

ORDINARY GENERAL MEETING OF SHAREHOLDERS

11:00 a.m. on 26 APRIL 2007

Shares present: 103,917,646 on 183,361,252 (of which 3,191,431 have no voting right)

Ordinary business

1. Management report of the Board of Directors^(*)
2. Reports of the Auditors
3. – Presentation of the consolidated accounts of the UCB Group
– Approval of the annual accounts of UCB S.A. and allocation of profits or losses
Proposed resolution: the General Meeting approves the annual accounts of UCB S.A. to 31.12.2006 and the allocation of the profits or losses reflected therein.

Approved unanimously minus: against: 0 - abstain: 1,060,115

4. Discharge of the Directors
Proposed resolution: the General Meeting gives a discharge to the Directors.

Approved unanimously minus: against: 46,861 - abstain: 550

5. Discharge of the Auditors
Proposed resolution: the General Meeting gives a discharge to the Auditors.

Approved unanimously minus: against: 46,861 abstain: 0

6. Appointments pursuant to the Articles of Association
Proposed resolutions:

- 6.1. The General Meeting renews the appointment as Director of Roch Doliveux^(*), which is due to expire, for the period provided by the Articles of Association.

Approved unanimously minus: against: 0 abstain: 0

- 6.2. The General Meeting renews the appointment as Director of H.R.H. Prince Lorenz of Belgium^(*), which is due to expire, for the period provided by the Articles of Association.

Approved unanimously minus: against: 0 - abstain: 0

- 6.3. The General Meeting acknowledges the position of H.R.H. Prince Lorenz of Belgium as an independent Director according to the law, satisfying the independence criteria provided by law and by the Board of Directors.

Approved unanimously minus: against: 9,161 - abstain: 37,500

- 6.4. The General Meeting resolves to appoint Patrick Schwarz-Schütte^(*) as a new Director for the period provided by the Articles of Association.

Approved unanimously minus: against: 56,068 - abstain: 0

^(*)Management Report of the Board and curriculum vitae are available at www.ucb-group.com

Special business

7. Programme of free allocation of shares:

This authorisation from the General Meeting is not required by law but is recommended in order to insure transparency and in accordance with UCB's Charter of Corporate Governance.

Proposed resolution:

The General Meeting approves the decision of the Board of Directors to allocate a number of 430,000 free shares:

- of which 150,000 to personnel of the Leadership Team in 2007, namely to about 50 individuals, according to allocation criteria linked to the level of responsibility of those concerned. The allocations of these free shares will take place on completion of the condition that the interested parties remain employed within the UCB Group for a period of at least 3 years after the grant of awards;
- of which 280,000 to employees members of the Leadership Team qualifying for the Performance Share Plan and for which payout will occur after a three year vesting period and will vary from 0% to 150% of the granted amount depending on the level of achievement of the performance conditions set by the company at the moment of grant.

Approved unanimously minus: against: 2,247,394 - abstain: 0
