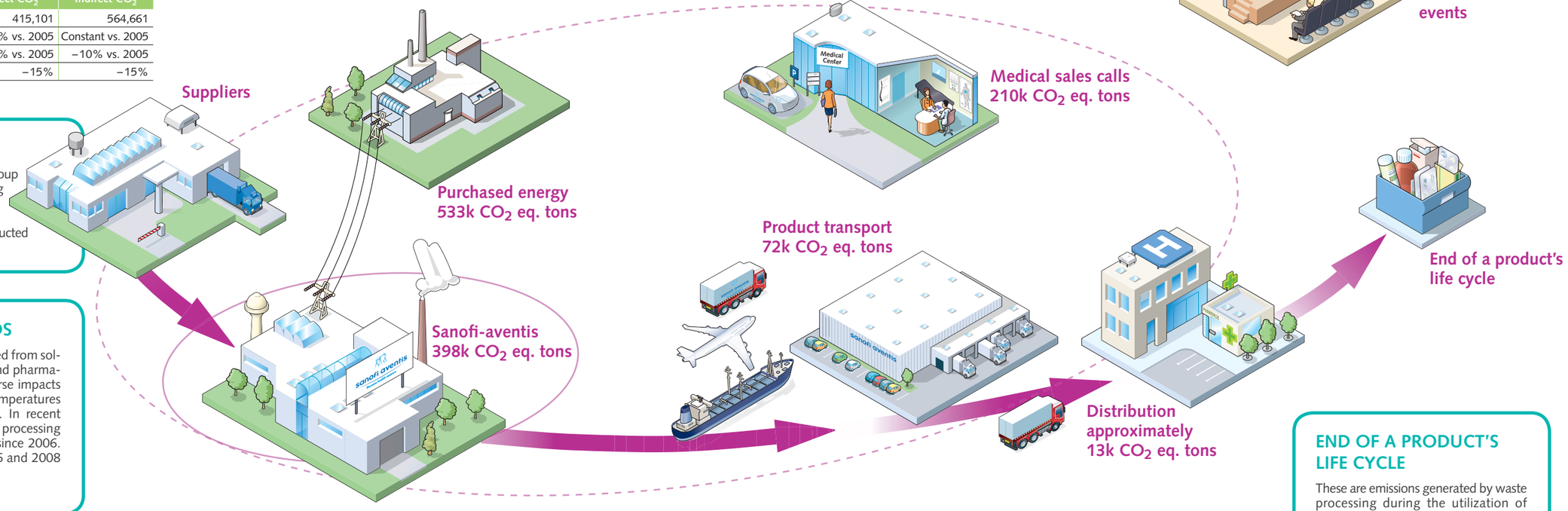
** Average consumption per 100 km for medical sales representatives' vehicles.*

MARKETING MATERIALS AND EVENTS

This business activity concerns emissions associated with sanofi-aventis products: promotion for congresses, seminars, promotional objects and printing, as well as with communication agencies, etc. Similar to suppliers, this activity represents a considerable share of the Group's purchases. It also represents significant emission volumes.



Marketing materials and events



SUPPLIERS

The raw materials and services purchased by the Group have already undergone one or more steps including manufacturing, transport, etc. that give rise to generated CO_2 emissions. These emissions are evaluated through carbon impact assessments conducted at six Group sites.

VOLATILE ORGANIC COMPOUNDS

Volatile Organic Compounds (VOCs) are generated from solvent usage during active ingredient production and pharmaceutical manufacturing. They contribute to adverse impacts on air quality and higher ozone levels when temperatures are warm and may have an impact on health. In recent years, investments made at facilities for emissions processing have contributed to a 911-ton VOCs reduction since 2006. The goal of a 15% total reduction between 2006 and 2008 has been more than met.

2,274 tons of VOCs in 2008

NITROGEN AND SULFUR OXIDES

Nitrogen oxides (NOx) and sulfur oxides (SOx) are mostly generated by the combustion of natural gas and fuel oil in boilers. See detailed figures, page 42.

NOx: 322 tons in 2008

SOx: 51 tons in 2008

PROTECTING THE OZONE LAYER

Emissions of Ozone Depleting Substances (ODS) come primarily from refrigeration facilities, whose emissions are kept at low levels through modernization programs and by increasing preventive maintenance measures.

1 CFC-11 equivalent ton in 2008

GREENHOUSE GAS EMISSIONS AT OUR SITES

This involves greenhouse gas emissions generated by the use of fossil fuels at all sanofi-aventis sites. Six of the Group's European industrial sites are directly affected by the reduction requirements in the Kyoto Protocol. Their emissions amounted to 117,000 CO_2 equivalent tons for an allocation of 176,000 tons. Emissions per unit produced underwent a 10% reduction from 2005 to 2008, while the goal was 11%. The difference may be explained by greater utilization of cogeneration.

Millions of tons of CO_2 equivalent emissions

2006	2007	2008	Variation 2007/2008
401	370	398	+8%

Actions

New boilers; cogeneration and methane recovery for effluents; technical and in-the-field energy management organized at Group level and within the functions.

