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November 23, 2007

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - *Securities Act*, ss. 48, 76 – Employees & Consultants – exemption from registration and prospectus requirements for employees, consultants, past employees and similar persons

Trades by an issuer in units of French investment funds that were established as part of the issuer's employee investment plan - Employee voluntarily enters into the issuer's employee investment plan; the units of the fund are the economic equivalent of the issuer's shares; the units can be redeemed for a cash payment of an amount equal to the value of the securities of the issuer represented by each unit and cannot be redeemed for shares in the issuer; the fund's sole purpose is to hold securities of the issuer for the benefit of plan participants; the employee will receive an information package which includes a summary of the terms of the offering; upon request the employee can receive copies of the French reference document filed with the French AMF in respect of the issuer's shares and a copy of the relevant fund's rules; the issuer is not a reporting issuer anywhere in Canada; the issuer has a de minimis connection to Canada

Trades by an issuer's employees or officer in securities of a fund that was established as part of the issuer's employee investment plan or in-house investment plan - Employee voluntarily enters into the issuer's employee investment plan; under the plan the employee will receive units in the fund; the units are exchangeable for securities of the issuer; the fund's sole purpose is to hold securities of the issuer for the benefit of plan participants; the employee will receive an information package which includes a summary of the terms of the offering and a notice containing a description of Canadian income tax consequences; upon request the employee can receive copies of the French reference document filed with the French AMF in respect of the issuer's shares and a copy of the relevant fund's rules; the issuer is not a reporting issuer anywhere in a Canada; the issuer has a de minimis connection to Canada; the securities will be resold on an exchange outside of Canada or to a person outside of Canada

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, ss. 34(1)(a), 48, 61 and 76

In the Matter of
the Securities Legislation of
British Columbia, Alberta, Manitoba, Ontario, Québec,
New Brunswick, Newfoundland and Labrador and Nova Scotia

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(the “Jurisdictions”)

and

In the Matter of
the Mutual Reliance Review System for Exemptive Relief Applications

and

In the Matter of
Sanofi-Aventis S.A.
(the “Filer”)

MRRS Decision Document

Background

The local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the “Legislation”) for:

1. an exemption from the dealer registration requirements and the prospectus requirements so that such requirements do not apply to:
 - (a) trades in units (“Units”) of two French collective employee shareholding vehicles, Relais Sanofi-Aventis Shares (the “Temporary Fund”) and Sanofi-Aventis Shares FCPE (the “Fund”, and together with the Temporary Fund, the “Funds”, each a *fonds commun de placement d’entreprise* or “FCPE”) made pursuant to the global employee share offering of the Filer (the “Employee Share Offering”) to or with Qualifying Employees (as defined below) who elect to participate in the Employee Share Offering (the “Canadian Participants”);
 - (b) trades of shares of the Filer (the “Shares”) by the Funds to Canadian Participants upon the redemption of Units by Canadian Participants;
2. an exemption from the adviser registration requirements and dealer registration requirements so that such requirements do not apply to the manager of the Funds, Natixis Asset Management (the “Manager”), to the extent that its activities described in paragraph 11 hereof require compliance with the adviser registration requirements and dealer registration requirements; and

(collectively, the “Initial Requested Relief”)

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3. an exemption from the dealer registration requirements of the Legislation so that such requirements do not apply to the first trade in any Shares acquired by Canadian Participants under the Employee Share Offering,

(the “First Trade Registration Relief”).

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation formed under the laws of France. The ordinary shares of the Filer are listed on Euronext Paris and on the New York Stock Exchange (in the form of American Depositary Shares). The Filer is not and has no current intention of becoming a reporting issuer (or equivalent) under the Legislation.
2. Sanofi Pasteur Limited, sanofi-aventis Canada Inc. and sanofi-aventis Pharma Inc. (the “Canadian Affiliates”, together with the Filer and other affiliates of the Filer, the “sanofi-aventis Group”) are direct or indirect controlled subsidiaries of the Filer and are not and have no current intention of becoming reporting issuers under the Legislation.
3. Only persons who are employees of a member of the sanofi-aventis Group at the start of the subscription period for the Employee Share Offering and who have a seniority of a minimum of three months of continuous employment at such time (the “Qualifying Employees”) are invited to participate in the Employee Share Offering.
4. The Funds are FCPEs established by the Manager to facilitate the participation of Qualifying Employees in the Employee Share Offering and to simplify custodial arrangements for such participation. The Funds are not and have no

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current intention of becoming reporting issuers under the Legislation. The Funds are collective shareholding vehicles of a type commonly used in France for the conservation of shares held by employee investors and must be registered and approved by the French Autorité des marchés financiers (the “French AMF”) at the time of their creation. Only participants in the Employee Share Offering are allowed to hold Units of the Funds, and such holdings will be in an amount reflecting the number of Shares held by the Funds on behalf of such Qualifying Employees.

