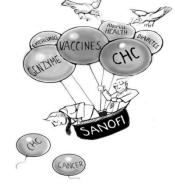
6th December 2016

Sanofi

Healthcare

Price EUR76.06

Bloomberg				SAN FP	
Reuters				ASY.PA	
•	-month High / Low (EUR)			80.2 / 67.3	
Market Cap (EU		98,074 105,534			
•	Ev (BG Estimates) (EURm) Avg. 6m daily volume (000)				
3y EPS CAGR		1.6%			
	1 M	3 M	6 M 31	/12/15	
Absolute perf.	6.3%	8.7%	4.9%	-3.2%	
Healthcare	2.4%	-8.4%	-9.2%	-15.3%	
DJ Stoxx 600	3.8%	-2.7%	0.0%	-6.7%	
YEnd Dec. (EURm)	2015	2016e	2017e	2018e	
Sales	36,575	36,175	36,345	37,645	
% change		-1.1%	0.5%	3.6%	
EBITDA	11,211	10,773	10,210	10,449	
EBIT	9,922	9,754	9,404	9,833	
% change		-1.7%	-3.6%	4.6%	
Net income	7,345	7,149	6,925	7,338	
% change		-2.7%	-3.1%	6.0%	
	2015	2016e	2017e	2018e	
Operating margin	27.1	27.0	25.9	26.1	
Net margin	20.1	19.8	19.1	19.5	
ROE	12.9	12.3	11.9	12.3	
ROCE	11.8	11.3	10.7	11.0	
Gearing	12.7	12.7	14.3	11.0	
(EUR)	2015	2016e	2017e	2018e	
EPS	5.62	5.59	5.49	5.89	
% change	-	-0.5%	-1.9%	7.4%	
P/E	13.5x	13.6x	13.9x	12.9x	
FCF yield (%)	4.5%	5.9%	5.7%	6.1%	
Dividends (EUR)	2.93	3.00	3.15	3.50	
Div yield (%)	3.9%	3.9%	4.1%	4.6%	
EV/Sales	2.9x	2.9x	2.9x	2.8x	
EV/EBITDA	9.4x	9.8x	10.4x	10.0x	
	10.0	10.0	44.2	40.7	



10.6x

10.8x

EV/EBIT

Sanofi rumoured to be interested in Actelion too

Fair Value EUR83 (+9%)

NEUTRAL

According to rumours reported in the press, Sanofi has informed Actelion of its interest in the company. This makes a lot of sense. Actelion would be a very good fit for Sanofi, would speed up its recovery from 2018 onwards and help its transition phase with an even greater Specialty Care profile. We would veiw it as very positive for Sanofi, but negociations still have to take place.

ANALYSIS

- Today, the press reports new rumours suggesting that Sanofi would be interested in Actelion and has informed the Swiss company about its interest.
- It makes a lot of sense, in our view, as we already underlined. First, the PAH franchise offers a dual opportunity for Sanofi: on one hand it reinforces its rare disease franchise and would strengthen and diversify Genzyme's product lines; on the other hand, it would be the right time to acquire a platform in the field of respiratory products to prepare for the launch of dupilumab in severe asthma, likely in 2018. Instead of starting from scratch and having to recruit new people for a single drug, Sanofi would extract synergies by plugging dupilumab into Actelion's platform, well introduced and respected among the community of pneumologists.
- Then, moving to the pipeline, several assets are also very interesting for Sanofi, starting of course with lucerastat in Fabry disease, that could not have better fit than with Fabrazyme while balancing the risk with another oral drug in development at Genzyme. Beyond this one, ponesimod is an obvious target of interest for Sanofi as it compares to Aubagio and could well prove superior although the second trial in combination with Tecfidera might prove risky. With its experience in the field of MS, Sanofi should be able to leverage the opportunity of an S1P agonist. What should we say about the DORA in insomnia, other than just refreshing our memories: through Synthelabo and with Stilnox/Ambien, Sanofi used to be the leader in the field with USD2bn+ drug and the unmet need in this field is still intact. Last but not least, ACT132577 in resistant hypertension is another obvious interesting drug for Sanofi which is trying to reinvent itself in the field of cardiology since Plavix and Avapro lost their exclusivity with Praluent. Of course, here also like in Respiratory, having a second product to leverage a commercial infrastructure makes a lot of sense from an operational and a financial perspective. A word maybe also about the compound in phase III that should reach the market next at Actelion: cadazolid for C Diff infections, a field where Sanofi is also working, but with a vaccine developed at Pasteur i.e. two approaches that could be complementary one to the other.

