

UCB
Société anonyme

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

26 APRIL 2007 AT 11:30 AM

Shares present: 107,355,328 on 183,361,252 (of which 3,191,431 have no voting right)

1. Special Report of the Board of Directors pursuant to Article 559 of the Company Code
2. Report of the Statutory Auditors relating to the statement relating to the assets and liabilities of the company as of 28 February 2007
3. Purpose of the company

Proposed resolution

It is proposed to adjust the purpose of the Company to reflect the recent changes in the scope of its activities (sale of the film and chemical specialties activities and contribution of all of its operational activities to another Belgian legal entity) and therefore, to replace Article 3 of the Articles of Association with the following provisions:

"The purpose of the company is to hold and manage direct or indirect shareholdings in other companies having a purpose directly or indirectly related to research, development, industrial or commercial activities, focused mainly but not exclusively on the pharmaceutical industry. The company can provide support services for third parties, in particular for companies in which the company has a direct or indirect interest.

More generally it can undertake any commercial, industrial, financial, property, real estate operation, both in Belgium and elsewhere, which may be directly or indirectly related to the above purposes, including, without being limited to, the financing of the companies in which it has an interest by way of loans, guarantees, grants of securities or in any other manner.

In a transition phase until 30 June 2008, the company can also continue to carry out its historical activities of research, manufacture, purchase, sale and processing of compound chemical and pharmaceutical products and of similar or complementary materials and products, on its own behalf or on behalf of another company of the UCB Group."

Approved unanimously minus: against: 550 - abstain: 0

4. Form of shares

Proposed resolution

It is proposed to amend Article 11, a), of the Articles of Association to put it in accordance with the new Belgian legislation on the abolition of bearer securities (14 December 2005) by adding a second paragraph as follows:

"Bearer shares of the company, already issued and registered on a custody account or an investment account on 1 January 2008, will exist under the dematerialized form as from that date. Other bearer shares will automatically be converted into dematerialized shares, as from their registration on a custody account or an investment account as from 1 January 2008. "

Approved unanimously minus: against: 0 - abstain: 0

5. Performance of decisions taken.

Proposed resolution:

To grant all necessary powers, including the right to delegate such powers, to various persons for the purpose of drawing up the final version of the Articles of Association.

Approved unanimously minus: against: 0 - abstain: 0