5. The Manager is a portfolio management company governed by the laws of France. The Manager is registered with the French AMF to manage French investment funds and complies with the rules of the French AMF. The Manager is not and has no current intention of becoming a reporting issuer under the Legislation.
6. Qualifying Employees will be invited to participate in the Employee Share Offering under the following terms:
 - (a) Canadian Participants will be issued Units of the Intermediate Fund, which will subscribe for Shares on behalf of the Canadian Participants, at a subscription price that is equal to the price calculated as the average of the closing price of the Shares on the 20 trading days ending on the date preceding the date of approval of the Employee Share Offering by the board of directors of the Filer (the “Reference Price”), less a 20% discount;
 - (b) the Shares will be held in the Temporary Fund and the Canadian Participant will receive Units in the Temporary Fund;
 - (c) after completion of the Employee Share Offering, the Temporary Fund will be merged with the Fund (subject to the French AMF’s approval). Units of the Temporary Fund held by Canadian Participants will be replaced with Units of the Fund on a pro rata basis and the Shares subscribed for under the Employee Share Offering will be held in the Fund;
 - (d) the Units will be subject to a hold period of approximately five years (the “Lock-Up Period”), subject to certain exceptions prescribed by French law (such as a release on death or termination of employment);
 - (e) any dividends paid on the Shares held in the Fund will be contributed to the Fund and used to purchase additional Shares. To reflect this

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reinvestment, new Units (or fractions thereof) will be issued to participants;

- (f) at the end of the Lock-Up Period, a Canadian Participant may (i) redeem his or her Units in the Fund in consideration for the underlying Shares or a cash payment equal to the then market value of the Shares held by the Fund, or (ii) continue to hold his or her Units in the Fund and redeem those Units at a later date; and
 - (g) in the event of an early unwind resulting from the Canadian Participant exercising one of the exceptions to the Lock-Up Period prescribed by French law and meeting the applicable criteria, a Canadian Participant may redeem Units in the Fund in consideration for Shares or a cash payment equal to the then market value of the Shares held by the Fund.
7. The Shares subscribed for by the Canadian Participants under the Employee Share Offering will be contributed to the Funds and the Canadian Participant will receive one Unit for each contributed Share. The Units issued by the Funds will not be listed on any stock exchange.
 8. Dividends paid on the Shares purchased under the Employee Share Offering will be contributed to the Funds and used to purchase additional Shares. The Canadian Participants will receive additional Units representing such contribution.
 9. The Funds are collective shareholding vehicles commonly used in France for the conservation of shares held by employee-investors. The Funds are established for the purpose of providing Qualifying Employees with the opportunity to indirectly hold an investment in the Shares in connection with this Employee Share Offering. Each fund's portfolios will consist exclusively of Shares of the Filer and, from time to time, cash in respect of dividends paid on the Shares which will be reinvested in Shares. The Fund's portfolios may also include cash or cash equivalents pending investments in the Shares and for the purposes of Unit redemptions.
 10. Shares issued in the Employee Share Offering will be deposited in the Funds through Natixis (the "Depository"), a large French commercial bank subject to French banking legislation. Under French law, the Depository must be selected by the Manager from among a limited number of companies identified on a list by the French Minister of the Economy, Finance and Industry and its appointment must be approved by the French AMF. The Depository carries out orders to purchase, trade and sell securities in the

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portfolio and takes all necessary action to allow the Funds to exercise the rights relating to the securities held in its portfolio.