VALUATION

10.7x

11.3x

- So, as we see, Actelion is a sensible target for Sanofi, one that could help the French company not
 only grow even faster 2018 onwards, but also transition to a different business mix with an
 increasing portion of Specialty Care into it. Note also that Actelion would not be the trickiest
 company to integrate for Sanofi because it includes a lot of French workers. Lastly, Actelion's tax
 rate could also help Sanofi manage its own Corporate tax rate over time.
- Now, the question is whether Sanofi can form an offer that is attractive enough for Actelion's Board and shareholders (J&J was said to now be north of CHF250 per share). It should maybe also make an offer that takes into consideration JP Clozel's wish to carry on with a stand-alone company that would be a portion of the current Actelion. It is not easy but it is worth take the time to think about it, because this link-up would make a lot of sense. The limiting factor is the price, not only because Actelion trades at P/E that are about twice as high as Sanofi's, but because at least J&J is already chasing for the same target.

NEXT CATALYSTS

8 February 2017 : Full-year results

Click here to download document



Analyst : Eric Le Berrigaud 33(0) 1 56 68 75 33 eleberrigaud@bryangarnier.com Sector Team : Mickael Chane Du Marion Levi Hugo Solvet

BRYAN, GARNIER & CO

Bryan Garnier stock rating system

For the purposes of this Report, the Bryan Garnier stock rating system is defined as follows:

Stock rating

BUY	Positive opinion for a stock where we expect a favourable performance in absolute terms over a period of 6 months from the publication of a					
DUI	recommendation. This opinion is based not only on the FV (the potential upside based on valuation), but also takes into account a number of					
elements that could include a SWOT analysis, momentum, technical aspects or the sector backdrop. Every subsequent published upda						
will feature an introduction outlining the key reasons behind the opinion.						

- NEUTRAL Opinion recommending not to trade in a stock short-term, neither as a BUYER or a SELLER, due to a specific set of factors. This view is intended to be temporary. It may reflect different situations, but in particular those where a fair value shows no significant potential or where an upcoming binary event constitutes a high-risk that is difficult to quantify. Every subsequent published update on the stock will feature an introduction outlining the key reasons behind the opinion.
- SELL Negative opinion for a stock where we expect an unfavourable performance in absolute terms over a period of 6 months from the publication of a recommendation. This opinion is based not only on the FV (the potential downside based on valuation), but also takes into account a number of elements that could include a SWOT analysis, momentum, technical aspects or the sector backdrop. Every subsequent published update on the stock will feature an introduction outlining the key reasons behind the opinion.