PRODUCT TRANSPORT

The data presented in the table below represent 69 thousand tons of CO_2, i.e., approximately 95% of the CO_2 emissions generated by our product transport, from the production site to their various destinations (distribution centers, wholesalers-dispatchers, etc.). In 2008, the Group obtained a 2.4% reduction in CO_2 emissions due to the transport of goods by optimizing road transport and reducing air transport; instead it preferred shipping by boat and developing "piggy back" transport. These actions will continue in 2009.

	2006	2007	2008	Variation 2007/2008
Transport in Europe between sites (road transport) kg CO_2/pallet	37	34	33	–2.9%
Intercontinental transport (by air or sea) kg CO_2/pallet	636	470	426	–9.4%
% weight transported by sea/ total weight intercontinental	66%	76%	78%	+2.6%

END OF A PRODUCT'S LIFE CYCLE

These are emissions generated by waste processing during the utilization of sanofi-aventis products. They depend on the volumes distributed and each country's waste processing practices.

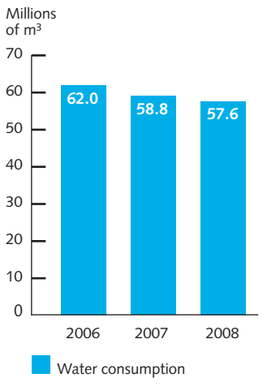
DISTRIBUTION

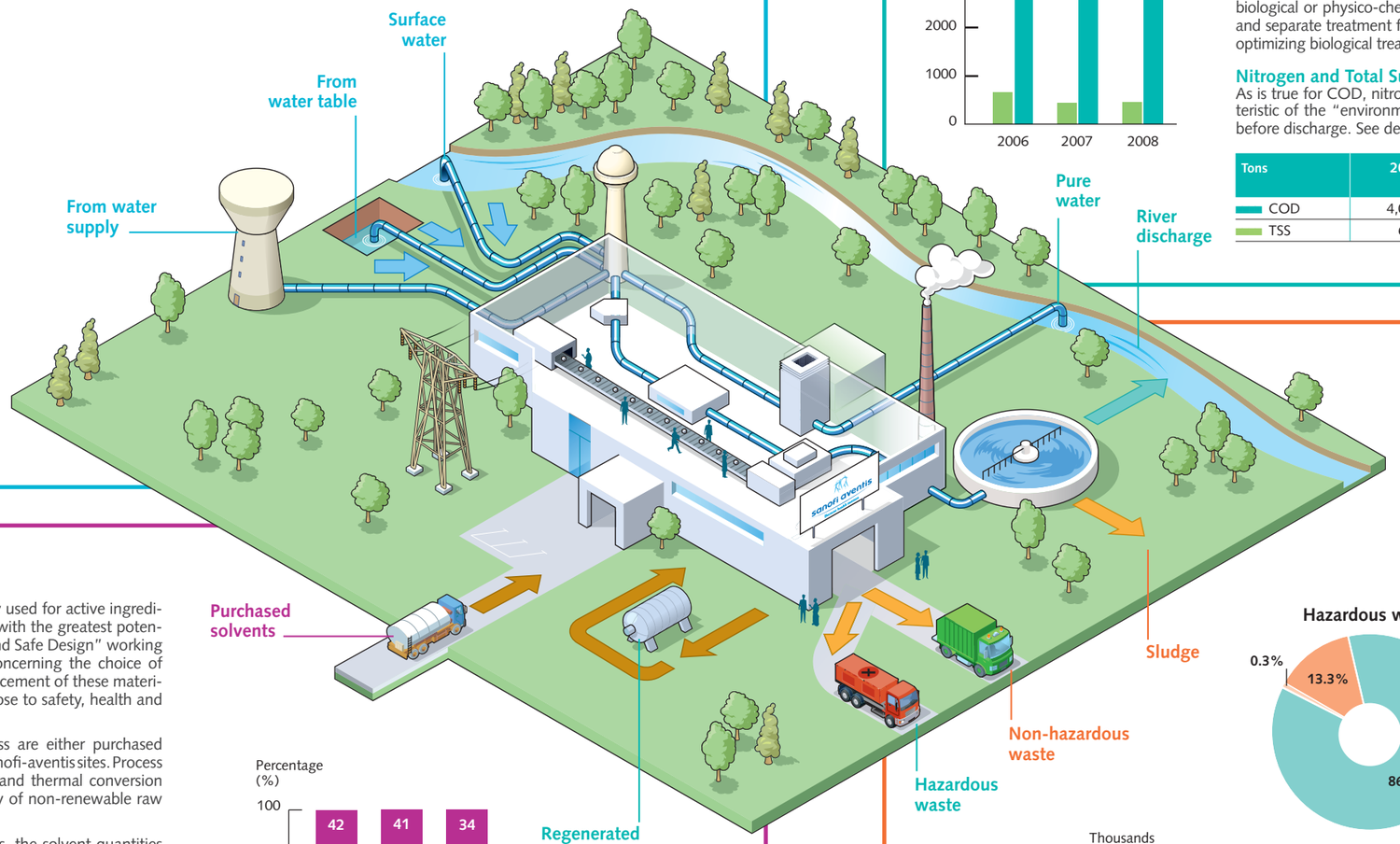
These emissions correspond to product transport from sanofi-aventis distribution centers to direct clients: hospitals and pharmacies. They are estimated by taking into account the average distribution distance traveled by products in all countries where they are distributed. This activity has little impact on emissions when compared to product transport between sites, as the average distance covered is relatively short.

