

May 10, 2023

The Board of Directors
Sanofi India Limited
Sanofi House,
CTS No.117-B, L&T Business Park,
Saki Vihar Road, Powai,
Mumbai 400072
India

Members of the Board of Directors:

We understand that Sanofi India Limited, a listed public limited company incorporated in India under the Companies Act, 1956 (“**SIL**” or the “**Demerged Company**”), proposes to enter into a Scheme of Arrangement pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as amended, as may be applicable, and also read with Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, as amended, as may be applicable, between SIL and its wholly-owned subsidiary Sanofi Consumer Healthcare India Limited, a public limited company being incorporated in India under the Companies Act, 2013 (“**SCHIL**”), the agreed form of which was provided to us by SIL (the “**Scheme**”). Pursuant to the Scheme, among other things, the entire consumer healthcare business undertaking of SIL as of the Appointed Date (*as defined in the Scheme*) (the “**Demerged Undertaking**”) will be demerged from SIL and stand transferred to and vest in SCHIL (the “**Resulting Company**”), on a going concern basis, upon the coming into effect of the Scheme (the “**Transaction**”). We understand that the equity shares held by the Demerged Company in the Resulting Company will stand cancelled as part of the Scheme without payment of any consideration or any further act or deed by the Demerged Company and/or the Resulting Company. The terms and conditions of the Transaction are more fully set forth in the Scheme, to be filed by the above-mentioned companies with the National Company Law Tribunal, Mumbai Bench in India. We understand that pursuant to the Scheme and subject to the coming into effect of the Scheme, as consideration for the Transaction, each holder of equity shares, of par value INR 10/- each of SIL as on the Record Date (*as defined in the Scheme*) (each equity share of SIL, an “**SIL Equity Share**”), will be issued and allotted one equity share, of par value INR 10/- each of SCHIL (each equity share of SCHIL, an “**SCHIL Equity Share**”), for each SIL Equity Share held by such holder (the “**Entitlement Ratio**”). The Entitlement Ratio is based upon the recommendation made by KPMG Valuation Services LLP (“**KPMG**”), the independent registered valuer appointed by SIL, in connection with the Transaction, in their share entitlement ratio report dated May 10, 2023 (the “**Share Entitlement Ratio Report**”).

You have requested our opinion as of the date hereof as to the fairness, from a financial point of view, to the holders of SIL Equity Shares of the Entitlement Ratio provided for in the Scheme. The effect of the Scheme is such that each holder of the SIL Equity Shares becomes the beneficial economic owner of the shares in the Resulting Company, in the same proportion.

In connection with this opinion, we have, among other things:



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- (i) reviewed certain publicly available business and financial information relating to SIL, the Demerged Undertaking and the Resulting Company;
- (ii) reviewed certain internal financial and operating information with respect to the business, operations and prospects of the Demerged Company and the Demerged Undertaking, furnished to or discussed with us by the management of SIL, including certain historical financial information and financial forecasts relating to: (a) the Demerged Company (pre and post Transaction); (b) the Demerged Undertaking (pre and post Transaction); and (c) the Resulting Company prepared and furnished to us by the management of SIL (such forecasts, collectively, the “Forecasts”) and discussed with the management of SIL its assessments as to the likelihood of achieving the future financial results reflected in the Forecasts;
- (iii) discussed the past and current business, operations, financial condition and prospects of the Demerged Company, the Demerged Undertaking and the Resulting Company with members of senior management of SIL;
- (iv) reviewed the trading history for the SIL Equity Shares and a comparison of such trading history with the trading histories of other companies we deemed relevant;
- (v) compared certain financial and stock market information of the Demerged Company and the Demerged Undertaking with similar information of other companies we deemed relevant;
- (vi) reviewed the Share Entitlement Ratio Report;
- (vii) reviewed a draft dated May 10, 2023, of the Scheme (the “Draft Scheme”); and
- (viii) performed such other analyses and studies and considered such other information and factors as we deemed appropriate.