Distribution of stock ratings

BUY ratings 72%

NEUTRAL ratings 0%

SELL ratings 28%

Research Disclosure Legend

1	Bryan Garnier shareholding in Issuer	holding Bryan Garnier & Co Limited or another company in its group (together, the "Bryan Garnier Group") has a shareholding that, individually or combined, exceeds 5% of the paid up and issued share capital of a company that is the subject of this Report (the "Issuer").	
2	Issuer shareholding in Bryan Garnier	ling in Bryan The Issuer has a shareholding that exceeds 5% of the paid up and issued share capital of one or more members of the Bryan Garnier Group.	
3	Financial interest	A member of the Bryan Garnier Group holds one or more financial interests in relation to the Issuer which are significant in relation to this report	
4	Market maker or liquidity provider	A member of the Bryan Garnier Group is a market maker or liquidity provider in the securities of the Issuer or in any related derivatives.	
5	Lead/co-lead manager	ad manager In the past twelve months, a member of the Bryan Garnier Group has been lead manager or co-lead manager of one or more publicly disclosed offers of securities of the Issuer or in any related derivatives.	
6	Investment banking agreement A member of the Bryan Garnier Group is or has in the past twelve months been party to an agreement with the Issuer relating to the provision of investment banking services, or has in that period received payment or been promised payment in respect of such services.		No
7	Research agreement	A member of the Bryan Garnier Group is party to an agreement with the Issuer relating to the production of this Report.	No
8	Analyst receipt or purchase of shares in Issuer	The investment analyst or another person involved in the preparation of this Report has received or purchased shares of the Issuer prior to a public offering of those shares.	No
9	Remuneration of analyst	The remuneration of the investment analyst or other persons involved in the preparation of this Report is tied to investment banking transactions performed by the Bryan Garnier Group.	No
10	Corporate finance client	In the past twelve months a member of the Bryan Garnier Group has been remunerated for providing corporate finance services to the issuer or may expect to receive or intend to seek remuneration for corporate finance services from the Issuer in the next six months.	No
11	Analyst has short position The investment analyst or another person involved in the preparation of this Report has a short position in the securities or derivatives of the Issuer.		No
12	Analyst has long position The investment analyst or another person involved in the preparation of this Report has a long position in the securities or derivatives of the Issuer.		No
13	Bryan Garnier executive is an officer	A partner, director, officer, employee or agent of the Bryan Garnier Group, or a member of such person's household, is a partner, director, officer or an employee of, or adviser to, the Issuer or one of its parents or subsidiaries. The name of such person or persons is disclosed above.	No
14	Analyst disclosure	The analyst hereby certifies that neither the views expressed in the research, nor the timing of the publication of the research has been influenced by any knowledge of clients positions and that the views expressed in the report accurately reflect his/her personal views about the investment and issuer to which the report relates and that no part of his/her remuneration was, is or will be, directly or indirectly, related to the specific recommendations or views expressed in the report.	Yes
15	Other disclosures	Other specific disclosures: Report sent to Issuer to verify factual accuracy (with the recommendation/rating, price target/spread and summary of conclusions removed).	No

A copy of the Bryan Garnier & Co Limited conflicts policy in relation to the production of research is available at www.bryangarnier.com

BRYAN, GARNIER & CO

London	Paris	New York	Munich	New Delhi
Beaufort House	26 Avenue des Champs Elysées	750 Lexington Avenue	Widenmayerstrasse 29	The Imperial Hotel Janpath New Delhi 110 001 Tel +91 11 4132 6062 +91 98 1111 5119
15 St. Botolph Street	75008 Paris	New York, NY 10022	80538 Munich	
London EC3A 7BB	Tel: +33 (0) 1 56 68 75 00	Tel: +1 (0) 212 337 7000	Germany	
Tel: +44 (0) 207 332 2500	Fax: +33 (0) 1 56 68 75 01	Fax: +1 (0) 212 337 7002	+49 89 2422 62 11	Fax +91 11 2621 9062
Fax: +44 (0) 207 332 2559	Regulated by the	FINRA and SIPC member		Geneva
Authorised and regulated by the	Financial Conduct Authority (FCA) and the			rue de Grenus 7 CP 2113
Financial Conduct Authority (FCA)	Autorité de Contrôle prudential et de			Genève 1, CH 1211
	resolution (ACPR)			Tel +4122 731 3263

Important information

This document is classified under the FCA Handbook as being investment research (independent research). Bryan Garnier & Co Limited has in place the measures and arrangements required for investment research as set out in the FCA's Conduct of Business Sourcebook.