For more information, see
http://sustainability.sanofi-aventis.com

WATER CONSUMPTION

Water utilized during manufacturing (especially for fermentation) and for cooling purposes (cooling without product contact) is obtained primarily from available aquifers and rivers. In keeping with preceding years, modernized cooling facilities, closed loop and dry cooling, as well as specific operational activities in 2008 led to an additional 2% reduction in water consumption.
In addition, specific actions were implemented at several industrial sites located in high water stress zones and areas that are sensitive with respect to aquatic biodiversity.



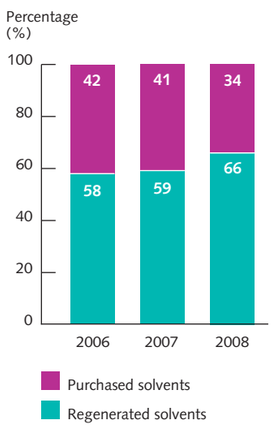


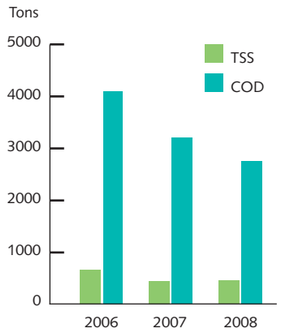
SOLVENT CONSUMPTION

Among raw materials, solvents, primarily used for active ingredient production, represent the resources with the greatest potential environmental impact. The "Clean and Safe Design" working group has drafted recommendations concerning the choice of solvents to use. Selection criteria or replacement of these materials include reducing the risk they may pose to safety, health and the environment.

Solvents used in the production process are either purchased ("consumed" quantities) or recycled at sanofi-aventis sites. Process optimization, recovery (when possible) and thermal conversion are encouraged to decrease the quantity of non-renewable raw materials consumed.

Thanks to new solvent recycling facilities, the solvent quantities purchased annually have been reduced in recent years. This trend is set to continue in 2009. The 2009 goal for the percentage of solvents recycled was increased from 63 to 66%.





WASTE WATER DISCHARGE

Chemical Oxygen Demand (COD)

Industrial effluent waste is controlled either in the Group's wastewater treatment and/or at municipal treatment plants, in accordance with operator agreements. The data presented corresponds to effluents after internal and/or external treatment. Chemical Oxygen Demand (COD) is the primary environmental indicator of effluents.

All the internal wastewater treatment plants, regardless of type – membrane bioreactors, conventional biological or physico-chemical – constantly undergo primary treatment upgrades, sorting at the source and separate treatment for certain waste streams. The Group's environmental laboratories participate in optimizing biological treatment plant operations.

Nitrogen and Total Suspended Solids (TSS)

As is true for COD, nitrogen and total suspended solids found in industrial effluents are also a characteristic of the "environmental load" and make it possible to measure the treatment system's efficacy before discharge. See detailed figures page 42.

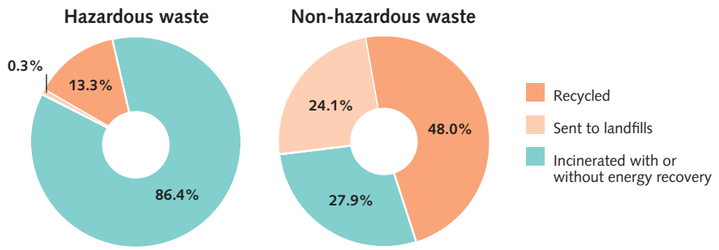
Tons	2006	2007	2008	Variation 2007/2008
COD	4,091	3,196	2,750	–14%
TSS	660	447	447	0%

WASTE MANAGEMENT

Two sanofi-aventis sites convert their own liquid ammonia and potassium waste. The corresponding tons generated are not included in this report.

Hazardous waste treatment, either by recycling or reprocessing, or via energy conversion, applies to approximately 60% of the quantity produced. A small percentage (0.3%) is still sent to industrial landfills when the infrastructures necessary for waste incineration are not available.

The quantity of hazardous waste produced in 2008 increased by 5% compared to 2007. This occurred because two of our sites that normally manage their waste internally had to temporarily treat nearly 10,000 tons of effluent at external treatment facilities.