In arriving at our opinion, we have assumed and relied upon, without any independent verification or validation, the accuracy and completeness of the financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with us and have relied upon the assurances of the management of SIL that they are not aware of any facts or circumstances that would make such information or data inaccurate or misleading in any material respect. With respect to the Forecasts, we have been advised by SIL and have assumed, at the direction of SIL, that they have been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of SIL as to the future financial performance of SIL, the Demerged Undertaking and the Resulting Company and the other matters covered thereby and, based on the assessments of the management of SIL as to the likelihood of achieving the future financial results reflected in the Forecasts, we have relied, at the direction of SIL, on the Forecasts for purposes of our opinion. Without limiting the generality of the foregoing, we have also assumed, at the direction of SIL, that SIL, SCHIL and/or the Demerged Undertaking will receive all environmental and statutory clearances with respect to their respective operations in accordance with the assumptions regarding such clearances in the Forecasts. We have been informed by the management of SIL that the Forecasts provided to us have been prepared in accordance with Indian Accounting Standards (Ind-AS), and have assumed without independent verification that they do not lead to materially different conclusions from those that would have been arrived at had the Forecasts been prepared in accordance with International Financial Reporting Standards as adopted by the International



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Accounting Standards Board or US GAAP or any other accounting standard. We have not made or been provided with any independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of SIL, the Demerged Undertaking and/or the Resulting Company (other than the Share Entitlement Ratio Report, which we have reviewed and relied upon without independent verification for purposes of this opinion), nor have we made any physical inspection or title verification of the properties or assets of SIL, the Demerged Undertaking and/or the Resulting Company, and we do not express any opinion as to the value of any asset of SIL, the Demerged Undertaking and/or the Resulting Company, whether at current prices or in the future. We have not evaluated the solvency or fair value of SIL, the Demerged Undertaking and/or the Resulting Company, under the laws of India or any other laws relating to bankruptcy, insolvency or similar matters. We have assumed, at the direction of SIL, that the Transaction will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary governmental, judicial, regulatory and other approvals, consents, releases and waivers for the Transaction, no delay, limitation, restriction or condition, including any divestiture requirements or amendments or modifications, will be imposed that would have an adverse effect on SIL, the Demerged Undertaking and/or the Resulting Company, or the contemplated benefits of the Transaction. We also have assumed, at the direction of SIL, that the final executed Scheme will not differ in any material respect from the Draft Scheme reviewed by us. We are not experts in the evaluation of pharmaceuticals business, including consumer healthcare products, and we express no view as to SIL, the Demerged Undertaking and/or the Resulting Company's market share, volume growth, new product development and launch, bargaining power with suppliers or the ability to take price increases in products marketed by SIL, the Demerged Undertaking and/or the Resulting Company. We also express no opinion as to future price realizations across product categories reflected in the Forecasts and other information and data utilized in our analyses, which prices are subject to significant volatility and which, if different than as assumed, could have a material impact on our analyses or opinion. We have not undertaken any independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities, or any settlements thereof, to which SIL, the Demerged Undertaking and/or the Resulting Company are or may be a party or are or may be subject, and this opinion does not consider the potential effects of any such litigation, actions, claims, other contingent liabilities or settlements.

We express no view or opinion as to any terms or other aspects or implications of the Transaction (other than the Entitlement Ratio to the extent expressly specified herein), including, without limitation, the form or structure of the Transaction, the taxation impact of the Transaction on the SCHIL Equity Shares issued under the Scheme or any terms or other aspects or implications of any other agreement, arrangement or understanding entered into in connection with or related to the Transaction or otherwise. We were not requested to, and we did not, participate in the negotiation of the terms of the Transaction. Our opinion does not address any matters otherwise than as expressly stated herein, including but not limited to matters such as corporate governance, shareholder rights or any other equitable consideration, and is limited to the fairness, from a financial point of view, to the holders of SIL Equity Shares of the Entitlement Ratio provided for in the Scheme and no opinion or view is expressed with respect to any consideration received in connection with the Transaction by the holders of any other class of securities, creditors or other constituencies of any party. In addition, no opinion or view is expressed with respect to the fairness (financial or otherwise) of the amount, nature or any other aspect of any compensation to any of the officers, directors or employees of any party to the Transaction, or class of such persons, relative to the Entitlement Ratio. Furthermore, no opinion or view is expressed as to the relative merits of the Transaction in comparison to other strategies or transactions that might be available to SIL or in which SIL might engage or as to the underlying business decision of SIL to proceed with or effect the Transaction.



