

## **Notice of Revocation to Bondholders**

**5 March 2010**

**UCB S.A.**  
Allée de la Recherche, 60  
B-1070, Brussels  
Belgium

**IMPORTANT NOTICE TO THE HOLDERS OF THE  
€500,000,000 4.50 per cent. Convertible Bonds due 2015  
convertible into Ordinary Shares in UCB S.A. (the "Bonds")  
ISIN: BE6000386639  
Issued by UCB S.A. (the "Issuer")**

### *Notice of Revocation*

Notice is hereby given that as a result of the Share Issue Requirements having been met, namely the Share Resolutions having been duly passed and the Share Resolutions having been filed with the clerk of the commercial court of Brussels, the Issuer is exercising its right, pursuant to Condition 5(m)(ii), to revoke and cancel its right to make a Cash Alternative Election on the exercise of Conversion Rights by Bondholders.

This notice is a Notice of Revocation as defined in Condition 5(m)(ii).

The Revocation Date for the purposes of Condition 5(m) shall be 15 March 2010.

A Notice of Revocation has been given to the Trustee on the date hereof. Such Revocation is irrevocable.

### *Interpretation*

All terms not defined herein shall have the meaning given to them in the terms and conditions (the "**Conditions**") of the Bonds as set out in schedule 1 of the trust deed dated 22 October 2009 between the Issuer and The Law Debenture Trust Corporation p.l.c (the "**Trustee**") constituting the Bonds.