Thousands of tons	2006	2007	2008	Variation 2007/2008
Hazardous waste				
Recycled	24.9	17.8	16.0	–10.1%
Incinerated with or without energy recovery	107.4	95.9	103.6	+8.1%
Sent to landfills	0.9	0.4	0.4	–12.6%
TOTAL	133.2	114.1	120.0	+5.2%
Non-hazardous waste				
Recycled	37.3	36.8	32.0	–13.2%
Incinerated with or without energy recovery	20.6	20.1	18.6	–7.6%
Sent to landfills	23.3	16.4	16.1	–2.2%
TOTAL	81.2	73.4	66.7	–9.2%

Key data and Statutory Auditors' review report

KEY DATA CONCERNING GROUP ACTIVITY

Sanofi-aventis is a global healthcare Group committed to the research, development, manufacture and marketing of healthcare products based on two key business activities: pharmaceuticals and vaccines.

With sales of 27.6 billion euros in 2008, sanofi-aventis is the fourth largest pharmaceutical group worldwide and number one in Europe. As of December 31, 2008, the Group had 98,213 employees working in over 100 countries. Sanofi-aventis has a strong presence in emerging markets thanks to its leadership position and numerous access to medicines programs.

PORTFOLIO OF MEDICINES AND VACCINES

The pharmaceuticals business of sanofi-aventis markets products in six major therapeutic areas: thrombosis, cardiovascular diseases, diabetes, oncology, central nervous system (CNS) and internal medicine.

Sanofi Pasteur, the Vaccines Division, holds a leading position in most countries with a complete range of vaccines responding to most major worldwide public health challenges.

RESEARCH AND DEVELOPMENT (R&D)

In 2008, the Group invested approximately 4.6 billion euros in research and development, representing 16.6% of sales. As of February 11, 2009, 65 projects (Pharmaceuticals and Vaccines) were in various phases of clinical development.

Number of compounds and vaccines in clinical development

Phase I	Phase IIa	Phase IIb	Phase III	Submission	Total
20	9	9	23	4	65

For more information, see
www.sanofi-aventis.com

THE GROUP'S GLOBAL PRESENCE

The Group employs nearly 100,000 people and its commercial presence extends to over 100 countries.

The Group maintains its commitment to the countries in which it operates, striving constantly to contribute to local economic and social development. In addition to its pharmaceutical operations, sanofi-aventis decided to conduct certain R&D activities locally and to develop manufacturing and industrial development sites for its products in various regions of the globe.

This strategy fulfills a dual purpose by:
– making the best use of existing resources and centers of specific expertise and
– coming closer to our markets and final consumers.

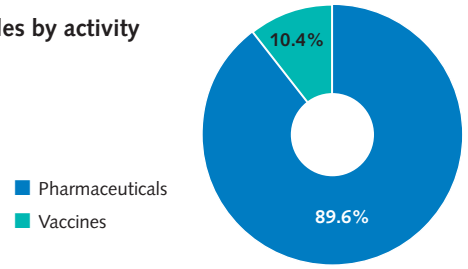
FINANCIAL DATA

Stock market listings and financial reporting

Sanofi-aventis is listed on stock markets in Paris (Eurolist A) and New York (NYSE) and its shares are included in the following benchmark indices: France (CAC 40), Europe (DJ Euro Stoxx 50 and Pharma, FTS Eurofirst 80 and 100) and internationally (NYSE International 100 and World Leaders).

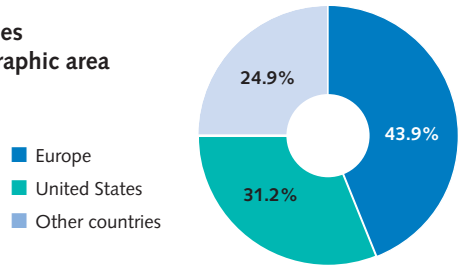
Sanofi-aventis securities are included in ethical reference indices such as the DJSI World, ASPI and FTSE4Good, thus confirming the Group's sound sustainability performance.

2008 sales by activity



Activity	Million euros	Comparable basis growth(1)
Pharmaceuticals	24,707	+3.1%
Vaccines	2,861	+9.6%

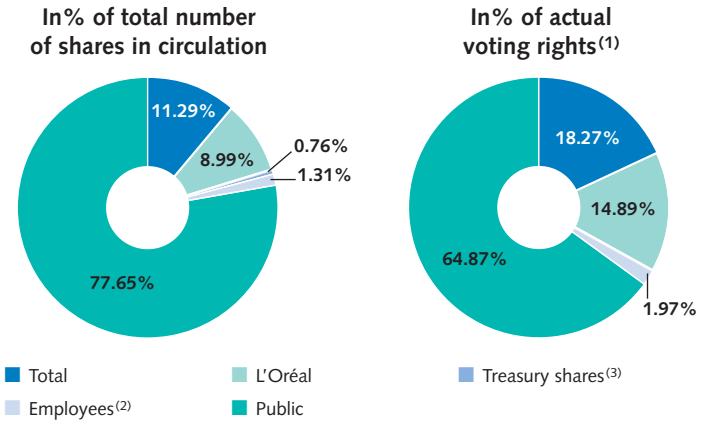
2008 sales by geographic area



Geographic area	Million euros	Comparable basis growth(1)
Europe	12,096	–0.6%
United States	8,609	+5.4%
Other countries	6,863	+10.1%