Fax+4122731 3243 Regulated by the FINMA

This report is prepared by Bryan Garnier & Co Limited, registered in England Number 03034095 and its MIFID branch registered in France Number 452 605 512. Bryan Garnier & Co Limited is authorised and regulated by the Financial Conduct Authority (Firm Reference Number 178733) and is a member of the London Stock Exchange. Registered address: Beaufort House 15 St. Botolph Street, London EC3A 7BB, United Kingdom

This Report is provided for information purposes only and does not constitute an offer, or a solicitation of an offer, to buy or sell relevant securities, including securities mentioned in this Report and options, warrants or rights to or interests in any such securities. This Report is for general circulation to clients of the Firm and as such is not, and should not be construed as, investment advice or a personal recommendation. No account is taken of the investment objectives, financial situation or particular needs of any person.

The information and opinions contained in this Report have been compiled from and are based upon generally available information which the Firm believes to be reliable but the accuracy of which cannot be guaranteed. All components and estimates given are statements of the Firm, or an associated company's, opinion only and no express representation or warranty is given or should be implied from such statements. All opinions expressed in this Report are subject to change without notice. To the fullest extent permitted by law neither the Firm nor any associated company accept any liability whatsoever for any direct or consequential loss arising from the use of this Report. Information may be available to the Firm and/or associated companies which are not reflected in this Report. The Firm or an associated company may have a consulting relationship with a company which is the subject of this Report.

This Report may not be reproduced, distributed or published by you for any purpose except with the Firm's prior written permission. The Firm reserves all rights in relation to this Report.

Past performance information contained in this Report is not an indication of future performance. The information in this report has not been audited or verified by an independent party and should not be seen as an indication of returns which might be received by investors. Similarly, where projections, forecasts, targeted or illustrative returns or related statements or expressions of opinion are given ("Forward Looking Information") they should not be regarded as a guarantee, prediction or definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. A number of factors, in addition to the risk factors stated in this Report, could cause actual results to differ materially from those in any Forward Looking Information.

Disclosures specific to clients in the United Kingdom

This Report has not been approved by Bryan Garnier & Co Limited for the purposes of section 21 of the Financial Services and Markets Act 2000 because it is being distributed in the United Kingdom only to persons who have been classified by Bryan Garnier & Co Limited as professional clients or eligible counterparties. Any recipient who is not such a person should return the Report to Bryan Garnier & Co Limited and should not rely on it for any purposes whatsoever.

This research report (the "Report") was prepared by Bryan Garnier & Co Limited for information purposes only. The Report is intended for distribution in the United States to "Major US Institutional Investors" as defined in SEC Rule 15a-6 and may not be furnished to any other person in the United States. Each Major US Institutional Investor which receives a copy of this Report by its acceptance hereof represents and agrees that it shall not distribute or provide this Report to any other person. Any US person that desires to effect transactions in any security discussed in this Report should call or write to our US affiliated broker, Bryan Garnier Securities, LLC. 750 Lexington Avenue, New York NY 10022. Telephone: 1-212-337-7000.

This Report is based on information obtained from sources that Bryan Garnier & Co Limited believes to be reliable and, to the best of its knowledge, contains no misleading, untrue or false statements but which it has not independently verified. Neither Bryan Garnier & Co Limited and/or Bryan Garnier Securities LLC make no guarantee, representation or warranty as to its accuracy or completeness. Expressions of opinion herein are subject to change without notice. This Report is not an offer to buy or sell any security.

Bryan Garnier Securities, LLC and/or its affiliate, Bryan Garnier & Co Limited may own more than 1% of the securities of the company(ies) which is (are) the subject matter of this Report, may act as a market maker in the securities of the company(ies) discussed herein, may manage or co-manage a public offering of securities for the subject company(ies), may sell such securities to or buy them from customers on a principal basis and may also perform or seek to perform investment banking services for the company(ies).

Bryan Garnier Securities, LLC and/or Bryan Garnier & Co Limited are unaware of any actual, material conflict of interest of the research analyst who prepared this Report and are also not

aware that the research analyst knew or had reason to know of any actual, material conflict of interest at the time this Report is distributed or made available..

BRYAN, GARNIER & CO