

**PROXY FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON 24 MARCH 2014 AT 09:00 AM**

***IMPORTANT: In order to be valid, the proxy must be fully completed, dated and signed and must reach UCB SA/NV no later than 18 March 2014, 15:00 CET in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities will be rejected.***

***Furthermore, if the Extraordinary General Meeting of 24 March 2014 does not meet the attendance quorum, a new meeting will be convened for Thursday 24 April 2014 and will validly deliberate irrespective of the number of shares present or represented. In this case, this proxy will no longer be valid and a new proxy will be required for this subsequent meeting of 24 April 2014.***

The undersigned [*name and first name/name of the company*]

.....

residing at / with its registered office at

.....

.....

owner of ..... [*number of shares being represented*] shares in UCB SA/NV ("UCB"), hereby appoints as a proxy:

1. Mrs./Mr. ...., residing at .....; or
2. Mrs. Rita De Brabandere, IML Belgium – Provincielaan 54 – 2870 Breendonck; or
3. Mr. Andy Duschek, IML Belgium – Provincielaan 54 – 2870 Breendonck;

acting individually, and for each of the person mentioned under nos 2 and 3, with faculty of substitution,

*Please note that proxyholders mentioned under nos 2 and 3 are independent proxyholders, proposed for your convenience. They will vote in your name and as you instruct them to vote. In case you prefer to appoint your own proxyholder, please cross out nos 2 and 3, and fill out the name and address of your designated proxyholders under no 1. It is recommended not to appoint as proxyholder, UCB or one of its subsidiaries, a member of the Board or Executive Committee or another employee or person related to UCB, since these persons will be considered to have a conflict of interest in accordance with the applicable rules of the Belgian Company Code.*

to represent him/her at UCB's Extraordinary General Meeting of Shareholders, which will be held on Monday, 24 March 2014, at 09:00 CET at UCB's registered office and to vote or abstain in his/her name on all the matters shown in the below agenda. This proxy is irrevocable.

Please provide your voting instructions (for, against, abstain), mentioning clearly the number of shares with which you vote in each case, in writing below each individual proposed resolution.

**In the absence of voting instructions, the proxy will vote in favor of the resolutions shown on the agenda.**  
*(Kindly note that this is not possible if you appoint UCB or one of its subsidiaries, a member of the Board or Executive*

*Committee or an employee of or a person related to UCB – as, in accordance with the Belgian Company Code, these persons have a conflict of interest and can only vote when you give specific instructions per agenda item).*

This power of attorney will remain valid in case new items or proposals of resolution are put on the agenda pursuant to article 533ter of the Belgian Companies' Code. In case of absence of voting instructions on the new agenda points or proposals of resolution, the proxy will vote in favor of the resolutions as proposed by or, as the case may be, as recommended by the Board of Directors of the Company.

### **PROPOSED RESOLUTIONS:**

- 1. Special Report by the Board of Directors to the Shareholders on the use and purpose of the authorized capital prepared in accordance with article 604 of the Belgian Companies' Code**
- 2. Authorized Capital and amendment to article 6 of the Articles of Association**

**It is proposed to the General Meeting to grant a two (2) year authorization to the Board of Directors to increase the capital of the Company, within the limits of article 603, section 1 of the Belgian Companies' Code, with an amount of up to 5% of the share capital (at the time the Board of Directors makes use of the authorization) in the event of cancellation or limitation of the preferential subscription rights of the shareholders, or with an amount of up to 10% of such amount in the event there is no limitation or cancellation of the preferential subscription rights of existing shareholders. For further information on the use and purpose of the authorized capital, please refer to the special report of the Board of Directors prepared in accordance with article 604 of the Belgian Companies' Code.**

#### Proposed resolution:

*The General Meeting resolves to add the following paragraphs after the first existing paragraph of article 6 of the Articles of Association of the Company, thereby granting the Board of Directors the authorization to increase the share capital of the Company in accordance with the following terms:*

*“The Board of Directors is authorized to increase the company's share capital amongst other by way of the issuance of shares, convertible bonds or warrants, in one or more transactions, within the limits set by law,*

- i. with up to 5% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase with cancellation or limitation of the preferential subscription rights of the shareholders (whether or not for the benefit of one or more specific persons who are not employees of the company or of its subsidiaries),*
- ii. with up to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase without cancellation or limitation of the preferential subscription rights of the existing shareholders.*