(1) By variation on a "comparable" basis, we mean that we exclude the impact of exchange rate movements and changes in Group structure (acquisitions and divestments of interests in entities and rights to products and changes in consolidation method for consolidated entities). The full definition may be found in the Document de Référence 2008 *in the appendix to section 3.1.13 and page 73 in the 2008 20-F.*

Share ownership as of December 31, 2008



(1) Based on the total number of voting rights as of December 31, 2008.
(2) Shares held through the sanofi-aventis Group Savings Plan.
(3) On April 29, 2008, the Board of Directors cancelled 51,437,419 treasury shares. The tables showing shifts in the share capital over the last three years appear in note D.15.1 to our consolidated financial statements.

Sanofi-aventis has approximately one million individual shareholders* composed primarily of French (49%) and US (32%) shareholders, of which a majority holds American depositary shares (ADS). Individual shareholders hold approximately 8% of the sanofi-aventis share capital**.

Institutional shareholders (not including Total and L'Oréal) own approximately 70% of the share capital. Such shareholders are primarily institutional investors from the United States (27.1%), France (19.6%) and the United Kingdom (9.4%). German institutions hold 3.3% of the share capital, Swiss institutions 1%, institutions from other European countries hold 5.1% and Canadian institutions 1.2%. Other international institutional investors (excluding those from Europe, the United States and Canada) hold approximately 3.6% of the capital; Chinese investors began holding shares in 2008.

For more information, see

– *Document de Référence 2008*, pages 6 and 10;
– 2008 Form 20-F pages 134-135.

Key financial figures

	2008	Reported basis growth
Sales(1)	27,568 million euros	–1.7% +3.7% on a comparable basis(1)
Adjusted operating income(2)(3) – current	9,762 million euros	+0.9%
Adjusted net income(3) excluding selected items(4)	7,186 million euros	+3.2%
Adjusted earnings per share(3)(5) excluding selected items(4)	5.49 euros	+6.2% +11.2% with constant euro/dollar exchange rate
Dividend proposed for the 2008 fiscal year	2.20 euros per share	+6.3%

(1) By variation on a "comparable" basis, we mean that we exclude the impact of exchange rate movements and changes in Group structure (acquisitions and divestments of interests in entities and rights to products and changes in consolidation method for consolidated entities).
The full definition may be found in the Document de Référence 2008, *in the appendix to section 3.1.13 and in the 2008 Form 20-F Item 5 page 73.*
(2) Operating income before restructuring costs, impairment of property, plant and equipment and intangibles, gains/losses on disposals and litigation.
(3) Adjusted net income is an internal performance indicator defined as accounting net income attributable to equity holders of the Company, adjusted to exclude (i) the material impacts of the application of purchase accounting to acquisitions, primarily the acquisition of Aventis and (ii) acquisition-related integration and restructuring costs related to these operations.
The full definition may be found in the Document de Référence 2008, *in the appendix to section 3.1.13 and in 2008 Form 20-F Item 5 page 71.*
(4) Excluding selected items: we define "selected items" as accounting items reflecting significant events occurring during the period that would alter a user's understanding of our operational performance if they were not disclosed separately. Consequently, selected items are limited in number, unusual in nature and involve significant amounts. Selected items are primarily recorded in the following line items: Restructuring costs, Impairment of property, plant and equipment and intangibles, gains and losses on disposals, litigation and income tax expense, as defined in notes B.20 and B.22 to the consolidated financial statements contained in the Document de Référence 2008 *and in the 2008 Form 20-F.*
(5) Based on an average number of shares in circulation: 1,309.3 million in 2008 compared to 1,346.9 million in 2007.

Sales reached 27.6 billion euros, showing growth of 3.7% on a comparable basis. The business was adversely impacted by generics of Ambien® IR in the United States and Eloxatine® in Europe. Nevertheless, it registered above-market growth in the United States market and double-digit growth in developing (emerging) countries and Japan.

In 2008, sanofi-aventis delivered growth in the adjusted net earnings per share (EPS) excluding selected items at constant euro/dollar exchange rates above guidance (up +11.2% against guidance of around +9%).

