

UCB Group

Code on Private Investment Transactions

PROCEDURES AND GUIDELINES GOVERNING INSIDER TRADING AND TIPPING

INTRODUCTION

Insider trading means using confidential material information about UCB, its customers or suppliers to achieve an unfair advantage in the buying or selling of shares or other securities. Material information is information that would be important to a reasonable investor in deciding whether to buy or sell stock. Insider trading is unethical and is illegal in most countries. It is further unethical and may be illegal to pass on to anyone, non-public material information that comes to one's attention in the course of his employment other than in the necessary course of business.

Because impermissible insider trading or disclosure can subject the individual and the Company to severe civil and criminal penalties and increases the litigation and liability exposure of the Company, its Directors and Senior Executive in securities fraud litigation, UCB has decided to improve the prevention of improper insider trading by providing guidelines and instituting procedures in this matter. Regardless of these guidelines, UCB continues to expect a perfect legal and ethical personal conduct from each of its Directors, Senior Executives and employees.

Company : UCB S.A.

UCB Group : UCB S.A. its subsidiaries and affiliates

Director : member of the Board of Directors

Senior Executives : Members of the Executive Committee

Key employees : people listed in Exhibit A

I. PURPOSE

In order to comply with securities laws governing

- a. trading in Company securities while in the possession of "material (price-sensitive, privileged) non-public information" concerning the Company,
 - b. tipping or disclosing material non public information to outsiders,
- and in order to prevent even the appearance of improper insider trading or tipping, the UCB Group has adopted this policy for all of its Directors, Senior Executives and employees, their family members, and specially designated outsiders who have access to the UCB Group's material non public information.

II. SCOPE

- A. This policy covers all Directors, Senior Executives and employees of the UCB Group, their family members (collectively referred to as "Insiders"), and any outsider who by virtue of his connection with the UCB Group is in possession of material non-public information concerning the UCB Group.
- B. The policy applies to any and all transactions in the Company's securities, including its shares and options to purchase such shares, and any other type of securities that the Company may issue, such as preferred shares, convertible debentures, warrants and exchange-traded options or other derivative securities. It also applies to any type of securities where the underlying value of this security is the UCB share whoever the Issuer may be. Securities acquired or sold on behalf of a Director, Senior Executive and employee of the UCB Group in execution of a discretionary portfolio management agreement with a bank or a registered financial operator are not considered to be acquired or sold by Insiders.

- C. The policy will be delivered to all Directors, Senior Executives, employees and designated outsiders upon its adoption by the Company, and to all new Directors, Senior Executives, employees and designated outsiders at the start of their employment or relationship with the UCB Group.

III. DIRECTORS, SENIOR EXECUTIVES AND KEY EMPLOYEES

- A. *Directors and Senior Executives.* The Directors and Senior Executives of the UCB Group have regularly or from time to time access to material non-public information. They should be particularly careful when dealing in Companies securities as referred to in II B. In case of doubt they should consult with the Companies Insider Trading Compliance Officer.
- B. *Key Employees.* The Company has designated those persons listed on Exhibit A attached hereto as Key Employees who, because of their position with the UCB Group and their frequent or occasional access to material non-public information, should be specially careful in dealing in Companies securities as defined in II B. The Company will amend Exhibit A from time to time as necessary to reflect the addition, resignation or departure of Key Employees.

IV. INSIDER TRADING COMPLIANCE OFFICER

The Company has designated the General Secretary Michèle de Cannart, as its Insider Trading Compliance Officer .

The duties of the Insider Trading Compliance Officer will include the following:

- A. Administering this policy and monitoring and enforcing compliance with all policy provisions and procedures.
- B. Responding to all inquiries relating to this policy and its procedures.
- C. Designating and announcing special closed periods during which no Insiders may trade in Company Securities.
- D. Providing copies of this policy and other appropriate materials to all current and new Directors, Senior Executives and employees, and such other persons who the Insider Trading Compliance Officer determines have access to material non-public information concerning the Company.
- E. Administering, monitoring and enforcing compliance with all insider trading laws and regulations.
- F. Revising the policy as necessary to reflect changes in insider trading laws and regulations.
- G. Maintaining as Company records originals or copies of all documents required by the provisions of this policy or the procedures set forth herein.
- H. Maintaining the accuracy of the list of Directors, Senior Executives and of Key Employees as attached on Exhibit A, and updating it periodically as necessary to reflect additions to or deletions from this category of individuals.