*In any event, the total amount by which the Board of Directors may increase the company's share capital by a combination of the authorizations set forth in (i) and (ii) above, is limited to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization.*

*The Board of Directors is moreover expressly authorized to make use of this mandate, within the limits as set out under (i) and (ii) of the second<sup>1</sup> paragraph above, for the following operations:*

- 1. a capital increase or the issuance of convertible bonds or warrants with cancellation or limitation of the preferential subscription rights of the existing shareholders;*
- 2. a capital increase or the issuance of convertible bonds with cancellation or limitation of the preferential subscription rights of the existing shareholders for the benefit of one or more specific persons who are not employees of the company or of its subsidiaries;*

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<sup>1</sup> Article 6 of the AoA already has a paragraph, which will become paragraph 1 after inclusion of the proposed other paragraphs.

3. a capital increase by incorporation of reserves.

Any such capital increase may take any and all form, including, but not limited to, contributions in cash or in kind, with or without share premium, the incorporation of reserves and/or share premiums and/or profits carried forward, to the maximum extent permitted by the law.

Any decision of the Board of Directors to use this mandate requires a 75% majority.

This mandate is granted for a period of two (2) years as from the date of its publication in the State Gazette.

The Board of Directors is empowered, with full power of substitution, to amend the Articles of Association to reflect the capital increases resulting from the exercise of its powers pursuant to this section.”

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**3. Acquisition of own shares – renewal of authorization**

In accordance with article 12, §2 of the Article of Association of the Company, it is proposed to the shareholders meeting to renew the authorization granted the Board of Directors, for a period of two (2) years, to acquire own shares for up to 10% of the total amount of shares of the Company. This authorization would replace the 5 year authorization granted by the shareholders meeting of 6 November 2009.

Proposed resolution:

The Board of Directors is authorized to acquire, on or outside of the stock exchange, by way of purchase, exchange, contribution or any other kind of acquisition, directly or indirectly, up to 10% of the total number of company’s shares for a price or an exchange value per share of maximum the highest price of the company’s shares on Euronext Brussels on the day of the acquisition and minimum one (1) euro, without prejudice to article 208 of the royal decree of 31 January 2001. This mandate is granted for a period of two (2) years as of the date of the general meeting approving it. The authorization granted to the Board of Directors pursuant to this article extends to any acquisitions of the company’s shares, directly or indirectly, by the company’s direct subsidiaries as defined in article 627 of the Companies’ Code. This authorization replaces as of the date of the general meeting approving it the authorization granted by decision of the extraordinary shareholders meeting of the company of 6 November 2009. As the case may be, any disposal of own shares by the company or its direct subsidiaries will be made pursuant to the authorization granted to the Board of Directors as set forth in article 12 in fine of the Articles of Association of the company.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**4. Own shares – Amendment to Article 12 of the Articles of Association**

It is proposed to the Shareholders Meeting to delete paragraphs 3 to 5 included of article 12 of the Articles of Association referring to the authorization originally granted by the Extraordinary Shareholders Meeting of 10 June 2003 to the Board of Directors to acquire own shares “to avoid serious and imminent prejudice to the Company”, since the renewal of such authorization is not proposed to the shareholders.

Proposed resolution:

*The General Meeting resolves to delete paragraphs 3 to 5 included of article 12 of the Article of Association, the current paragraph 6 of this article becoming paragraph 3 following this amendment.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**5. Amendment to Article 35 of the Articles of Association**

As a result of the abolition of bearer shares as of 1<sup>st</sup> January 2014 and the resulting impossibility for owners of bearer shares to exercise their rights a.o. with respect to participation to the shareholders meetings (until their shares have been transferred on a securities account in their own name and registered in the accounts of an authorized custody account keeper, or converted into registered shares), the reference to the deposit of the bearer shares in the formalities to participate to the shareholders meeting should be deleted.

Proposed resolution:

*The General Meeting resolves to delete the words “or by delivering the shares to a financial intermediary,” in the first paragraph of article 35 of the Articles of Association of the company.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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Place and date: ..... 2014

Name<sup>1</sup>: .....

Position: .....

Legal entity: .....

Signature of the shareholder<sup>2</sup>:

We would appreciate it if you could provide us with a telephone number and/or an e-mail address where we can reach you if necessary:

Tel: .....

E-mail: .....

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<sup>1</sup> Please note that in case a company is being represented, the signatory of the proxy must provide supporting documentation that he/she is allowed to represent the company.

<sup>2</sup> Should be preceded by the hand-written words “Good for proxy”