** Including sanofi-aventis employees and its subsidiaries, as well as former employees holding shares via the Group Employee Savings Plan.*
*** Source: "identifiable bearer securities" ("Titres au porteur identifiables" or TPI) survey conducted by Euroclear France on December 30, 2008 and available internal information.*

HUMAN RESOURCES DATA

	DEFINITION	UNIT OF MEASURE	2005	2006	2007	2008	VARIATION 2007/2008
Total workforce	Workforce as of December 31	Total number of FTC and PC employees	97,181	100,289	99,495	98,213*	–1.3%
PC workforce	Group employees with a permanent contract (PC)	Total number of PC employees	93,463	96,012	95,795	94,448	–1.4%
FTC workforce	Group employees with a fixed-term contract (FTC)	Total number of FTC employees % of PC employees	3,718 4.0%	4,277 4.5%	3,700 3.9%	3,765 4.0%	+1.8%
Workforce by category	Group employees by job category	% of executives in total workforce % of sales force in total workforce % of others in total workforce	20.9% 35.5% 43.6%	22.7% 35.2% 42.0%	23.6% 34.7% 41.8%	24.3% 32.7% 43.0%	+2.8% –5.7% +2.9%
Workforce by gender	Male and female Group employees	Number of women Number of men	44,230 52,951	46,241 54,048	46,064 53,431	45,856* 52,357*	–0.5% –2.0%
Gender equality	% of total workforce	% of women % of men	45.5% 54.5%	46.1% 53.9%	46.3% 53.7%	46.7%* 53.3%*	+0.9% –0.7%
Use of temporary employees	–	Number of temporary employees on full-time equivalent % compared with PC workforce	6,481 6.9%	5,441 5.7%	4,352 4.5%	5,090 5.4%	+17.0% +20.0%
Recruitment	Hired on permanent contracts	Number of employees hired on permanent contracts	8,785	12,864	9,076	8,120	–10.5%
Recruitment	Hired on fixed-term contracts	Number of employees hired on fixed-term contracts	3,909	3,565	3,449	3,152	–8.6%
Departure	Group PC departures	Number of PC terminations	9,648	10,315	9,863	9,235	–6.4%
Departure	Group FTC departures	Number of FTC terminations	2,239	3,006	2,930	2,410	–17.7%
Dismissal	Number of dismissals	Total number of dismissals	4,396	3,548	3,043	2,205	–27.5%
Average age	Average age of PC employees	Number of years	39 years 8 months	39 years 10 months	40 years 0 months	40 years 5 months	–
Average seniority	Average seniority of PC employees	Number of years	10 years 8 months	10 years 6 months	10 years 8 months	10 years 0 months	–
Working time	Mean theoretical number of hours worked per year in France	Number of hours	1,561	1,547	1,555	1,562	+0.5%
Employees trained(1)	Employees participating in at least one training course	% of workforce Global France	 82.3% 89.0%	 85.2% 81.6%	 86.0% 86.0%	 87.8% 82.3%*	 +2.1% –4.3%
Hours of training(1)	Mean time spent in training for employees participating in at least one training course	Mean number of hours spent in training	55 hours	48 hours	45 hours	40 hours	–11.1%
Absenteeism	Days of absence due to sickness, occupational or commuting accidents, maternity and other	Number of days absent in France	321,551	273,283	266,064	288,205	+8.3%
Injuries	Consolidated frequency rate within the Group for all employees	Number of injuries resulting in lost time of one day or more within a 12-month period, per million hours worked	2.9	3.0	2.6	2.6*	Stable

In accordance with the NRE Law, Human Resources data as well as environmental impact data from operations published in this chapter were specifically reviewed by the Statutory Auditors in accordance with the relevant legislation and French professional standards, intended to ensure that this information is consistent with the 2008 management report.
** Indicators identified by an asterisk (*) were the focus of more in-depth analysis, enabling the Statutory Auditors to express an assurance specifically concerning these data. Their assurance statement, detailing the work they performed as well as their comments and conclusions, appears on page 45.*

(1) Includes all data for employees receiving training during the year, including those who were no longer with the Group as of December 31, 2008.

BREAKDOWN OF SANOFI-AVENTIS WORKFORCE BY FUNCTION

	WORLDWIDE		EUROPE		UNITED STATES		OTHER COUNTRIES	
	2007	2008	2007	2008	2007	2008	2007	2008
Sales force	35,115	33,507	11,605	10,416	8,436	7,591	15,074	15,500
Research and development	19,310	18,976	13,478	12,988	3,704	3,721	2,128	2,267
Production	31,292	31,903	23,006	23,030	1,902	2,019	6,384	6,854
Marketing and support functions	13,778	13,827	7,288	7,081	1,879	1,897	4,611	4,849
Total workforce as of December 31	99,495	98,213	55,377	53,515	15,921	15,228	28,197	29,470