The Insider Trading Compliance Officer may designate one or more individuals who may perform the Insider Trading Compliance Officer's duties in the event that the Insider Trading Compliance Officer is unable or unavailable to perform such duties.

V. DEFINITION OF "MATERIAL NON-PUBLIC INFORMATION"

A. "MATERIAL" INFORMATION

Information about the Company is "material" if it would be expected to affect the investment or voting decisions of the reasonable shareholder or investor, or if the disclosure of the information would be expected to significantly alter the total mix of information about the Company in the marketplace. In simple terms, material information is any type of information which could reasonably be expected to affect the price of Company securities. While it is not possible to identify all information that would be deemed "material," the following types of information would normally be considered material:

- Financial performance, especially quarterly and year-end earnings, and significant changes in financial performance or liquidity.
- Company projections and strategic plans.
- Potential mergers and acquisitions or the sale of Company assets or subsidiaries.
- Major discoveries or information concerning important product developments or related government rulings, significant developments in research or technologies
- New major contracts, or the loss thereof.
- Significant changes or developments in supplies or inventory, including significant product defects, recalls or product returns.
- Significant pricing changes.
- Stock splits, public or private securities/debt offerings, or changes in Company dividend policies or amounts.
- Significant changes in senior management.
- Significant labour disputes or negotiations.
- Actual or threatened major litigation or the resolution of such litigation.

B. "NON-PUBLIC" INFORMATION

Material information is "non-public" unless it has been adequately disclosed to the public through major newswire services, national news services and financial news services. Not only must information be widely available, there must also be adequate time for the market as a whole to become aware of the information before trading (based on the information) would become legal.

C. CONSULT THE INSIDER TRADING COMPLIANCE OFFICER FOR GUIDANCE

Any Insiders who are unsure whether the information that they possess is material or non-public may consult the Insider Trading Compliance Officer for guidance before trading in any Company securities.

VI. STATEMENT OF COMPANY POLICY AND PROCEDURES

A. PROHIBITED ACTIVITIES

- 1) No Insider may trade in Company securities while possessing material non-public information concerning the Company.
- 2) No Insider may trade in Company securities outside of the applicable "trading windows" described in Section VI.B hereafter, or during any special closed periods designated by the Insider Trading Compliance Officer.
- 3) No Directors and Senior Executives or Key Employee listed on Exhibits A attached hereto may trade in Company securities unless the Insider Trading Compliance Officer has been informed in accordance with the procedures set forth in Section VI.C hereafter. To the extent possible, Directors and Senior Executives and Key Employees should retain all records and documents that support their reasons for making each trade.
- 4) No Insider may "tip" or disclose material non-public information concerning the Company to any outside person (including family members, analysts, individual investors, and members of the investment community and news media), unless required as part of that Insider's regular duties for the Company and authorized by the Insider Trading Compliance Officer and/or the Vice President Corporate Communication and Investor Relations. In any instance in which such information is disclosed to outsiders, the Company will take such steps as are necessary to preserve the confidentiality of the information, including requiring the outsider to agree in writing to comply with the terms of this policy and/or to sign a confidentiality agreement. All inquiries from outsiders regarding material non-public information about the Company must be forwarded to the Insider Trading Compliance Officer and/or the Vice President Corporate Communication and Investor Relations.
- 5) No Insider may give trading advice of any kind about the Company's securities to anyone while possessing material non-public information about the Company, except that Insiders should advise others not to trade if doing so might violate the law or this policy. The Company strongly discourages all Insiders from giving trading advice concerning the Company to third parties even when the Insiders do not possess material non-public information about the Company.
- 6) No Insider may trade in the securities of any other public company while possessing, through the Company, material non-public information concerning that other company, "tip" or disclose material non-public information concerning any other public company to anyone, or give trading advice of any kind to anyone concerning any other public company while possessing material non-public information about that company.