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Further, SIL will remain solely responsible for the commercial assumptions on which this opinion is based and for its decision to proceed with the Transaction. Further, our opinion does not take into account any corporate actions of SIL or SCHIL after the date hereof, including payment of dividends. We are not expressing any opinion as to what the value of SCHIL Equity Shares actually will be when issued or the prices at which the SIL Equity Shares or the SCHIL Equity Shares will trade at any time, including following announcement or consummation of the Transaction. In addition, we express no opinion or recommendation as to how any shareholder, creditor or other person should vote or act in connection with the Transaction or any related matter. In addition, we are not expressing any view or opinion with respect to, and have relied, with the consent of SIL, upon the assessments of representatives of SIL regarding, legal, regulatory, accounting, tax and other matters relating to SIL, the Demerged Undertaking, the Resulting Company and the Transaction (including the contemplated benefits of the Transaction) as to which we understand that SIL obtained such advice as it deemed necessary from qualified professionals. We have also assumed that all aspects of the Transaction and any other transaction contemplated in the Scheme would be in compliance with applicable laws and regulations, and we have issued this opinion on the understanding that we would not in any manner verify, or be responsible for ensuring, such compliance.

We have acted as financial advisor to the Board of Directors of SIL to render this opinion and will receive a fee for our services, all of which is payable upon the rendering of this opinion. In addition, SIL has agreed to reimburse our expenses, subject to certain restrictions and indemnify us against certain liabilities arising out of our engagement.

We and our affiliates comprise a full service securities firm and commercial bank engaged in securities, commodities and derivatives trading, foreign exchange and other brokerage activities, and principal investing as well as providing investment, corporate and private banking, asset and investment management, financing and financial advisory services and other commercial services and products to a wide range of companies, governments and individuals. In the ordinary course of our businesses, we and our affiliates may invest on a principal basis or on behalf of customers or manage funds that invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in equity, debt or other securities or financial instruments (including derivatives, bank loans or other obligations) of SIL, the Resulting Company and certain of their respective affiliates.

We and our affiliates in the past have provided, currently are providing, and in the future may provide, investment banking, commercial banking and other financial services to SIL, the promoters of SIL, which are also the promoters of SCHIL, and other group companies of the promoters of SIL, the Resulting Company and certain of their respective affiliates, and have received or in the future may receive compensation for the rendering of these services.

It is understood that this letter is for the benefit and use of the Board of Directors of SIL (in its capacity as such) in connection with and for purposes of its evaluation of the Transaction and is not rendered to or for the benefit of, and shall not confer rights or remedies upon, any person other than the Board of Directors of SIL. This opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party, nor shall any public reference to us be made, for any purpose whatsoever except (i) with our prior written consent in each instance; (ii) as required to be disclosed by SIL to the relevant stock exchanges pursuant to Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, dated November 23, 2021, as amended, issued by the Securities and Exchange Board of India ("SEBI Scheme Circular") and may be disclosed on the website of SIL and



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the stock exchanges to the extent required in terms of the SEBI Scheme Circular and further may also be made a part of the explanatory statement to be circulated to the shareholders and/or creditors of SIL; and (iii) as required to be disclosed to relevant judicial, regulatory or government authorities, or to SIL's parent company, in each case only as may be mandatorily required by applicable laws. Our opinion is necessarily based on financial, economic, monetary, market and other conditions and circumstances as in effect on, and the information made available to us as of, the date hereof. It should be understood that subsequent developments may affect this opinion, and we do not have any obligation to update, revise, or reaffirm this opinion. The issuance of this opinion was approved by our Asia Pacific Fairness Opinion Review Committee.

Based upon and subject to the foregoing, including the various assumptions and limitations set forth herein, we are of the opinion on the date hereof that the Entitlement Ratio provided for in the Scheme is fair, from a financial point of view, to the holders of the SIL Equity Shares.

Very truly yours,



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