ENVIRONMENTAL IMPACT DATA FROM OPERATIONS

	DEFINITION	UNIT OF MEASURE	2006	2007	2008	VARIATION 2007/2008
Water	Water consumption	m^3	61,966,624	58,831,010	57,638,049*	−2%
Energy	Energy consumption	GJ	15,004,868	14,277,204	15,002,760*	+5%
COD	Chemical Oxygen Demand in effluents following internal or external treatment	Tons	4,091	3,196	2,750*	−14%
TSS	Discharge of residual Total Suspended Solids after internal or external water treatment	Tons	660	447	447*	0%
Nitrogen	Nitrogen emissions following internal or external treatment	Tons	620	462	399*	−14%
VOC	Emissions of volatile organic compounds (estimates)	Tons	3,185	2,759	2,274*	−18%
CO_2	Carbon dioxide emissions (1)	Tons of direct emissions	400,734	369,718	398,493*	+8%
		Tons of indirect emissions	572,114	531,839	533,402*	0%
		Tons of emissions from pharmaceutical sales fleet (estimated)	270,000	231,000	210,000	−9%
SOx	Sulfur oxide emissions	Tons	58	50	51*	+2%
NOx	Nitrogen oxide emissions	Tons	304	286	322*	+13%
ODS	Emissions of Ozone Depleting Substances	CFC-11 equivalent tons	2.3	1.0	1.0	0%
Hazardous waste	Hazardous waste products as defined by locally applicable regulations	Tons	133,208	114,102	120,023*	+5%
Non-hazardous waste	Other solid waste (excluding emissions and effluents)	Tons	81,188	73,402	66,677*	−9%

** Indicators identified by an asterisk (*) were the focus of more in-depth analysis, enabling the Statutory Auditors to express an assurance specifically concerning these data. Their assurance statement, detailing the work they performed as well as their comments and conclusions, appears on page 45.*

(1) The Group also monitors the quota of emissions of CO_2/unit produced for direct and indirect emissions: this ratio decreased by 10% in 2008 compared to 2005.

HOW DATA ARE REPORTED: METHODOLOGICAL NOTE

SCOPE OF CONSOLIDATION

Social data are consolidated for all Group companies worldwide that are globally integrated into our financial consolidation, regardless of their activity (industrial or research sites, sales affiliates, administrative headquarters). At the end of 2008, health and safety data (occupational accidents) addressed the same scope.

Environmental data (including spending and investments) are consolidated for all industrial and research sites. Environmental impact measured as CO_2 emissions from all company vehicles includes all Pharmaceutical Operations affiliates. The environmental impact of administrative headquarters locations is not included within this scope.

Social, health, safety and environmental data are wholly integrated into the scope of consolidation (global data integration).

CHANGES IN SCOPE

Within the Group, changes in scope (new sites, site closings, transfers of activity) between 2007 and 2008 were analyzed according to predefined rules in order to assess Group performance on a scope that is comparable from one period to the next.

For more information, see
http://sustainability.sanofi-aventis.com

REPORTING GUIDELINES

In order to ensure the uniformity and reliability of indicators used for all entities, the Group implemented standard reporting guidelines covering social factors as well as safety and environmental factors. These documents specify the methodologies to be used for indicator reporting for the entire Group: definitions, methodological principles, calculation formulas and emission factors.

In addition, sanofi-aventis adopted standard data collection tools:
- social data: in 2008, a new application developed to gather information for the "International Social Report" made it possible to automate social data reporting collected for all Group entities;
- safety data: the MSRS system makes it possible to collect safety data for the entire scope and
- environment: the GREEN tool enabled the consolidation of all data contained in the report.

These tools and guidelines are updated and improved on a regular basis.

ADDITIONAL INFORMATION AND METHODOLOGICAL LIMITS

The methodological principles for certain HSE and social indicators may have limits due to:
- the absence of definitions recognized on a national and/or international level;
- the necessary estimates and the representative nature of the measurements taken, or the limited availability of external data required for calculations and
- the practical methods used for data collection and entry.

As a result, we make every effort to list the definitions and methodology used for the following indicators and, where appropriate, the confidence limits involved.

Occupational injury with lost time frequency rate

The frequency rate of occupational lost-time injuries is defined as the number of accidents resulting in lost time of one day or more within a 12-month period, per million hours worked.

For non-mobile personnel, accidents occurring during the home-workplace commute are not included in this indicator. However, they are included for medical sales representatives, in accordance with the reporting rules defined by the Group.

In the event that additional accidents have not yet been recorded at the close of the financial year, or if changes in the qualification of accidents are observed after the financial year has ended, the frequency rate is subsequently corrected.

Environmental indicators

CO_2 Emissions

Direct emissions are calculated on the basis of data from the Greenhouse Gas Protocol Initiative in relation to fuel emission factors. Indirect emissions resulting from other energy sources purchased off-premises are assessed on the basis of specific emission factors per site. Those resulting from drug product transport are not included in this total. Other greenhouse gas emissions are not significant compared to those of CO_2.

Emissions resulting from pharmaceutical sales fleet vehicles (medical representatives) were estimated on the basis of fuel consumption using a reporting system that distinguishes the emission factor specific to the type of fuel consumed (gasoline or diesel).

Percentage of renewable electricity

The percentage of renewable electricity compared to total purchased is calculated on data based on the electrical source in each country where the Group operates, according to International Energy Agency (IEA) data.

Volatile Organic Compound emissions (VOCs)

VOCs are estimated either on the basis of the mass balance or by direct measurement; the uncertainty resulting from these estimates is on the order of 10%.

Sulfur oxides

Because SOx emissions associated with natural gas combustion were practically insignificant compared to those associated with fuel combustion, they were not included, which may lead to an under-estimation on the order of 3% to 7%.