11. The Manager's portfolio management activities in connection with the Employee Share Offering and the Funds are limited to purchasing Shares from the Filer and selling such Shares as necessary in order to fund redemption requests. The Manager is also responsible for preparing accounting documents and publishing periodic informational documents as provided by the rules of the Funds and the distribution of a notice regarding the end of the Lock-up Period. The Manager's activities in no way affect the underlying value of the Shares. The Manager will not be involved in providing advice to any Canadian Participant.
12. The initial value of a Unit of the Temporary Fund is approximately equal to the subscription price of a Share under the Employee Share Offering. The value of a Unit under the Fund is based on the market price of the Shares, plus or minus 1%. The Unit value of the applicable fund will be calculated and reported to the French AMF on a regular basis, based on the net assets of such fund divided by the number of Units outstanding. The number of Units in the Funds will be adjusted on the basis of the market price of the Shares and other assets (cash, in exceptional circumstances) held by the Funds, effective from the first date on which the net asset value is calculated and whenever Shares or other assets are contributed to the Funds, as applicable. Upon such adjustments being made, a holder may be credited with additional Units or fractions of Units.
13. Subject to the Lock-Up Period described above, the Funds will redeem Units at the request of the Canadian Participants. The Canadian Participant will be paid on the basis of the net market price of the Shares corresponding to the Canadian Participant's Units, and will be settled by payment in cash or equivalent number of Shares of the Filer. The Funds, due to board lot sizes, will be able to liquidate positions in the Shares more readily and at a better price than an individual investor. The fees of the statutory auditors and a commission for the administrative management of the Funds will be paid by the Filer; the other charges relating to the Funds will be paid from the Funds' assets.
14. There are approximately 2248 employees resident in Canada, with the greatest number of employees resident in the province of Ontario, and the remainder of the employees resident in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Newfoundland and Labrador and Nova Scotia who represent in the aggregate less than 5% of the number of employees worldwide.

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15. Canadian Participants will not be induced to participate in the Employee Share Offering by expectation of employment or continued employment. The total amount invested by a Canadian Participant in the Employee Share Offering cannot exceed 25% of his or her estimated gross annual remuneration for the 2007 calendar year.
16. None of the Filer, the Manager or any of their employees, agents or representatives will provide investment advice to the Canadian Participants with respect to an investment in the Shares or the Units.
17. The Canadian Participants will receive an information package in the French or English language, as applicable, which will include a summary of the terms of the Employee Share Offering, a description of the relevant Canadian income tax consequences. Canadian Participants may consult the Filer's annual report on Form 20-F filed with the United States Securities and Exchange Commission posted on the sanofi-aventis website. The Canadian Participants will also have access to the continuous disclosure materials relating to the Filer furnished to sanofi-aventis shareholders generally. In addition, upon request, a copy of the relevant Fund's rules (which are analogous to company by-laws) and the French Document de Référence filed with the French AMF in respect of the Shares will be available to participating employees.
18. The Canadian Participants will receive an initial statement of their holdings under the Employee Share Offering, together with an updated statement twice a year.
19. The Units will not be listed on any exchange.
20. As of the date hereof and after giving effect to the Employee Share Offering, Canadian Participants do not and will not beneficially own more than 10% of the Shares and do not and will not represent in number more than 10% of the total number of holders of the Shares as shown on the books of the Filer.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers under the Legislation is that the Initial Requested Relief is granted provided that:

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- (1) the first trade in any Units or Shares acquired by Canadian Participants pursuant to this decision, in a Jurisdiction, is deemed a distribution or a primary distribution to the public under the Legislation of such Jurisdiction unless the following conditions are met:
- (a) the issuer of the security
 - (i) was not a reporting issuer in any jurisdiction of Canada at the distribution date, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada at the date of the trade;
 - (b) at the distribution date, after giving effect to the issue of the security and any other securities of the same class or series that were issued at the same time as or as part of the same distribution as the security, residents of Canada
 - (i) did not own directly or indirectly more than 10 percent of the outstanding securities of the class or series, and
 - (ii) did not represent in number more than 10 percent of the total number of owners directly or indirectly of securities of the class or series; and
 - (c) the trade is made
 - (i) through an exchange, or a market, outside of Canada, or
 - (ii) to a person or company outside of Canada; and
- (2) in Quebec, the required fees are paid in accordance with Section 271.6(1.1) of the *Securities Regulation* (Quebec).

It is the further decision of the Decision Makers under the Legislation that the First Trade Registration Relief is granted provided that the conditions set out in paragraphs (1)(a), (b) and (c) under the decision granting the Initial Requested Relief are satisfied.

Robert L. Shirriff
Commissioner
Ontario Securities Commission

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