B. TRADING WINDOWS AND CLOSED PERIODS

- 1) *Trading Window for Directors, Senior Executives and Key Employees.* After having informed the Insider Trading Compliance Officer in accordance with the procedures set forth in Section VI.C below, Directors and Senior Executives and Key Employees listed on Exhibits A attached hereto may trade in Company securities only during the period beginning at the close of trading on the second full trading day following the Company's widespread public release of half-year or year-end earnings, and ending at the close of trading on the last day of the ongoing fiscal semester.
- 2) *Trading Windows for All Other Insiders.* All other Insiders who are not Directors or Senior Executives or Key Employees may trade in Company securities only during the period beginning at the close of trading on the second full trading day following the Company's widespread public release of half-year or year-end earnings and ending at the close of trading on the last day of the ongoing semester.
- 3) *No Trading During Trading Windows While in the Possession of Material Non-public Information.* No Insiders possessing material non-public information concerning the Company may trade in Company securities even during applicable trading windows. Persons possessing such information may trade during a trading window only after the close of trading on the second full trading day following the Company's widespread public release of the information.

- 4) *No Trading During Closed or Special Closed Periods.* No Insiders may trade in Company securities outside of the applicable trading windows or during any special closed periods that the Insider Trading Compliance Officer may designate. No Insiders may disclose to any outside third party that a special closed period has been designated.
- 5) *Exceptions for Hardship Cases.* The Insider Trading Compliance Officer may, on a case-by-case basis, authorize trading in Company securities outside of the applicable trading windows (but not during special closed periods) due to financial hardship or other hardships.

C. PROCEDURES FOR TRADES BY DIRECTORS, SENIOR EXECUTIVES OR KEY EMPLOYEES AND HARDSHIP CASES

- 1) No Director, Senior Executive or Key Employee may trade in Company securities until
 - a. the person trading has notified the Insider Trading Compliance Officer in writing of the amount of securities concerned and the nature of the proposed trade,
 - b. the person trading has certified to the Insider Trading Compliance Officer in writing no earlier than two business days prior to the proposed trade that he or she is not in possession of material non-public information concerning the Company.
- 2) Hardship Trades. The Insider Trading Compliance Officer may, on a case-by-case basis, authorize trading in Company securities outside of the applicable trading windows due to financial hardship or other hardships. The following procedure applies before trading:
 - a. the person trading has notified the Insider Trading Compliance Officer in writing of the circumstances of the hardship and the amount of securities concerned and the nature of the proposed trade,
 - b. the person trading has certified to the Insider Trading Compliance Officer in writing no earlier than two business days prior to the proposed trade that he or she is not in possession of material non-public information concerning the Company, and
 - c. the Insider Trading Compliance Officer has approved the trade and has certified his approval in writing.

D. EMPLOYEE STOCK OPTION PLAN

Stock Option Plans. The trading prohibitions and restrictions of this policy apply to all sales of securities acquired through the exercise of stock options granted by the Company, without prejudice of more stricter rules set forth in the General Conditions applying to the stock options issued by the Company.

E. PRIORITY OF STATUTORY OR REGULATORY TRADING RESTRICTIONS

The trading prohibitions and restrictions set forth in this policy will be superseded by any greater prohibitions or restrictions prescribed by local securities laws and regulations. Any Insider who is uncertain whether other prohibitions or restrictions apply should ask the Insider Trading Compliance Officer.

VII. POTENTIAL CIVIL, CRIMINAL AND DISCIPLINARY SANCTIONS

A. CIVIL AND CRIMINAL PENALTIES

The consequences of prohibited insider trading or tipping can be severe. Persons violating insider trading or tipping rules may be required to reimburse the profit made or the loss avoided by the trading, pay the loss suffered by the person who purchased securities from or sold securities to the insider tippee, pay civil penalties, pay a criminal penalty and serve a jail term. The Company and/or the supervisors of the person violating the rules may also be required to pay major civil or criminal penalties.

B. COMPANY DISCIPLINE

Violation of this policy or insider trading or tipping laws by any Senior Executive or employee, or their family members, may subject the Senior Executive or employee to disciplinary action by the Company up to and including termination for cause.

C. REPORTING OF VIOLATIONS

Any Insider who knows of any such violation of this policy or any laws governing insider trading or tipping by any other Insider, must report the violation immediately to the Insider Trading Compliance Officer. Upon learning of any such violation, the Insider Trading Compliance Officer, in consultation with the UCB Group's legal counsel, will determine whether the Company should release any material non-public information, or whether the Company should report the violation to the appropriate public authority.

VIII. INQUIRIES

Please direct all inquiries regarding any of the provisions or procedures of this policy to the Insider Trading Compliance Officer.