Wastewater discharge

Data corresponds to waste after internal or external treatment. In the event of a lack of information about external treatment, a purification rate of 50% is assumed.

Waste

The distinction between hazardous and non-hazardous waste corresponds to that used in European regulations for European Union member countries (Decision 2000/532/EC of May 3, 2000) and those used in local regulations for other countries. It is noted that waste from remediation activities is not included in the published operational total.

CONSOLIDATION AND INTERNAL CONTROLS

The Corporate HR and HSE Departments are responsible for ensuring that all data are consolidated on the basis of information provided by the industrial and research sites and Group affiliates or administrative headquarters throughout the world. When sites include more than one function, the one with the greatest environmental impact is taken into account.

HSE coordinators for each activity perform an initial validation of safety and environmental data prior to their consolidation. Corporate HR and HSE also verify data consistency during consolidation.

These validations include data comparisons from previous years as well as careful analysis of any significant discrepancies.

Social data regarding the workforce are compared with consolidated data in the management control database.

To ensure that site representatives have properly understood the HSE indicators and to ensure that the data reported correspond with those requested, an HSE data verification is carried out during in-house audits conducted at Group sites.

EXTERNAL CONTROLS

In order to obtain an external review of our data's reliability and the thoroughness of our reporting procedures, we asked our Statutory Auditors to perform specific verification of certain social and HSE indicators appearing in tables on pages 41-42. Their assurance statement, describing the work they performed as well as their comments and conclusions, appears on page 45. In addition, in accordance with the NRE law, all HSE data and some social data published in tables on pages 41-42 have been reviewed by the Statutory Auditors in accordance with the relevant legislation and French professional standards to ensure that this information is consistent with the management report.

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The Sustainability Report was designed and produced by the sanofi-aventis Sustainability Department and Corporate Communications and EURO RSCG C&O.
It was translated from the French by Mary Shaffer. We wish to thank all those who contributed to creating this report.

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STATUTORY AUDITORS' REVIEW REPORT ON HEALTH, SAFETY, ENVIRONMENT (HSE) AND SOCIAL DATA

This is a free translation into English of the Statutory Auditors' report issued in the French language and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France.

At sanofi-aventis' request and in our role as Statutory Auditors for sanofi-aventis, we have performed a review designed to provide moderate assurance on the HSE and social data relating to fiscal year 2008 identified by the symbol (*) in the tables on pages 41 and 42 of the 2008 Sustainability Report ("Data").
Sanofi-aventis' management was responsible for preparing the data in accordance with the Group's reporting procedures applicable during 2008, which are available at the Group's headquarters and summarized on pages 43 to 44 of the 2008 Sustainability Report under the title "How Data are reported: methodological note". Our responsibility is to express a conclusion on the Data based on our review.

NATURE AND SCOPE OF OUR PROCEDURES

We planned and performed the procedures set out below to obtain moderate assurance as to whether the Data are free of material misstatements. A higher level of assurance would have required more extensive procedures.

- We assessed Group reporting procedures with regard to their consistency, relevance, reliability, neutrality and understandability.
- At the Group level, we performed analytical procedures and verified, on a random basis, the calculations and data consolidation. This work was based specifically on interviews with the individuals responsible for the preparation and application of the reporting procedures as well as for data consolidation (HSE and Human Resources Departments).
- We selected a sample of industrial and research sites (Aramon, Elbeuf, Marcy l'Étoile Vaccines, Montpellier R&D, Riells Pharma Solids, Romainville and Vitry) and Pharmaceutical Operations operating in five countries (Brazil, China, France, Spain and United States). This selection was made on the basis of quantitative and qualitative criteria applied to the data (such as their relative contribution, geographic area and function) and on the basis of work conducted in prior years. Based on interviews with the individuals responsible for data preparation at the selected sites and units, we verified the understanding and application of procedures and carried out detailed tests to verify the calculations made and reconcile the Data with the supporting documentation.

The contribution of these entities to the Group consolidated total is:

– regarding the environment, on average 24% of Volatile Organic Compound (VOC) emissions, 44% of water consumption, 40% of wastewater discharge (Chemical Oxygen Demand indicator, suspended matter and nitrogen discharges), 25% of total waste (hazardous and non-hazardous) and 21% of energy consumption and
– regarding social and safety areas, 23% of worldwide employees and 32% of French employees for the specific training indicator. In performing our review, we were assisted by our specialized sustainability team.

INFORMATION ON REPORTING PROCEDURES

The Group presents detailed information on the methodologies used for data reporting in the methodological note appearing on pages 43 to 44 of the 2008 Sustainability Report and in the comments on the published Data. Any methodological limits that arose during the reporting process and other corresponding uncertainties have been disclosed, especially concerning VOCs.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the data have not, in all material respects, been prepared in accordance with the Group's reporting procedures applicable during fiscal year 2008.

Neuilly-sur-Seine and Paris-La Défense (France), March 3, 2009

The Statutory Auditors

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